



Date: 06.09.2024

To
The Department of Corporate Services
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street Mumbai- 400 001

Re: Submission of Annual Report of the Company for the Financial Year 2023-24

Ref: Scrip Code: 539518

Dear Sir/ Madam,

Pursuant to Regulations 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the Annual Report for the Financial Year 2023-24.

This is for your information and we request you to kindly take the same on record.

Thanking you,

Yours truly,

For UDAY JEWELLERY INDUSTRIES LIMITED

Nivya Soni
Company Secretary & Compliance Officer

Encl: As stated above

Uday Jewellery Industries Limited
manufacturers • exporters • distributors

25th ANNUAL REPORT



2023-2024

UDAY JEWELLERY INDUSTRIES LIMITED
Manufacturers & Exporters



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BOARD OF DIRECTORS

Mr. Ritesh Kumar Sanghi	- Chairperson- Managing Director
Mr. Sanjay Kumar Sanghi	- Director
Ms. Pritha Sanghi	- Director
Mr. Ramprasad Vempati	- Independent Director
Mr. Vikram Goel	- Independent Director
Mr. Sunil Garg	- Independent Director

Other Key Managerial Personnel:

Mr. Rakesh Agarwal	- Chief Financial Officer
CS. B. Kiran Kumar	- Company Secretary & Compliance Officer (w.e.f. 15.04.2023 to 18.10.2023)
CS. Nivya Soni	- Company Secretary & Compliance Officer (w.e.f. 14.11.2023)

AUDITORS

M/s Anant Rao & Malik
Chartered Accountants,
Khairatabad,
Hyderabad – 500004

BANKERS

KOTAK MAHINDRA BANK LTD
STATE BANK OF INDIA

REGISTERED OFFICE

2nd Floor, 3-6-307/1, 3-6-307/2, 3-6-308/1,
Hyderguda Main Road, Simple Natural Systems,
Basheer Bagh, Hyderabad, Hyderabad, Telangana, 500004

REGISTRAR & SHARE TRANSFER AGENTS

Bigshare Services Private Limited

306, Right Wing, 03rd Floor, Amrutha Ville
Opp Yashoda Hospital, Somajiguda
Raj Bhavan Road, Hyderabad – 500082. Telangana.
Phone: 040-40144967/582, Fax: 040-23370295
Email: bsshyd@bigshareonline.com
Website: www.bigshareonline.com

NOTICE

Notice is hereby given that the **25th Annual General Meeting (AGM)** of the Members of **UDAY JEWELLERY INDUSTRIES LIMITED (“the Company”)** will be held on **Monday, the 30th day of September, 2024, at 12:30 PM** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024 ALONG WITH THE REPORT OF THE DIRECTORS AND THE AUDITORS.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered, approved and adopted.”

- 2. TO APPOINT MR. SANJAY KUMAR SANGHI AS A DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION.**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sanjay Kumar Sanghi who retires by rotation and being eligible, offers herself for reappointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- 3. TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY, AND IN THIS REGARD, TO PASS, WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and in accordance with the Company’s policy on Related Party transaction(s), approval of the members be and is hereby accorded to enter at prevailing market rates and at arm’s length basis and in the ordinary course of business of the Company with the related parties as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, as follows:

UDAY JEWELLERY INDUSTRIES LIMITED

Sl. No.	Name of related parties	Nature of relationship	Type of Contract/ Transaction	Transaction Limit	Duration
1.	Sanghi Jewellers Private Limited - SJPL	Company having common Directors	Purchase/ sale of various manufactured products and availing Jobworkservices at prevailing market rates and on arm's length basis.	Rs. 50,00,00,000/- (Rupees Fifty Crores)	From 01.10.2024 to 30.09.2025
2.	Narbada Gems and Jewellery Limited (NGJL)	Company having common Directors	Sale/ purchase of various manufactured products at prevailing market rates and on arm's length basis	Rs. 50,00,00,000/- (Rupees Fifty Crores)	From 01.10.2024 to 30.09.2025

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all such acts, deeds, matters, and things as may be considered necessary or expedient to give effect to this resolution.”

4. APPOINTMENT OF MR. BALASUBRAMANYAM DANTURTI (DIN; 10753430) AS AN NON EXECUTIVE-INDEPENDENT DIRECTOR :

“To consider and if thought fit to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**”:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 16(1)(b) and all other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Bala subramanyam Danturti (DIN; 10753430) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors w.e.f August 31,2024 in terms of Section 161 of the Companies Act, 2013 and Regulation17 of SEBI (LODR) Regulations, 2015 and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years w.e.f August 31,2024.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution. resolution including making necessary entries in the Register of Directors of the Company”

5. **APPOINTMENT OF MR. SIDDHARTH GOEL (DIN: 03022978) AS AN NON EXECUTIVE-INDEPENDENT DIRECTOR:**

To consider and if thought fit to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**”:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) and Regulation 16(1)(b) and all other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Siddharth Goel (DIN: 03022978) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors w.e.f August 31,2024 in terms of Section 161 of the Companies Act, 2013 and Regulation17 of SEBI (LODR) Regulations, 2015 and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years w.e.f August 31,2024.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution. resolution including making necessary entries in the Register of Directors of the Company”

Date:31.08.2024
Place: Hyderabad

By Order of the Board
Sd/-
Ritesh Kumar Sanghi
Managing Director
DIN: 00628033

NOTES:

1. The Ministry of Corporate Affairs ('MCA'), inter-alia, vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 and subsequent circulars issued in this regard, the latest being Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 (collectively referred to as "SEBI Circulars") has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue.

In compliance with the applicable provisions of the Act and the SEBI Listing Regulations read with aforesaid Circulars (MCA Circulars and SEBI Circulars), the 25th Annual General Meeting of the Company will be held through VC/OAVM on Monday, the 30th day of September, 2024, at 12.30 P.M. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at 2nd Floor, 3-6-307/1, 3-6-307/2, 3-6-308/1, Hyderguda Main Road, Simple Natural Systems, Basheer Bagh, Hyderabad, Telangana, 500004.

1. The Company has appointed Central Depository Services (India) Limited (CDSL) to provide VC/OAVM (Video Conferencing) and e-Voting facility for the e-AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules made thereunder, Secretarial Standard on General Meetings (SS-2) and SEBI Listing Regulations wherever applicable, in respect of the items of Special Business set out in the notice, is annexed hereto and forms part of the Notice.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the aforesaid Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map of the venue of AGM are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC / OAVM and cast their votes through e-Voting.
4. In compliance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and aforesaid Circulars, Notice of the 25th AGM along with Annual Report 2023-24 are being sent only through electronic mode to those Members whose e-mail addresses are registered with Company/Depository Participant(s). The Company shall send physical copy of the Annual Report 2023-24 to the Members who specifically request for the same by sending an email at info@udayjewellery.com. Members may note that the Annual Report 2023-24 containing Notice, Financial Statements and Other Documents will also be available on the website of the Company (www.udayjewellery.com), website of CDSL (www.evotingindia.com) and on the websites of the Stock Exchanges, i.e., BSE Limited (www.bseindia.com).

5. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's RTA, Bigshare Services Private Limited, having its registered office at 306, Right Wing, 3rd Floor, Amurtha Ville, Opp. Yashoda Hospitals, Somajiguda, Raj Bhavan Road, Hyderabad – 500082, e-mail: bsshyd@bigshareonline.com.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 25th Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-Voting as well as the e-Voting system on the date of the AGM will be provided by CDSL.
7. The Members can join the AGM through the VC / OAVM mode 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. In line with the aforesaid MCA Circulars, the Notice calling the 25th AGM has been uploaded on the website of the Company at www.hariompipe.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting system during the AGM) i.e., www.evotingindia.com.
10. The AGM has been convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA Circulars.
11. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a scanned copy (PDF/JPEG format) of the certified copy of Board Resolution authorising their representative(s) to attend the 25th AGM through VC / OAVM on their behalf and to cast their vote through e-Voting. Such documents can be sent to the Company at info@udayjewellery.com.
12. All the documents which are relevant and referred in the Notice and Explanatory Statement of the 25th AGM shall be available at the Registered Office of the Company for Inspection without any fee during the normal working hours on all working days, upto the date of AGM of the Company.

13. Pursuant to the relevant provisions of the Income Tax Act, 1961 as amended by the Finance Act, 2020, dividend income is taxable in the hands of Members w.e.f. April 01, 2020 and the Company is required to deduct tax at source ('TDS') from dividend paid to the Members at the rates prescribed under IT Act on the said Record Date. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. In general, to enable compliance with TDS requirements, members are requested to complete and/ or update their Residential Status, PAN details linked with Aadhaar, Category as per the IT Act with their Depository Participant(s) (in case of shares held in demat mode).
14. The relevant details of director seeking re-appointment under Item No. 2, as required under Regulations 36(3) of SEBI Listing Regulations read with applicable provisions of the Companies Act, 2013 and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, are given separately as an Annexure to this Notice and also in the Corporate Governance Report forming part of the Annual Report.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Agreements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the Annual General Meeting
16. Any person, who acquires shares of the Company and become Member of the Company after the dispatch of the Notice of 25th AGM by email and holds shares as on 20.09.2024 ("cut-off date") may obtain the User login ID and password by sending a request to the Company's RTA at bsshyd@bigshareonline.com by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with CDSL for remote e-Voting then you can use your existing User ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evotingindia.com.
17. The Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the depositories as on 20.09.2024 (cut-off date) only shall be entitled to avail the facility of remote e-Voting or e-Voting during the AGM
18. CS Ajay Suman Shrivastava, Practicing Company Secretary, Hyderabad (COP- 3479), has been appointed as the Scrutinizer to scrutinize the entire e-Voting process (remote e-Voting and e-Voting at the AGM) in a fair and transparent manner.
19. The Scrutinizer shall immediately after the conclusion of e-Voting at the 25th AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, to the Chairman. The voting results declared along with Scrutinizer's Report will be announced within two working days of the conclusion of AGM. The said results shall be placed on the Company's website at www.udayjewellery.com and simultaneously intimated to the CDSL and BSE Limited ("BSE"). The Scrutinizer's decision on the validity of votes cast will be final.
20. General instructions for accessing and participating in the 25th AGM through VC / OAVM facility and voting through electronic means including remote e-Voting:

THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The remote e-Voting period begins on Friday, September 27, 2024 at 9:00 AM (IST) and ends on Sunday, September 29, 2024 at 5:00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, September 20, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

Step 1: Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual Shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor to visit CDSL website www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option or click on https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/Evoting Login. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Narbada Gems and Jewellery Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - 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 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; comsec@nabadajewellery.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- (i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@udayjewellery.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@udayjewellery.com. These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during theAGM.
- (x) If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- (i) For Physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (ii) For Demat shareholders –Please update your email id & mobile no. with your respective Depository Participant (DP).
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM& e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25thFloor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33 and 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

The following Statements sets out all material facts relating to the Special Businesses mentioned in the Notice:

Item no. 3:

Your Company proposes to enter into transactions with Narbada Gems and Jewellery Limited (NGJL) and Sanghi Jewellers Private Limited (SJPL), which are under the same Promoter Group and majority of the Directors are common. The proposed transactions shall be at Arms’ Length basis and in the ordinary course of business.

Section 188 of the Companies Act, 2013 (“the Act”) and the applicable Rules framed there under read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) provide that Related Party Transactions will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Narbada Gems and Jewellery Limited (NGJL) and SanghiJewellers Private Limited (SJPL) come under the ambit of Related Party for the purpose of Related Party Transaction(s) in terms of provisions of the Act and Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transactions proposed to be entered into by your Company withNarbada Gems and Jewellery Limited (NGJL) and SanghiJewellers Private Limited (SJPL) for a period of 12 months starting from 1st October, 2024 to 30th September, 2025.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with the related parties, as follows:

Sl. No.	Name of related parties	Nature of relationship	Type of Contract/ Transaction	Transaction Limit	Duration
1.	Sanghi Jewellers Private Limited	Company having common directors	Purchase/ sale of various manufactured products and availing Jobwork services, At prevailing market rates and on arm’s length basis.	Rs. 50,00,00,000/- (Rupees Fifty Crores only)	01.10.2024 to 30.09.2025
2.	Narbada Gems and Jewellery Limited	Company having common directors	Sale/ purchase of various manufactured products, At prevailing market rates and on arm’s length basis	Rs. 50,00,00,000/- (Rupees Fifty Crores only)	From 01.10.2024 to 30.09.2025

The Board of Directors of the Company and their respective relatives are concerned and interested in the resolution, up to the monetary value of transaction(s) proposed to be entered.

The Board of Directors recommends passing of the resolution as set out at item no. 3 of this Notice as an Ordinary Resolution.

Item no. 4:

Shri BalasubramanyamDanturti(DIN; 10753430) is proposed to be appointed as a Director and as Independent Director on the Board of the Company pursuant to the provisions of Section 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Agreement with the stock exchange. The Nomination and Remuneration Committee of the Board has recommended his appointment which was further approved by the Board. Shri BalasubramanyamDanturti is proposed to hold office as Independent Director of the Company for a term of 5 (Five) consecutive years in line with the provisions of Sections 149(10) and 149(11) of the Act and shall not be liable to retire by rotation.

In accordance with Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Shri BalasubramanyamDanturti meets the criteria of independence as prescribed and the Company has received a declaration from him in this regard.

The notice from a member under Section 160(1) of the Act proposing his candidature, the declaration for non-disqualification under Section 164 of the Act, declaration of independence, disclosure under Section 184(1) of the Act and consent for appointment have been received. His brief profile is placed before the members for perusal. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice for the appointment of Shri BalasubramanyamDanturti as an Independent Director, not liable to retire by rotation.

Profile:

Shri BalasubramanyamDanturti aged about 58 years has fairly good experience in Business Administration and management.

His directorships held in other public companies as on 31.03.2024: Nil

Except Shri BalasubramanyamDanturti and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

Item no. 5:

Mr. Siddharth Goel (DIN: 03022978) is proposed to be appointed as a Director and as Independent Director on the Board of the Company pursuant to the provisions of Section 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Listing Agreement with the stock exchange. The Nomination and Remuneration Committee of the Board has recommended his appointment which was further approved by the Board. Mr. Siddharth Goel is proposed to hold office as Independent Director of the Company for a term of 5 (Five) consecutive years in line with the provisions of Sections 149(10) and 149(11) of the Act and shall not be liable to retire by rotation.

In accordance with Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr. Siddharth Goel meets the criteria of independence as prescribed and the Company has received a declaration from him in this regard.

The notice from a member under Section 160(1) of the Act proposing his candidature, the declaration for non-disqualification under Section 164 of the Act, declaration of independence, disclosure under Section 184(1) of the Act and consent for appointment have been received. His brief profile is placed before the members for perusal. The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Mr. Siddharth Goel as an Independent Director, not liable to retire by rotation.

Profile:

Mr. Siddharth Goel, aged about 39 years has fairly good experience in Business Administration and management.

His directorships held in other public companies as on 31.03.2024: Nil

Except Mr. Siddharth Goel and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

DETAILS OF DIRECTORS RETIRING BY ROTATION/ SEEKING APPOINTMENT/RE- APPOINTMENT AT THE 25TH ANNUAL GENERAL MEETING OF THE COMPANY:

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India)

Name of the Director	Mr. Sanjay Sanghi
Designation	Non-Executive Director
Brief Profile	
Date of Birth	08-07-1961
Qualifications	Undergraduate
DIN	00629693
Nationality	Indian
Date of Appointment / Reappointment on the Board of the Company	18-08-2022 (Original Appointment Date 22-08-2011)
Nature of expertise in specific functional areas	
Terms and conditions of appointment or reappointment	Non-executive Director of the Company, liable to retire by rotation.
Remuneration proposed to be paid	.
Last drawn remuneration	
No. of share held as on the date of Notice	45,18,256
Relationship with Directors, Managers & KMP	Sibling of Ritesh Kumar Sanghi Husband of Pritha Sanghi
Number of Board Meetings attended during FY 2023-24	7
Name(s) of other Companies in which Directorships held	4
Chairman/ Member of the Committees of Boards of other companies.	Nil

DIRECTORS' REPORT

To
The Members,
UDAY JEWELLERY INDUSTRIES LIMITED

Your directors have pleasure in presenting the **25th Annual Report** on the business and operations of your Company along with the audited financial statements (Standalone) for the financial year ended March 31, 2024.

1. FINANCIAL HIGHLIGHTS

The highlights of the financial statements of the Company for the financial year ended **March 31, 2024**, are as under:

(Rs. in Lakhs)

Particulars	31.03.2024	31.03.2023
Revenue from operations	17,318.24	17,673.09
Other Income	90.71	155.06
Total income	17,408.94	17,828.14
Profit before tax	1,189.19	1,283.73
Current Tax	312.29	337.24
Deferred Tax	5.59	(3.98)
Income tax pertaining to earlier years	-	0.28
Profit after Tax	871.31	950.19
Earnings per share		
Basic	3.96	4.31
Diluted	3.96	4.31

The year 2023-24 started well with the resounding success on “Akshaya Thrithiyai” sales that fell in the first quarter that already supported by better realization due to steep increase in gold price movement. However, 2nd, 3rd and 4th quarters, the company could register the progress made earlier that resulted in the record performance in 2023-24.

2. STANDALONE FINANCIAL RESULTS:

During the Financial Year (FY) 2023-24, the Company has achieved a total income of 17,408.94 lakhs as compared to 17,828.14 lakhs in FY23. The profit before tax for FY2023-24 stood at `1,189.19 lakhs compared to 1,283.73 lakhs achieved in FY23. The profit after tax stood at 871.31 lakhs for FY2023-24 as compared to 950.19 lakhs for the previous year.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of the Company.

4. FUTURE PROSPECTS:

Being in the organized Jewellery manufacturing business, the factors that have aided growth of organized players Industry interactions indicate national and regional jewellery retailers (organized segment) enjoy an edge over their smaller, standalone counterparts due to the following advantages:

- **Widespread presence across cities and locations:** National and regional jewellery retailers typically have a wider presence across several cities and locations compared with their smaller, standalone counterparts. Geographical diversification via owned as well as franchisee stores allows them to capitalise on growing consumer awareness about quality, brands and design trends, and gain share from the unorganised segment,
- **Rise in migration:** In recent years, many young Indians have ventured out of their hometowns for better career opportunities. Rise in the migratory population augurs well for organised jewellers since these consumers mostly do not have strong relationships with local jewellers and are typically more inclined towards organised stores that offer contemporary designs,
- **Focus on quality and trust:** Several national and regional jewellery retailers are laying a strong emphasis on quality with regard to caratage, an aspect that was previously undermined, especially before BIS hallmarking of jewellery. An increasing number of national and regional jewellers are opting for hallmarking registration to win customer trust. Launch of other schemes such as buyback of gold further helps reinforce their focus on quality
- **Better inventory management:** Typically, national and regional players have better inventory management systems owing to higher number of stores and, thus, presence over a wider region. This enables the players to shift inventory from stores showing low demand for a particular product to stores where there is more demand for the same or similar items. Further, an inventory-tracking system enables companies to monitor consumer preferences and enhance consumer satisfaction based on demand from the region
- **Product raw material sourcing:** Players largely rely on imports to source raw gold since India has negligible diamond and gold mining operations. With raw materials accounting for the largest share of a jeweller's operating costs, ability to source them efficiently is a major success factor. Owing to large volumes of purchases, large organised players have easier access to credit at more competitive rates than smaller, unorganised jewellers
- **Launch of new collections and brands:** Given their scale and size of operations, national and regional jewellery retailers are able to develop and design jewellery according to regional tastes as well as global trends, and launch new collections and brands at regular intervals, thus providing the customer with a wider choice • **Investments in brand building:** Typically, national and regional jewellery retailers invest large amounts in brand building and advertising initiatives compared with the standalone players, which helps establish trust and create brand recall value for customers •

Ability to attract better talent: Typically, national and regional jewellery retailers have the ability to attract and retain better talent owing to a well-established brand name, faster growth opportunities and better profitability, which enable them to offer competitive salaries • **Emergence of online formats:** Players are increasingly adopting the online format as an alternative sales channel, especially in metropolitan cities. As per industry sources, although the share of online

in total gems and jewellery sales is currently miniscule (around 4% of the total industry), it is poised for fast growth rate of 28-33% and is expected to account for 7-8% of the gems and jewellery segment by fiscal 2025. Apart from physical brick-and-mortar (B&M) stores, players have created an online presence via their own websites, mobile applications, or tie-ups with marketplace websites such as Amazon and Flipkart. Many prominent jewellers such as Tanishq, Kalyan Jewellers, Joyalukkas, Malabar Gold & Diamonds, 163 Senco Gold & Diamonds, PC Jeweller, and Tribhovandas Bhimji Zaveri have started retailing jewellery online.

- Regulatory changes: GST implementation reduced the erstwhile tax arbitrage aiding unorganised players. Furthermore, measures such as demonetization to curb unaccounted money flowing into the gold industry are expected to have aided organised players. The government has also introduced mandatory hallmarking of gold jewellery, which is expected to significantly reduce the price differential between organised and unorganised players. Currently, owing to the lack of awareness among consumers, unorganised retailers often sell non-hallmarked items with lower-than-stated caratage. This enables them to maintain profitability despite charging less than organised players. Proper implementation of this rule is likely to impact the profitability of unorganised players, who will then have to raise their making charges.
- Mandatory Hallmark Unique Identification (HUID) for gold jewellery: The government mandated a six-digit alphanumeric code HUID number for gold jewellery and other items from 1 April 2024. The hallmarking will enhance the attractiveness of standardized gold across India, and it will enable the tracking and auditing for the government thereby helping in controlling unaccounted transactions.
- Better customer service and policies: Organised players provide standard terms and conditions to all their customers in terms of exchange, refund and repairs, which play a pivotal role in driving repeat footfall and customer loyalty.

REGIONAL MARKET:

Southern region dominates with 38-43% share Industry estimates indicate ~70% of India's gold demand emanates from rural areas, in line with the demographics of the country. Demand is supported by higher per-capita income, lower poverty rates and strong non-resident Indian demand. Industry estimates also indicate southern India is predominantly a 22-carat traditional, handmade market. In contrast, eastern India accounts for only 13-18% of gold demand. Similar to southern India, demand for jewellery in the eastern region is focused largely on the 22-carat type. In contrast, the northern (23-28%) and western (18-23%) regions prefer 14- and 18-carat jewellery, respectively.

COMPANY PLANS:

With a target of becoming the largest manufacturer of CZ with precious colour gemstones studded jewellery, the company is coming up with new facilities with an expansion of its capacity 4 times than the existing and the said facility of the Company will be well equipped with state-of-the-art Mechanization and technology thereby increasing the overall capacity and enhanced finishing of the products.

The Company is investing its own fund in research and innovative technology for sustainable growth instead of financing from outside sources.

The company's production infrastructure includes a large pool of highly skilled artisans and craftsmen and furthermore the company is looking for a training center for fuller utilization of the labor force and to increase productivity at the same time.

The Company's in-house design and development team is supported by cutting-edge technology including 3D printing, laser engraving, CAD (computer-aided design), etc to make precise designs as per the requirement of the customers.

5. SHARE CAPITAL

During the year under review, the Company has not altered/modified its authorised share capital and has not issued any shares including equity shares with differential rights as to dividend, voting or otherwise. The Company has not issued any sweat equity shares to its directors or employees.

The Authorised Share Capital of the Company is Rs. 26,00,00,000/- divided into 2,60,00, Equity Shares of Rs.10/- each. The Paid-up Equity Share Capital of the Company is Rs. 22,02,19,000/- divided into 2,20,21,900 Equity shares of Rs. 10/- each.

a. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees:

The Company has not made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees as per Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

b. Issue of Sweat Equity Shares:

The Company has not issued any sweat equity share during the financial year in accordance with the provisions of Section 54 of Companies Act, 2013 read with Rule 8 of the Companies (Share Capital and Debentures) Rules, 2014.

c. Issue of Equity Shares with Differential Voting Rights:

The Company has not issued any equity shares with differential voting rights during the financial year as per Rule 4(4) of Companies (Share Capital and Debentures) Rules, 2014.

d. Issue of Employee Stock Option:

The Company has not issued any employee stock option during the financial year as per Rule 12 of Companies (Share Capital and Debentures) Rules, 2014

e. Further issue of capital:

The Company is planning for a further issue of capital by issue and allotment of upto 25,00,000 Warrants convertible into Equity shares. The said issue is proposed to be subscribed by the Promoter group and few public investors.

6. DIVIDEND

In order to conserve resources for further expanding business of the Company, your directors have opined not to recommend any dividend for the year under review.

7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

In accordance with the provisions of Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"),

dividends of a company which remain unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account shall be transferred by the Company to the Investor Education and Protection Fund (“IEPF”).

The provisions of Section 125 of the Companies Act, 2013 are not applicable for the Company as there was no dividend declared and paid in the previous financial years.

8. TRANSFER TO GENERAL RESERVE

During the period under review, the Board of Directors has decided that Rs. 871.31/- Lakhs to be carried forward to the reserves being profit for the year.

9. PUBLIC DEPOSITS:

Your Company has not accepted any deposits falling within the meaning of Sec.73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the financial year under review and hence there has been no non-compliance with the requirements of the Act.

Pursuant to the Ministry of Corporate Affairs (MCA) notification dated 22nd January 2019 amending the Companies (Acceptance of Deposits) Rules, 2014, the Company has filed with the Registrar of Companies (ROC) requisite returns in Form DPT-3 for outstanding receipt of money/loan by the Company, which is not considered as deposits.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loan or guarantee or security or made any investment during the financial year in terms of Section 186 of the Companies Act, 2013.

11. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

During the year under review, no Company has ceased to be its subsidiaries, joint ventures or associate Company.

12. DEPOSITORY SYSTEM:

The Company’s shares are available for dematerialization with National Securities Depository Ltd. (NSDL) 15.22% and Central Depository Services (I) Ltd. (CDSL). 83.96% of the total shareholding of the Company was held in dematerialized form as on 31st March 2024. Shares held in physical form was 0.82% of the issued Capital.

13. APPOINTMENT / RE-APPOINTMENT / RESIGNATION / RETIREMENT OF DIRECTORS / CEO/ CFO AND KEY MANAGERIAL PERSONNEL:

a) Appointments taken place during the year:

During the Year Ms. Nivya Soni has been appointed as Company Secretary and Compliance Officer of the Company w.e.f 14.11.2023.

b) Resignations:

During the year, Mr. Bolledu Kiran Kumar Company Secretary and Compliance Officer of the Company has resigned w.e.f 18.10.2023.

The Board placed on record their appreciation for the valuable contribution made by the Mr. Bolledu Kiran Kumar during his tenure.

c) Information u/r 36(3) of SEBI (LODR), Regulations, 2015:

As required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Director seeking appointment/re-appointments is given as Annexure A to the notice of the AGM forming part of this Annual Report.

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

Your Board consists of Six Directors including three Independent (Non- Executive Directors). Shri Ramprasad Vempati (DIN: 01903161), Shri Vikram Goel (DIN: 05104754) and Shri Sunil Garg (DIN: 08851283) were the Independent Directors during the Financial Year 2023-24.

Shri Ramprasad Vempati (DIN: 01903161), Shri Vikram Goel (DIN: 05104754) Independent Directors of the company are completing their terms of office as per the Companies act, 2013. Hence they retire from their office with effect from forthcoming AGM on 30.09.2024

In their place the Board has recommended for the appointment of Mr. Siddharth Goel and Mr. Balasubramanyam Danturti as Independent Directors of the company to the Shareholders and on their consent, they will be appointed with effect from 30.09.2024 in terms of Companies Act, 2013.

With the above changes the Board of Directors will comprise of 6 total number of Directors out of which 3 will be Independent Directors (50%) thus fulfilling the requirement of the Companies Act, 2013 and SEBI(LODR), 2015. Therefore, the composition of Board of Directors will be in accordance with the requirements of the Act and Regulations.

Board Diversity The Company recognizes and embraces the benefits of having a diverse Board of Directors to enhance the quality of its performance. The Company considers increasing diversity at Board level as an essential element in maintaining a competitive advantage in the complex business that it operates.

Pursuant to Section 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following are the Key Managerial Personnel of the Company:

- | | | |
|----|--|--|
| 1. | Mr. Sanjay Kumar Sanghi | - Managing Director |
| 2. | Mr. Rakesh Agarwal | - Chief Financial officer |
| 3. | Ms. Nivya Soni #
#Appointed w.e.f 14.11.2023. | - Company Secretary and Compliance Officer |
| 4. | Mr. Bolledu Kiran Kumar
#Appointed w.e.f 15.04.2023 and Cessation 18.10.2023. | - Company Secretary and Compliance Officer |

The remuneration and other details of these Key Managerial Personnel for FY2023-24 are provided in the Annual Return which is available on the website of the Company.

15. DECLARATION BY INDEPENDENT DIRECTORS:

Shri Ramprasad Vempati (DIN: 01903161), Shri Vikram Goel (DIN: 05104754), Shri. Sunil Garg (DIN: 08851283) were the Independent Directors during the Financial Year 2023-24 and all have given declarations that they continue to meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and regulations 16(1)(b) of the SEBI (Listing Obligation Disclosure Regulation) Regulations, 2015 ("Listing Regulations") and that they are not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

There has been no change in terms and conditions of appointment of Independent Directors, the Policy relating to their appointment is available on the website of the Company www.udayjewellery.com.

16. CODE OF CONDUCT:

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct. The Code is applicable to the members of the Board, the executive officers, the members of the management one level below the executive directors, including all functional heads of the Company. The Code is available on the website of the Company www.udayjewellery.com. All members of the Board, the executive officers and senior financial officers have affirmed compliance to the Code as on March 31, 2024.

17. ANNUAL RETURN:

As required pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an annual return is uploaded on website of the Company www.udayjewellery.com.

18. REVISION OF FINANCIAL STATEMENTS:

There was no revision of the financial statements for the year under review.

19. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

During the year, 7 (Seven) Board Meetings were convened and held. The dates on which the said meetings were held are: 15.04.2023, 29.05.2023, 24.07.2023, 16.08.2023, 12.09.2023, 14.11.2023 and 14.02.2024. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

20. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

Independent Directors are familiarized about the Company's operations and businesses. Interaction with the Business heads and key executives of the Company is also facilitated. Detailed presentations on important policies of the Company are also made to the directors. The details of the familiarization programme of the Independent Directors are available on the website of the Company www.udayjewellery.com.

21. BOARD EVALUATION:

The Board of your Company on the recommendation of the Nomination and Remuneration Committee had laid down the criteria for evaluation of the performance of the Board, its committees, and individual Directors as per the Listing Regulations. Accordingly, the annual performance evaluation process was carried out based on evaluation forms, which include a rating mechanism. Independent Directors also reviewed the performance of the Board as a whole, Non-Independent Directors, and the Chairman.

The criteria for performance evaluation of the Board and its Committees amongst others include their structure and composition, processes, information and functioning, terms of reference of the Committees, etc. The criteria for performance evaluation of individual Directors including Executive and Independent Directors amongst others include their attendance and contribution at the meetings, the devotion of time and efforts to understand the Company, its business, their duties and responsibilities, and adherence to the code of conduct, etc. The said policy is available on the website of the Company at www.udayjewellery.com The Independent Directors met separately on 14th February 2024 without the presence of Non-Independent Directors to discuss the performance of the Non-Independent Directors and the Board as a whole.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

22. POLICY ON DIRECTORS' APPOINTMENT & REMUNERATION AND CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES & INDEPENDENCE OF A DIRECTOR:

Your Company has always considered sound advice from the Board and Senior Management as invaluable assets of the Company. The Nomination & Remuneration Policy of the Company is designed to identify the persons for appointment as Director, and other Senior Management and to attract, motivate, improve productivity and retain manpower by creating a congenial work atmosphere, encouraging initiatives and teamwork by creating a sense of belonging and involvement, besides offering appropriate remuneration packages.

The objective of the Policy on Criteria for Determining Qualifications, Positive Attributes, and Independence of a Director is to determine the qualifications, positive attributes, and independence of a director.

The Nomination & Remuneration Policy as well as Criteria for Determining Qualifications, Positive Attributes and Independence of a Director are placed on the Company's website www.udayjewellery.com.

23. BOARD COMMITTEES:

The Board has constituted three committees at present:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee

Re-constitution of various committees with effect from 31.08.2024

Due to change in the independent directors as two of them are completing their term and retire from their office and two new Independent Directors are inducted into the Board to fulfil the requirements changes have been effected in the constitution of various committees:

The committees of the Board meet at regular intervals and have the requisite subject expertise to handle and resolve matters expediently. The details of Re-constitution, and meetings of the committees is given in the Corporate Governance report as Annexure IV.

24. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Management Discussion and Analysis Report, pursuant to the SEBI (LODR) Regulation provides an overview of the affairs of the Company, its legal status and autonomy, business environment, mission & objectives, sectoral and segment-wise operational performance, strengths, opportunities, constraints, strategy and risks and concerns, as well as human resource and internal control systems is appended as Annexure- V for information of the Members.

25. DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company has zero tolerance towards sexual harassment at workplace. It has a well - defined policy in compliance with the requirements of the Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy. During the year 2023-2024, there were no complaints received by the Committee.

26. INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):

No corporate insolvency resolution processes were initiated against the Company under the Insolvency and Bankruptcy Code, 2016, during the year under review.

27. DIFFERENCE BETWEEN VALUATION AMOUNT ON ONE TIME SETTLEMENT AND VALUATION WHILE AVAILING LOAN FROM BANKS AND FINANCIAL INSTITUTIONS, IF ANY:

During the year under review, there has been no one-time settlement of loans taken from banks and financial Institutions.

28. CREDIT RATING OF BORROWING:

Your Company has taken Credit Rating from ICRA Credit Rating Agency and recent Credit Rating was given as follows:

Details of Bank Limits Rated by ICRA (Rated on Long-Term Scale)	Amount (Rs. in Lakhs)	Previous Rating	Present Rating
Kotak Mahindra Bank – Cash Credit	35.00	[ICRA] BBB -	[ICRA] BBB (Stable)
Kotak Mahindra Bank – Guaranteed			
Emergency Credit Line	2.42		
Unallocated Limits	3.50		
Total	40.92		

29. RISK MANAGEMENT:

The Management has put in place an adequate and effective system and manpower for the purposes of risk management. The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company proactively manages these risks through forward booking and inventory management. It has the best quality products and a vigorous marketing team that helps to mitigate risk relating to price fluctuation of finished goods.

The Company, through its risk management process, aims to contain the risks within its risk appetite. There are no risks which in the opinion of the Board threaten the existence of the Company.

30. INTERNAL CONTROL SYSTEMS:

Your Company has established and maintained a framework of internal financial controls and compliance systems. Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal and statutory auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant Board committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and your Company is constantly endeavoring to improve the standards of internal control in various areas and taking steps to strengthen the internal control system to make it commensurate and effective with the nature of its business.

31. REMUNERATION POLICY

The Company has, on the recommendation of the Nomination & Remuneration Committee, framed and adopted a Nomination and Remuneration Policy in terms of the Section 178 of the Act. The policy, inter alia, lays down the principles relating to appointment, cessation, remuneration and evaluation of directors, key managerial personnel and senior management personnel of the Company. The Nomination & Remuneration Policy of the Company is available on the website of the Company at www.udayjewellery.com

32. STATEMENT SHOWING THE NAMES OF THE TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN AND THE NAME OF EVERY EMPLOYEE AS PER RULE 5(2) & (3) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

A table containing the particulars in accordance with the provisions of Section 197 (12) of the Act, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **Annexure VI (a)** to this Report.

A statement showing the names of the top ten employees in terms of remuneration drawn and the name of every employee is annexed to this Annual report as **Annexure VI (b)**.

During the year, NONE of the employees are drawing a remuneration of Rs.1,02,00,000/- and above per annum or Rs.8,50,000/- and above in aggregate per month, the limits specified under the Section 197(12) of the Companies Act,2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 other than those mentioned in **Annexure VI (b)**.

33. RATIO OF REMUNERATION TO EACH DIRECTOR:

Under section 197(12) of the Companies Act, 2013, and Rule 5(1) (2) & (3) of the Companies (Appointment & Remuneration) Rules, 2014 read with Schedule V of the Companies Act, 2013 the ratio of remuneration of Managing Director (Mr. Sanjay Kumar Sangi), Managing Director of the Company to the median remuneration of the employees is Not Applicable since Managing Director is not paid any remuneration for the Financial Year 2023-24.

34. HUMAN RESOURCES:

Your Company treats its manpower as one of its most important assets. Your Company continuously invests in the attraction, retention, and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company's thrust is on the promotion of talent internally through job rotation and job enlargement.

35. MD & CFO CERTIFICATION:

As required Regulation 17(8) read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the MD/CFO certification is attached with the Annual report as Annexure VII.

36. PREVENTION OF INSIDER TRADING:

The Board has formulated code of conduct for regulating, monitoring and reporting of trading of shares by Insiders. This code lays down guidelines, procedures to be followed and disclosures to be made by the insiders while dealing with shares of the Company and cautioning them on consequences of non-compliances. The copy of the same is available on the website of the Company at www.udayjewellery.com.

37. AUDITORS AND AUDITORS' REPORTS:

STATUTORY AUDITORS:

The Auditors, M/s Anant Rao & Malik, Chartered Accountants, Hyderabad, (Firm Regn No.-006266S) appointed in the Annual General Meeting held on 29th September 2021 to hold office until the conclusion of the 27th Annual General Meeting of the Company to be held in the

calendar year 2026. They have audited the financial statements of the Company for the financial year under review. The observations of Statutory Auditors in their Report read with relevant Notes to Accounts are self-explanatory and therefore, do not require further explanation.

The Auditors' Report does not contain any qualification, reservation, adverse remark, or disclaimer of the Auditors that may call for any explanation from the Directors. The declaration for unmodified Auditor's Report in accordance with Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016 as amended by SEBI vide notification no. SEBI/ LAD-NRO/GN/2016-17/001 dated 25.05.2016 has been submitted to the Stock Exchanges.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, CS Arpita Dhar, Practicing Company Secretary, Shillong (COP No.- 24137) has been appointed as Secretarial Auditor of the Company for the financial year 2023-24. The Secretarial Audit Report does not contain any qualifications, reservations, or adverse remarks. The report of the Secretarial Auditors in the prescribed Form MR-3 is enclosed as Annexure I to this report.

The Annual Secretarial Compliance report for the FY 2023-24 as per Regulation 24A of Listing Regulations as amended, issued by Shri Ajay Suman Shrivastava, Practicing Company Secretary, Hyderabad (COP No. 3479), is enclosed as Annexure-II to this report.

Annual Secretarial Compliance Report: A Secretarial Compliance Report, pursuant to regulation 24A of the SEBI (LODR) Regulations, for the financial year 2023-24 on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder, has been obtained from CS Ajay Suman Shrivastava, Practicing Company Secretary and placed on the website of the Company and Stock Exchanges.

COST AUDITORS

Your Company is not required to maintain cost records as specified under Section 148 of the Act and is not required to appoint Cost Auditors.

38. VIGIL MECHANISM:

The Whistle-blower Policy has been approved and adopted by the Board of Directors of the Company in compliance with the provisions of Section 177 (9)&(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations which provides for a vigil mechanism that provides adequate safeguards against victimization of persons who use such mechanism and encourages its Directors and employees to report instances of illegal activities, unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct. Further, the Whistle-blower Policy is available on the website of your company at www.udayjewellery.com.

39. SECRETARIAL STANDARDS

The Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India ('ICSI') and that such systems were adequate and operating effectively and the Company has complied with all applicable Secretarial Standards during the year under review.

40. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF REPORT:

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of the report.

41. PARTICULARS OF LOANS, GUARANTEES, OR INVESTMENTS UNDER SECTION 186:

The Company has not given any loan or guarantee or security or made any investment during the financial year in terms of Section 186 of the Companies Act, 2013.

The Company has provided the unsecured loan to Trisa Retail Limited under Section 186 of the Companies Act, 2013 in yester years. As on the end of the period under review, the outstanding amount of such unsecured loan was paid off and Nil. Further, the Company has not given any guarantee or provided any security in connection with any loan to any other body corporate in accordance with Section 186 of the Companies Act, 2013.

42. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

In line with the requirements of the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions which is also available on the Company's website www.udayjewellery.com

The related party transactions during the year are in accordance with the approval of shareholders in Annual General Meeting held on 21th September, 2023.

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 o Companies Act, 2013 is disclosed in Form AOC-2 as "**Annexure-III**" to this report.

43. CORPORATE GOVERNANCE REPORT AND CERTIFICATE:

Your Company has been practicing the principles of good corporate governance over the years and lays strong emphasis on transparency, accountability and integrity.

The certificate from the Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under Part E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as Annexure IV & IV A to this report.

The Chairman and Managing Director and Director of the Company have certified to the Board on financial statements and other matters in accordance with Regulation 17 (8) of SEBI (LODR) 2015 of the listing agreement pertaining to CEO certification for the financial year ended 31st March 2024.

The Report on Corporate Governance as stipulated under the Listing Regulations forms part of the Annual Report.

44. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY

The disclosure of particulars with respect to conservation of energy pursuant to Section 134 (3) (m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable as our business is not specified in the Schedule. However, the Company makes its best efforts to conserve energy in a more efficient and effective manner.

B. TECHNOLOGY ABSORPTION

The Company has not carried out any research and development activities. Hence, the information relating to technology absorption is NIL.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, the Actual Foreign Exchange Earnings: Rs. 20,37,54,326

Foreign Exchange Outgo: Rs.7,82,901

45. CORPORATE SOCIAL RESPONSIBILITY (CSR):

During the year under review, the Company continued to adhere third year in a row under the criteria of Corporate Social Responsibility ("CSR") pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014,

The brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure VIII** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

For other details regarding the CSR Committee, please refer to the CSR Report. The Policy on CSR is available on the Company's website at www.udayjewellery.com

46. ENVIRONMENTS AND HUMAN RESOURCE DEVELOPMENT:

Your Company always believes in keeping the environment pollution free and is fully committed to its social responsibility. The Company has been taking utmost care in complying with all pollution control measures from time to time strictly as per the directions of the Government.

We would like to place on record our appreciation for the efforts made by the management and the keen interest shown by the Employees of your Company in this regard.

47. DIRECTORS' RESPONSIBILITY STATEMENT:

Your directors would like to inform the members that the Audited Financial Statement for the financial year ended 31st March 2024 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 M/s Anant Rao & Malik, Chartered Accountants, and Statutory Auditors of the Company.

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013, your Directors further confirm that:

- a) In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- b) 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 on 31st March 2024 and of the Profit and Loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis.
- e) The directors in the case of the listed company have laid down internal financial controls to be followed by the company and such controls are adequate and are operating effectively.
- f) The Directors have devised a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

47. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force).

48. LISTING:

Your Company's equity shares are listed and traded on BSE limited. The Company has duly complied with all the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the amendments therein.

49. DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:

There were no significant/material orders passed by the regulators or courts or tribunals impacting the going concern status of your Company and its operations in the future.

50. ENVIRONMENT, SOCIAL AND GOVERNANCE INITIATIVES:

The Company has taken pioneering steps in the line of business to undertake its manufacturing activity in a premises which is a IGBC certified GREEN Building and the installations have been very carefully structured for minimum use of polluting materials and electrical power. After few months, Company will take steps to fulfill its power requirements from the roof top solar power units also.

The Human capital is of prime importance in the jewellery business and the Company has been marching ahead with various initiative for its PEOPLE. The artisans are supported for their children education, the social aspect of their lives are well taken care.

Being a BSE listed Company, effective and orderly governance comes naturally to the Company which is spearheaded by the Board of Directors and the Standards of Practices to be followed for Board and Governance are well defined and are implemented with a flair of penchant and diligence.

51. GREEN INITIATIVES

In commitment to keep in line with the Green Initiatives and going beyond it, electronic copy of the Notice of 16th Annual General Meeting of the Company including the Annual Report for FY2023-24 are being sent to all Members whose e-mail addresses are registered with the Company / Depository Participant(s).

52. ACKNOWLEDGEMENT & APPRECIATION

The Board of Directors place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, team spirit, cooperation and dedication during the year.

Your directors place on records their sincere thanks to bankers, suppliers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your directors also acknowledge gratefully the shareholders for their support and confidence reposed on the Company.

For and on behalf of Board of Directors

Sd/-

(Ritesh Kumar Sanghi)

Managing Director

DIN: 00628033

Sd/-

(Sanjay Kumar Sanghi)

Director

DIN: 00629693

Date: 31.08.2024

Place: Hyderabad

ANNEXURE INDEX

ANNEXURE	CONTENTS
I	Secretarial Audit Report- Form MR-3
II	Annual Secretarial Compliance report
III	Particulars of Contract with related parties- Form AOC-2
IV	Corporate Governance Report
IVA	Certificate on Compliance of Corporate Governance
V	Management Discussion Analysis Report
VI	Statement Showing the Names of Top Ten Employees
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IX	Certificate of Non-Disqualification of Directors

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
UDAY JEWELLERY INDUSTRIES LIMITED
2nd Floor, 3-6-307/1, 3-6-307/2, 3-6-308/1,
Hyderguda Main Road, Simple Natural Systems,
Basheer Bagh, Hyderabad,
Telangana, 500004

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **UDAY JEWELLERY INDUSTRIES LIMITED (CIN: L74900TG1999PLC080813)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon. This Report is to be read with the letter of even date which is annexed to this as '**Annexure- 1**' and forms an integral part of this report.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit remotely as permitted, I hereby report that in my opinion, the Company, during the audit period covering the financial year ended on 31st March, 2024, has complied with the statutory provisions listed hereunder, except specifically stated and also that the Company has proper Board processes and compliance-mechanisms in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- (i) The Companies Act, 2013 Act and rules made thereunder;
- (ii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; and
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India. During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. We further report that, the Company has generally complied with the provisions of:

- (i) The Securities Contracts (Regulations) Act, 1956 ('SCRA') and the rules made thereunder;
- (ii) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (iii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2021; - Not applicable during the Audit period
- (iv) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- Not applicable during the Audit period
- (v) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended on 03.08.2023- Not applicable during the Audit period
- (vi) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended on 02.07.2023- To the extent disclosures.
- (vii) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- Not applicable during the Audit period
- (viii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; as amended on 24.11.2022, including SDD Compliance.
- (ix) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended on 23.05.2023- requiring compliance thereof by the Company during the Audit Period.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks
	NIL		

The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2024.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	NIL	NIL	NIL

I report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following laws applicable specifically to the Labour laws as under:

- The Payment of Wages Act, 1936;
- The Minimum Wages Act, 1948;
- Factories Act, 1948
- Employees State Insurance Act, 1948
- Employee's Provident Funds and Miscellaneous Provisions Act, 1952

- Payment of Bonus Act, 1965 (reported inclusive in remuneration)
- Maternity Benefit Act, 1961
- Bureau of Indian Standard (BIS) (Hallmarking)
- Standard Weights & Measures Act
- The Workmen's Compensation Act, 1923
- The Child Labour (Prohibition & Regulation) Act, 1986
- The Contract Labour (Regulation & Abolition) Act, 1970

I further report that the Board of Directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors. There has been no change in the Composition of the Board of Directors during the period.

Adequate notice is given to all the directors to schedule the board meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the respective meetings of the Board or Committee thereof.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

I further report that, during the Audit Period, there are no such events occurred which had a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations and guidelines.

Place: Shillong
Date: 09-08-2024

ARPITA DHAR
ACS No: A38304
C.P. No: 24137
UDIN: A038304F000937686

To,
The Members,
UDAY JEWELLERY INDUSTRIES LIMITED
2nd Floor, 3-6-307/1, 3-6-307/2, 3-6-308/1,
Hyderguda Main Road, Simple Natural Systems,
Basheer Bagh, Hyderabad,
Telangana, 500004

This letter is to be read with the report even date and forms an integral part of this report.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the basic audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure those correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures and transparency, on a test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

ARPITA DHAR

ACS No. A38304

CP No: 24137

UDIN: A038304F000937686

Place : Shillong

Date : 09th August, 2024

**SECRETARIAL COMPLIANCE REPORT OF
UDAY JEWELLERY INDUSTRIES LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2024**

[Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 as amended.]

To,
The Members
UDAY JEWELLERY INDUSTRIES LIMITED
3-6-291/4/B, 2nd Floor, Hyderguda,
Hyderabad, Telangana-500029.

I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Uday Jewellery Industries Limited** ("the listed entity"), (having BSE Scrip Code – 539518 and CIN: L74900TG1999PLC080813), having registered office at 3-6-291/4/B, 1st Floor, Hyderguda, Hyderabad, Telangana-500029. The Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I Ajay Suman Shrivastava, have examined:

- a) all the documents and records made available to us and explanations provided by Uday Jewellery Industries Limited ("**the listed entity**")
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2024** ("**Review Period**") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended to the extent applicable during the period under review;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **(Not applicable to the Company during the period under review)**;
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during the period under review)**;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable to the Company during the period under review)**;
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable during the year under review;
- h) other regulations and circulars/ guidelines issued thereunder; (as applicable)

and based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

- I. (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. no.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Violation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violations	Fine Amount	Observations Remark of the Practicing Company Secretary	Management Response	Remarks
NIL										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. no.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Violation/ Circular No.	Deviations	Action taken by	Type of Action	Details of Violations	Fine Amount	Observations Remark of the Practising Company Secretary	Management Response	Remarks
NIL										

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<p>Compliances with the following conditions while appointing/re-appointing an auditor</p> <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>Not Applicable</p> <p>NA</p> <p>NA</p>	<p>NA, since there is no such instance of change in Auditor due to resignation.</p> <p>NA, since there is no such instance of change in Auditor due to resignation.</p> <p>NA</p>
2.	<p>Other conditions relating to resignation of statutory auditor</p> <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>	NIL	NIL

	<p>a. In Case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	<p>NIL</p> <p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>	<p>NIL</p> <p>No such instance during the Review period.</p> <p>No such instance during the Review period.</p> <p>No such instance during the Review period.</p> <p>No such instance during the Review period.</p>
<p>3.</p>	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/ 114/2019 dated 18th October, 2019.</p>	<p>NA</p>	<p>No such instance during the Review period.</p>

III. The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. no.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<p>Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	NIL
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI 	Yes Yes	NIL NIL
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website 	Yes Yes Yes	NIL A delay during the period of change of Compliance Officer NIL
4.	<p>Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	NIL
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	NA NA	No, such subsidiary exists during the Review period.
6.	<p>Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of</p>	Yes	NIL

	Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NIL
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes NA	NIL No RPT were rejected at any time since all have Shareholders approval.
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NIL
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NIL
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	NIL	No such instances of non-compliance or delay resulting in penalty have been observed for compliances during the year.
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NIL	No such instances of non-compliance or delay resulting in penalty have been observed for compliances during the year.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Hyderabad

Date: 27.05.2024

AJAY SUMAN SHRIVASTAVA

FCS No.: 3489

C.P. No.: 3479

UDIN: F003489F000455765

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contracts/arrangements entered by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

- 1. Details of contracts or arrangements or transactions not at Arm's length basis: No Contracts or arrangements or transactions entered which were not at Arm's length basis.**
- 2. Details of material contracts or arrangement or transactions at arm's length basis:**

Sl.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	<ol style="list-style-type: none"> i. Sanghi Jewellers Private Limited Company having common directors ii. Narbada Gems and Jewellery Limited- Company having common directorship iii. Trisa Retail Limited Company having common directorship iv. Hanumanthrai Sanghi Relative of Directors v. Sarala Sanghi Relative of Directors vi. Ritesh Kumar Sanghi Managing Director vii. Sanjay Kumar Sanghi Director viii. Pritha Sanghi Director ix. Bhavan Sanghi Relative of Directors x. Uday Sanghi Relative of Directors xi. Tejas Sanghi Relative of Directors xii. Mahima Sanghi Relative of Directors.
b)	Nature of contracts/ arrangements/transaction	<ol style="list-style-type: none"> i. Purchases and sales of manufactured products, job work services. ii. Purchase and sales of manufactured products. iii. Payment of Rent. iv. Job work v. Remuneration
c)	Duration of the contracts/ arrangements/transaction	<ol style="list-style-type: none"> i. Regular ii. Yearly

UDAY JEWELLERY INDUSTRIES LIMITED

d)	Salient terms of the contracts or arrangements or transaction including the value, if any	<p>During the year 2023-24 the total value of transactions with the related parties are as follows:</p> <p>I. Sanghi Jewellers Private Limited</p> <p>i. Purchases: Rs. 2,85,45,000/-</p> <p>ii. Sales: NIL</p> <p>iii. Payment of Rent: Rs. 14,85,000/-</p> <p>iv. Job work: 19,31,000/-</p> <p>II. Narbada Gems and Jewellery Limited-</p> <p>i. Purchase: NIL</p> <p>ii. Sale: Rs. 30,15,000</p> <p>III. Hanumanthrai Sanghi Payment of Rent: NIL</p> <p>IV. Sarala Sanghi Payment of Rent: NIL</p> <p>V. Ritesh Kumar Sanghi Payment of Rent Rs. 6,60,000/-</p> <p>VI. Sanjay Kumar Sanghi Payment of Rent Rs. 6,60,000/-</p> <p>VII. Pritha Sanghi Payment of Rent Rs. 6,60,000/-</p> <p>VIII. Bhavna Sanghi Payment of Rent Rs. 6,60,000/-</p> <p>IX. Uday Sanghi Payment of Rent Rs. 6,60,000/-</p> <p>X. Tejas Sanghi Payment of Rent Rs. 6,60,000/-</p> <p>Total Payment of Rent- Rs. 39,60,000/- for Financial Year 2023-24.</p> <p>Remuneration to Relatives of Uday Jewellery Industries Limited</p> <p>i. Uday Sanghi (Business Development Head) Rs.54,00,000/-</p> <p>ii. Mahima Sanghi-Rs-21,00,000/-</p>
e)	Date of approval by the Board	Approval of Board is taken as and when required. Transactions with Related Companies are as per Shareholders approval.
f)	Amount paid as advances, if any	--

For and on behalf of Board of Directors

Sd/-
(Ritesh Kumar Sanghi)
Managing Director
DIN: 00628033

Sd/-
(Sanjay Kumar Sanghi)
Director
DIN: 00629693

Place: Hyderabad
Date: 31-08-2024

REPORT ON CORPORATE GOVERNANCE REPORT - 2023 - 24

The Directors present the Company's Report on Corporate Governance for the financial year 2023-24. This report elucidates the systems and processes followed by the Company to ensure compliance of corporate governance requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and the Companies Act, 2013 ("Act")

MANDATORY REQUIREMENT:**A. CORPORATE GOVERNANCE PHILOSOPHY**

The Company believes in transparency, professionalism and accountability, which are the basic principles of corporate governance. The Company would constantly endeavor to improve on these aspects. The Company's corporate governance philosophy has been further strengthened by adopting a Code of Business Conduct and Ethics and the Code of Conduct for Prevention of Insider Trading for board and senior management personnel. The basic philosophy of corporate governance at UJIL is to achieve business excellence by creating and enhancing value for its stakeholders.

a) The Board of Directors and the Management of UJIL commit themselves to:

Strive towards enhancement of Shareholder value through;

- I. Sound business decisions
- II. Prudent financial management and
- III. High standards of ethics throughout the organization.

Ensure transparency and professionalism in all decisions and transactions of the company. Achieve excellence in Corporate Governance by

- I. Conforming to and exceeding wherever possible, the prevalent mandatory guidelines on Corporate Governance.
- II. Regularly reviewing the Board processes and the management systems for further improvement.

Thus, in UJIL we are committed to conduct our business in a manner which will ensure long-Term growth thereby maximizing value to shareholders, Customers, Employees and Society at large. The company recognizes that good corporate governance is essential to build and retain the confidence of its shareholders. Therefore, the company ensures that various disclosure requirements are complied with for effective corporate governance. To this end, the company's philosophy on corporate governance is to endeavor to ensure:

1. That system procedure which monitors compliance with laws, rules and regulations are in place in each area of its Business.
2. That relevant information regarding the company and its operations is disclosed, disseminated and easily available to its shareholders and

3. That the Board of Directors is kept fully informed of all material developments in the company, the risks in its business and its operations and the rationale for management's decisions and recommendations, so that the Board of Directors can effectively discharge their responsibilities to our shareholders.

The Company continues to undertake an Audit of its secretarial records and documents by a Practicing Company Secretary in respect of compliance with the applicable provisions of the Act, Listing Agreement with the Indian Stock Exchanges and the applicable regulations and guidelines issued by Securities and Exchange Board of India. A copy of the Secretarial Audit Report for the period under review is a part of the Annual Report.

B. CORPORATE CODE OF CONDUCT

The activities and conduct of the company and its employees are governed by the code of conduct of the company. The major salutary principles prescribed by the code of conduct are:

- a) Conduct of business in consonance with National interest.
- b) Fair and accurate presentation of Financial Statements.
- c) Practicing politically non- alignment.
- d) Maintaining quality of product and services.
- e) Being a good corporate citizen.
- f) Ethical conduct.
- g) Commitment to enhance
- h) shareholder value and statutory compliance.

BOARD OF DIRECTORS

The Board of Directors of the Company plays a pivotal role in ensuring that good corporate governance practices are followed within the Company. The Board of Directors oversees the functioning of the Company and that of its management; ensures that every decision taken is in the best interest of the stakeholders of the Company.

1. Composition:

The Composition of the Board of Directors of the Company is in compliance with the Companies Act, 2013 read with Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company has an optimum combination of Executive, Non-Executive, Women, and Independent Directors. The Board of Directors of your Company comprises Six Directors as on 31st March 2024.

The composition of the Board and category of each Director along with their shareholding in the Company as on 31st March 2024, is as follows:

UDAY JEWELLERY INDUSTRIES LIMITED

Name	Designation	Date of Appointment at current designation	Category	No. of Equity shares held in the Company
Mr. Ritesh Kumar Sanghi	Managing Director	18.08.2022	Promoter-Executive	46,52,792
Mr. Sanjay Kumar Sanghi	Director	26.09.2022	Promoter-Non-Executive	45,18,256
Ms. Pritha Sanghi	Director	29.09.2021	Promoter- Non-Executive	20,54,260
Mr. Ram Prasad Vempati	Director	28.09.2019	Independent – Non-Executive	--
Mr. Vikram Goel	Director	28.09.2019	Independent –Non-Executive	--
Mr. Sunil Garg	Director	28.09.2020	Independent –Non-Executive	--

- Mr. Ritesh Kumar Sanghi (Managing Director) and Mr. Sanjay Kumar Sanghi are siblings.
- Mr. Sanjay Kumar Sanghi is the spouse of Mrs. Pritha Sanghi.
- Except for the above, none of the other Directors are related to any other director on the Board.

2. Directorships and Memberships of the Directors in other Companies/ Committees:

In accordance with the provisions of Section 165(1) of the Companies Act, 2013 read with Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; All the Directors are compliant with said regulations with respect to their number of Directorship in other Companies and chairmanship/membership on various Committees.

The details of the directorship of each Director on the Board of various other Companies along with their Chairmanship and Membership on the Board Committees are as follows:

Name of Director	No. of Directorships	Member/Chairperson of Committee*	
		Member	Chairperson
Mr. Ritesh Kumar Sanghi	5	-	-
Mr. Sanjay Kumar Sanghi	4	-	-
Mrs. Pritha Sanghi	2	-	-
Mr. Ram Prasad Vempati	2	4	2
Mr. Vikram Goel	2	1	1
Mr. Sunil Garg	1	4	-

*Committees considered to reckon the limit are Audit Committee and Stakeholders Relationship Committee in public listed companies.

3. Board Meetings:

In accordance with Section 173(1) of the Companies Act, 2013 read with Regulation 17(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors meets at least four times a year, with a maximum time gap not exceeding one hundred and twenty days between any two meetings.

UDAY JEWELLERY INDUSTRIES LIMITED

During the Financial Year 2023-24, Seven Board Meetings were held on 15.04.2023, 29.05.2023, 24.07.2023, 16.08.2023, 12.09.2023, 14.11.2023 and 14.02.2024. The attendance of each director at the Board Meetings and last Annual General Meeting is as follows:

Sl. No.	Name of Director	Board Meeting		AGM held on 21st September, 2023
		Held	Attended	
01	Mr. Ritesh Kumar Sanghi	7	7	Present
02	Mr. Sanjay Kumar Sanghi	7	7	Present
03	Mrs. Pritha Sanghi	7	7	-
04	Mr. Ram Prasad Vempati	7	7	Present
05	Mr. Vikram Goel	7	7	-
06.	Mr. Sunil Garg	7	7	-

4. Independent Directors

The Independent Directors on the Board of the Company are non-executive directors and follow the criteria as defined under Regulation 16 of the Listing Regulations and Section 149(6) of the Companies Act, 2013.

The Independent Directors met on 14th February 2024 in accordance with Regulation 25(3) of the Listing Regulations and discussed the

- The performance of Non-Independent Directors and the Board as a whole;
- The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
- The quality, quantity, and timeliness of the flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The familiarization program for the new and continuing Independent Directors of the Company ensures that they understand the Company's business in-depth and that would facilitate their active participation in managing the Company. The details of the familiarization program are available on the Company's website at www.udayjewellery.com.

COMMITTEES OF THE BOARD:

The Board of the Company has four committees- Audit Committee, the Stakeholders' Grievance Committee, the Nomination and Remuneration Committee, and Corporate Social Responsibility Committee. The Committees play a pivotal role in the governance structure of the Company and have been constituted to deal with specific areas/ activities which concern the Company and need a closer review. The Committees meet at regular intervals and the minutes of the meetings of all Committees are placed before the Board for review.

1. Audit Committee

The Audit Committee of the Board is constituted in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Audit Committee comprises three members, all of them being Independent Directors. The Committee oversees

the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible. It also reviews the annual financial statements, auditor’s report thereon, and quarterly financial results and monitors the auditor’s independence and performance, and effectiveness of the audit process and other roles in accordance with Part C of Schedule II of the Listing Regulations.

During the Financial Year 2023-24, the Committee met (6) Six times on 15.04.2023, 26.05.2023,24.07.2023 16.08.2023, 14.11.2023 and 14.02.2024. in accordance with Regulation 18(2) of Listing Regulations. The composition of the Audit Committee and details of meetings attended by its members are as under:

S No.	Name of the Director	Category	Number of meetings during the FY 2023-24	
			Held	Attended
1.	Mr. Ramprasad Vempati- (Chairman)	Chairman, Independent, Non-Executive	6	6
2.	Mr. Vikram Goel	Member, Independent, Non-Executive	6	6
3.	Mr. Sunil Garg	Member, Independent, Non-Executive	6	6

2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is constituted in compliance with the requirements of provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations. The Nomination and Remuneration Committee encompasses three members and all of them are Independent Directors. The roles and responsibilities of the Committee and the terms of reference are in accordance with the requirements as specified in accordance with Para A of Part D of Schedule II of the Listing Regulations and Section 178 of the Companies Act, 2013.

During the Financial Year 2023-24 the Committee met (3) Three Times on 15.04.2023, 16.08.2023 and 14.11.2023, in accordance with Regulation 19 of SEBI Listing Regulations. The composition of the Nomination and Remuneration Committee and details of meetings attended by its members are as under:

S No.	Name of the Director	Category	Number of meetings during the FY 2023-24	
			Held	Attended
1.	Mr. Ramprasad Vempati	Chairman, Independent, Non Executive	3	3
2.	Mr. Vikram Goel	Member, Independent, Non-Executive	3	3
3.	Mr. Sunil Garg (Chairman)	Member, Independent, Non-Executive	3	3

3. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee is constituted in compliance with the requirements of provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations. The Stakeholders' Relationship Committee encompasses three members and all of them are Independent Directors. The roles and responsibilities of the Committee are in accordance with the requirements as specified in accordance with Para B of Part D of Schedule II of the Listing Regulations and Section 178 of the Companies Act, 2013.

During the Financial Year 2023-24, the Committee met (3) Three times on 24.07.2023, 01.02.2024 and 14.02.2024 in accordance with Regulation 19 of SEBI Listing Regulations. The composition of the committee and details of meetings attended by its members are as under;

S No.	Name of the Director	Category	Number of meetings during the FY 2023-24	
			Held	Attended
1.	Mr. Vikram Goel	Chairman, Independent, Non-Executive	3	3
2.	Mr. Ramprasad Vempati	Member, Independent, Non-Executive	3	3
3.	Mr. Sunil Garg	Member, Independent, Non-Executive	3	3

ANNUAL GENERAL MEETINGS:

A. LOCATION, DATE AND TIME OF LAST THREE AGMS AND SPECIAL/ORDINARY RESOLUTIONS THERE AT AS UNDER:

Financial Year	Venue	Date / Time
2022-23	Through Video Conference (VC)/ Other Audio-Visual Means (OAVM).	21st September 2023 at 11:30 A.M
2021-22	Through Video Conference (VC)/ Other Audio-Visual Means (OAVM).	26th September 2022 at 04:30 P.M.
2020-21	Through Video Conference (VC)/ Other Audio-Visual Means (OAVM).	29th September 2021 at 01:00 P.M.

B. PASSING OF RESOLUTION BY POSTAL BALLOT:

There were no resolutions passed by the Company through Postal Ballot during the financial year 2023-24.

C. MEANS OF COMMUNICATION:

The Company recognizes communication as a key element of the overall Corporate Governance framework and therefore emphasizes prompt, continuous, efficient, and relevant communication to all external constituencies. In accordance with Regulation 46 of the SEBI Listing Regulations, the Company maintains a functional website containing the basic information about the listed entity at – www.udayjewellery.com. The quarterly, half-yearly, and annual financial results of the

Company are made available on the website of the Company at <http://www.udayjewellery.com/investors/performance> and the same is also published in the newspapers in one English National daily newspaper viz; “Business Standard” or “Financial Express” and one Regional Language Newspaper “Nava Telangana” or “Namasthe Telangana”.

Website also displays vital information relating to the Company and its performance. The Quarterly Results, Shareholding Pattern, and all other corporate communication to the Stock Exchanges are filed through BSE Listing Centre, for dissemination on their website.

GENERAL SHAREHOLDER INFORMATION:

1. ANNUAL GENERAL MEETING FOR THE FINANCIAL YEAR 2023-24

Date	30th September 2024
Time	12:30 P.M.
Venue	Through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)
Book Closure Date	23rd September 2024 to 30th September 2024
Dividend Payment date	No dividend has been recommended

2. FINANCIAL YEAR: -

The Company follows April-March as the Financial Year. The Board meeting calendar of the Financial Year, 2024-25 for approval of quarterly financial results is as follows:

Financial Year	2024-25
First Quarterly Results	On or before 14.08.2024
Second Quarterly Results	On or before 14.11.2024
Third Quarterly Results	On or before 14.02.2025
Fourth Quarterly Results	On or before 30.05.2025
Annual General Meeting for year ending March 31, 2024	On or before 30.09.2025

3. LISTING DETAILS

Name and Address of Stock Exchange	Stock Code
BSE Limited	539518
ISIN of the Company	INE551B01012

The Annual Listing fee for the Financial Year 2023-24 has been duly paid to BSE Ltd.

4. STOCK MARKET DATA- HIGH AND LOW QUOTATIONS OF EQUITY SHARES FOR 2023-24

The Equity Shares of the Company are listed at BSE Limited. The market price data of the shares of the Company traded during each month for the financial year ended 31st March 2024 at Bombay Stock Exchange (BSE Limited) is as under:

BOMBAY STOCK EXCHANGE LIMITED

Month	Open Price (in Rs.)	High Price (in Rs.)	Low Price (in Rs.)	Close Price (in Rs.)	No. of Shares Traded
Apr-23	97	126	97	108.62	1,35,456
May-23	104.95	122.25	101	112.45	212672
Jun-23	110.05	118.85	96.8	110.65	582379
Jul-23	107.35	114.85	95.25	111.4	356993
Aug-23	108.75	138	105	133.05	602690
Sep-23	134.85	134.85	111.9	127.5	277450
Oct-23	127.5	134	118.55	131.45	218943
Nov-23	124.2	172	124	158.9	405447
Dec-23	156	253.7	156	200.85	1169271
Jan-24	200	215.95	183	210.95	285064
Feb-24	219	227.95	180.6	180.6	96755
Mar-24	180	180	140.05	145.6	102582

ON BSE : Share Price movement during 2023-24:



5. PERFORMANCE OF THE COMPANY COMPARED TO BSE INDEX DURING THE FINANCIAL YEAR 2023-24



Blue Line: Uday Jewellery Industries Limited, Yellow Line: BSE Sensex

6. REGISTRAR AND SHARE TRANSFER AGENT

During the year, there was no change in the Registrar and Share Transfer Agent of the Company.

Bigshare Services Private Limited

306, Right Wing, 3rd Floor Amrutha Ville,
Opp. Yashoda Hospital, Somajiguda
Rajbhavan Road, Hyderabad – 500082
Ph:-040- 40144967/582, Fax:-040-23370295
Email:-bsshyd@bigshareonline.com
Website:-www.bigshareonline.com

7. SHARE TRANSFER SYSTEM

The share transfers which are received in physical form are processed by the Registrar and Transfer Agents and the share certificates are returned after affecting the transfer, subject to the documents being valid and complete in all respects but during the FY 2023-24 no request for physical transfer received the Registrar and Transfer Agents.

8. DISTRIBUTION OF SHAREHOLDING AS AT 31ST MARCH, 2024

Category (No. of shares)	Number of holders	% of total holders	Number of shares	% of total shares
Upto 5000	4602	91.12	17220500	0.78
5001- 10000	180	3.5644	1570600	0.7132
10001- 20000	95	1.8812	1511910	0.6865
20001- 30000	32	0.6337	793400	0.3603
30001- 40000	16	0.3168	572730	0.2601
40001-50000	14	0.2772	657050	0.2984
50001- 100000	33	0.6535	2427160	1.1022
100001 and above	78	1.5446	210965650	95.7981
Total	5050	100	220219000	100.00

9. DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Company’s shares are available for trading in both “National Securities Depository Limited” and “Central Depository Services (India) Limited”. As on 31st March, 2024, below are the following details.

Particulars	No. of Shares	% Share Capital
CDSL	1,84,90,275	83.96
NSDL	33,51,987	15.22
Physical	1,79,638	0.82
Total	2,20,21,900	100.00

10. ADDRESS FOR CORRESPONDENCE

Registered Office:

2nd Floor, 3-6-307/1, 3-6-307/2, 3-6-308/1,
Hyderguda Main Road, Simple Natural Systems,
Basheer Bagh, Hyderabad, Hyderabad, Telangana, 500004
Email:- info@udayjewellery.com.

11. LIST OF ALL CREDIT RATINGS OBTAINED BY THE ENTITY ALONG WITH ANY REVISIONS THERETO DURING THE RELEVANT FINANCIAL YEAR, FOR ALL DEBT INSTRUMENTS OF SUCH ENTITY OR ANY FIXED DEPOSIT PROGRAMME:

Not Applicable since the Company does not have any debt instruments.

12. OUTSTANDING GLOBAL DEPOSITORY RECEIPTS OR AMERICAN DEPOSITORY RECEIPTS OR WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

The Company has not issued these types of securities.

13. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES:

NIL Charges for Monitoring Foreign Investment Limit

OTHER DISCLOSURES:

A. DISCLOSURES ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS THAT MAY HAVE POTENTIAL CONFLICT WITH THE INTERESTS OF LISTED ENTITY AT LARGE:

There were no material significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or the Senior Management which may have a potential conflict with the interest of the Company at large.

B. DETAILS OF NON-COMPLIANCE BY THE LISTED ENTITY, PENALTIES, STRICTURES IMPOSED ON THE LISTED ENTITY BY STOCK EXCHANGE(S) OR THE BOARD OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS;

There was no penalty imposed on company by stock exchange during the year 2023-24.

C. COMPLIANCE WITH THE MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Company has complied with the mandatory requirements of SEBI (LODR) Regulations, 2015 and is in the process of implementation of non-mandatory requirements.

D. WEB LINK WHERE POLICY FOR DETERMINING 'MATERIAL' SUBSIDIARIES IS DISCLOSED;

The Company does not have any material subsidiary as defined under Listing Regulations, however, the policy for determining its 'Material' Subsidiaries was formulated and the same is available on the website of the Company www.udayjewellery.com.

E. WEB LINK WHERE POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS:

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on Company's

Website www.udayjewellery.com. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

All Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions on a quarterly basis for transactions which are of repetitive nature and / or entered in the Ordinary Course of Business and are at Arm's Length. All Related Party Transactions are subjected to independent review by the statutory auditor to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013 and Listing Regulations.

F. DISCLOSURE OF COMMODITY PRICE RISKS AND COMMODITY HEDGING ACTIVITIES

The Company deals in gold, as one of its raw materials, and is exposed to price fluctuations. It has developed a highly effective hedging and risk mitigation systems & processes that have ensured maximum protection from market volatilities. UJIL uses a mix of Gold Metal Loans (GML) for inventory replenishment and financial instruments (forwards, futures etc.) to hedge its gold inventory from price fluctuations.

G. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT OR QUALIFIED INSTITUTIONS PLACEMENT AS SPECIFIED UNDER REGULATION 32 (7A).

The Company has not raised any funds through preferential allotment or Qualified Institutional Placement during the financial year 2023-24.

H. CERTIFICATE FROM PRACTICING COMPANY SECRETARY

The Company has obtained certificate from Practicing Company Secretary that none of the Directors on the Board of the Company are debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such authority. And the Certificate to this effect, duly signed by the Practicing Company Secretary is annexed to this Report.

I. RECOMMENDATIONS OF COMMITTEES

The Board has accepted and acted upon all the recommendations by the Audit & Nomination and Remuneration Committees.

J. TOTAL FEES FOR ALL SERVICES PAID BY THE LISTED ENTITY AND ITS SUBSIDIARIES, ON A CONSOLIDATED BASIS, TO THE STATUTORY AUDITOR

The Total Audit Fee for all services on a consolidated basis of the statutory auditor (s) is Rs. 50,000/-

K. DISCLOSURE IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Particulars	Number
No. of Complaints filed during the financial year	Nil
No. of Complaints disposed of during the financial year	Nil
No. of Complaints pending as on end of the financial year	Nil

L. DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF 'LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT

Neither the listed company nor the subsidiary company has advanced any loan to firm/ companies in which directors are interested.

M. DETAILS OF MATERIAL SUBSIDIARIES OF THE LISTED ENTITY; INCLUDING THE DATE AND PLACE OF INCORPORATION AND THE NAME AND DATE OF APPOINTMENT OF THE STATUTORY AUDITORS OF SUCH SUBSIDIARIES:

NIL

N. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT.

The company has complied with the requirement of Corporate Governance Report of sub-para (2) to (10) of Schedule-V of the Securities Exchange Board of India (LODR) Regulations, 2015.

O. ADOPTION OF DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF SEBI (LODR) REGULATIONS, 2015.

The company has adopted discretionary requirements to the extent of Internal Auditors reporting to the Audit Committee.

P. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (b) TO (i) OF SUB-REGULATION (2) OF REGULATION 46 ARE AS FOLLOWS:

Regulation	Particulars	Compliance Status
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance requirements with respect to subsidiary of Listed company	NA
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to Directors and Senior Management	Yes
27	Other Corporate Governance Requirements	Yes
46 (2) (b) to (i)	Website	Yes

Q. DECLARATION ON CODE OF CONDUCT FOR THE YEAR 2023-24.

This is to confirm that the Board has laid down a code of conduct for all Board members and senior management personnel of the Company. The code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and senior management

personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended on March 31, 2024 as envisaged in Regulation 26(3) of the SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

R. MD/ CFO Certification

The Managing Director and CFO certification of the financial statements as specified in Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the Financial Year 2023-2024 is provided elsewhere in this Annual Report.

S. RECONCILIATION OF SHARE CAPITAL:

A qualified Practicing Company Secretary carry out audit to reconcile the total admitted capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. Reconciliation of Share Capital Audit Report confirms that the total paid up capital was in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

T. COMPLIANCE WITH THE DISCRETIONARY REQUIREMENTS UNDER LISTING REGULATIONS:

The Board of Directors periodically reviewed the compliance of all applicable laws and steps taken by the Company to rectify instances of non-compliance, if any. The Company is in compliance with all mandatory requirements of Listing Regulations. In addition, the Company has also adopted the following non-mandatory requirements to the extent mentioned below:

- **Audit qualifications:** Company's financial statements have no qualifications.
- **Reporting of Internal Auditor:** The Internal Auditor of the Company directly reports to the Audit Committee on functional matters.

The Company has submitted quarterly compliance report on Corporate Governance with the Stock Exchanges, in accordance with the requirements of Regulation 27(2) (a) of the Listing Regulations.

U. DISCLOSURE OF ACCOUNTING TREATMENT:

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the treatment prescribed in the Accounting Standards notified under Section 133 of the Companies Act, 2013.

V. GREEN INITIATIVE IN THE CORPORATE GOVERNANCE

As part of the green initiative process, the Company has taken an initiative of sending documents like notice calling Annual General Meeting, Corporate Governance Report, Directors Report, Audited financial Statements, Auditors Report, by email are sent only to those shareholders whose email addresses are not registered with the Company and for bounced mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent/ concerned depository to enable the Company to send the documents in electronic form or inform the Company, in writing, in case they wish to receive the above documents in paper mode.

COMPLIANCE WITH NON-MANDATORY DISCLOSURES

The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:

The Board:

As the Company has the Executive Chairman, the implementation of this non-mandatory requirement does not arise.

The tenure has been fixed for five years for Independent Directors under the Companies Act, 2013.

Remuneration Committee:

Details are given under the heading 'Remuneration Committee'.

Shareholder rights:

The Quarterly results of the Company are published in its website_www.udayjewellery.com..The results are not sent to the shareholders individually.

Audit qualifications:

The Company endeavours to present unqualified financial statements. There are no audit qualifications in the Company's financial statements for the year ended 31st March, 2024.

Training of Board Members

The present board consists of well-experienced and responsible members of society. All the directors are well aware of business model as well as the risk profile of the business parameters of the Company and their responsibilities as directors. Hence, in the opinion of the board, they do not require any further training.

Whistle Blower Policy

The Company has adopted a Whistle Blower Policy as a mechanism for employees to report to the management concern about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct and it affirms that no personnel have been denied access to the Audit Committee. A copy of Whistle Blower Policy has been placed at our website at www.udayjewellery.com for reference.

Corporate Social Responsibility Policy

The Company has adopted Corporate Social Responsibility Policy (CSR) to lay down guidelines for Corporate Social Responsibility activities of the Company. The policy is to align its philosophy to initiate measures and peruse socially useful programs with the objectives and activities of CSR envisaged and incorporated in the companies Act, 2013 and the rules made there under. A copy of CSR Policy has been placed at our website at www.udayjewellery.com for reference.

Policy on Materiality of Related party transaction and manner of dealing with related party transactions

The Company recognizes that related party transactions can present potential or actual conflict of interest and may raise questions about whether such transactions are in the best interest of the company and the stake holders. The Company must specifically ensure that certain related party transactions are managed and disclosed in accordance with strict legal and accounting requirements to which the company is subject to. Therefore this policy regarding the review and approval of related party transactions has been adopted duly approved by the company's board of directors in order to set forth the procedures under which transactions must be reviewed and

approved or ratify. A copy of policy on materiality of Related Party Transactions has been placed at our website at www.udayjewellery.com for reference.

India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations').

Certify that:

- a. We have reviewed the financial statements and the cash flow statements for the year and that to the best of our knowledge and belief:
 - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements together present a true and fair view of the Company's Affairs and are in compliance with accounting standards, applicable law and regulations.
- b. To the best of our knowledge and belief, there are no transactions entered in to by the company during the year, which are fraudulent, illegal or violated to the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal control for financial reports and that we have evaluated the effectiveness of the internal control systems of the company for financial reports and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operations of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
 - i. Significant changes in the internal controls over financial reporting during the year.
 - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. Instances of significant fraud of which we have become aware and the involvement therein, of any employee having a significant role in the company's internal control system of our financial reporting.

ANNUAL DECLARATION OF CODE OF CONDUCT BY MANAGING DIRECTOR

This is to confirm that the Board has laid down a code of conduct for all the Board members and senior management of the company. It is further confirmed that all directors and senior management of the company have affirmed compliance with the code of conduct of the company for the year ended 31st March 2024 as envisaged in applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Regulations').

DECLARATION REGARDING CODE OF CONDUCT:

To the Shareholders,

I hereby declare that in terms of Regulation 26(3) of the SEBI Listing Regulations, all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company as on 31st March 2024.

Date: 31.08.2024
Place: Hyderabad

Sd/-
Ritesh Kumar Sanghi
Managing Director
DIN: 00628033

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This report covers the operations and financial performance of the Company for the year ended March 31, 2024. The Company operates in one segment which is Jewellery manufacturing. Your Board of Directors places herewith the Management Discussion and Analysis Report on the business of the Company as applicable to the extent relevant.

INDUSTRY OVERVIEW:

India's formidable position as the second-largest gold market, where an impressive 70% of the demand is attributed to exquisite jewellery, underscores the immense growth opportunities awaiting the organized retail segment. It is also the third-highest component of retail consumption in India. Moreover, gold jewellery demand has experienced a steady and consistent upward trend for several reasons.

Firstly, most of the demand can be attributed to weddings, where gold holds great cultural and sentimental value. As weddings remain an integral part of many societies, the demand for gold jewellery continues to rise. Secondly, gold is considered a reliable store of value, especially in times of economic uncertainty, making it an attractive investment option for individuals. The growth in disposable income across various regions has also played a crucial role in boosting demand, as people have more financial capacity to invest in gold jewellery. Thirdly, gold jewellery holds strong linkages to traditions and customs, further driving its popularity. Lastly, evolving fashion trends and styles have increased the demand for gold jewellery as consumers seek innovative and contemporary designs. The jewellery market in India is a sizeable and attractive industry, propelled by several favorable factors.

These include shifting customer behaviors, superior organizational capabilities, and supportive regulatory and legislative changes. These combined elements create significant tailwinds for the growth and prosperity of the jewellery sector in India.

The vision of the company is to be a leading manufacturing Company for the CZ with studded color stone jewellery in India to fulfill the demand from Generation to Generation who have higher disposable income and look for aesthetic value with investment grade buying of jewellery products.

ECONOMIC REVIEW

GLOBAL ECONOMIC REVIEW

According to the April 2024 report by the IMF, the baseline forecast is for the world economy to continue growing at 3.2 % during 2024, at the same pace as in 2023. Also, in 2025 the projected growth rate is 3.2%. Conversely, upside factors include the potential for a short-term fiscal stimulus in light of numerous countries holding elections in 2024, expedited monetary policy accommodation, and productivity enhancements facilitated by advancements in technologies such as artificial intelligence.

The world economy exhibited immense potential for high growth rates in 2023; it was however disrupted by global geopolitical tensions. These tensions have not shown definitive signs of immediate resolution, despite diplomatic efforts and ceasefire agreements in some regions, reducing the intensity of conflicts in the short term. Additionally, new commodity price spikes from geopolitical shocks, including Red Sea Crisis and supply disruptions and more persistent underlying inflation, could prolong tight monetary conditions. In China, without a comprehensive response to the troubled property sector, growth could

falter, hurting trading partners. Amid high government debt in many economies, a disruptive turn to tax hikes and spending cuts could weaken activity, erode confidence, and sap support for reform and spending to reduce risks from climate change.

OUTLOOK

The near-term priority for central banks is to ensure that inflation touches down smoothly, by neither easing policies prematurely nor delaying too long and causing target undershoots. At the same time, as central banks take a less restrictive stance, a renewed focus on implementing medium-term fiscal consolidation to rebuild room for budgetary manoeuvre and priority investments, and to ensure debt sustainability, is in order. Cross-country differences call for tailored policy responses. Intensifying supply-enhancing reforms would facilitate inflation and debt reduction, allow economies to increase growth toward the higher pre-pandemic era average, and accelerate convergence toward higher income levels. Multilateral cooperation is needed to limit the costs and risks of geoeconomic fragmentation and climate change, speed the transition to green energy, and facilitate debt restructuring.

INDIAN ECONOMIC REVIEW

Amidst global uncertainty, the Indian economy exhibited remarkable performance in FY 2024, with real GDP growth rising to 8.2% from 7.0% in FY 2023, driven by strong fixed investment, as per provisional estimates from the National Statistical Office (NSO). During this period, headline inflation eased into an acceptable range due to anti-inflationary monetary policies, effective supply management, and adjustments in global commodity prices. Core inflation sequentially moderated from 5.2% in May 2023 to 4.2% in October 2023 and further to 3.2% in April 2024, registering a decline of about 2 percentage points, indicating a decrease in both goods and services inflation. Assuming a normal monsoon, the CPI inflation for 2024-25 is projected at 4.5%. Monetary policy must remain focused on disinflation, maintaining a steadfast commitment to achieving a long-term inflation target of 4.0%. Sustained price stability will lay a strong foundation for a high-growth period.

Despite India's economic growth, recent months have seen rising inflation and a weakening rupee. This could impact gold prices in two ways: increased import costs and inflation driving domestic prices higher. These factors may reduce overall consumption, particularly among price-sensitive rural consumers, leading to uncertainties in discretionary spending. During periods of extreme market volatility, customers often hesitate and wait for the opportune moment to make their purchase decisions.

8.2% Real GDP Growth in FY 24

OUTLOOK

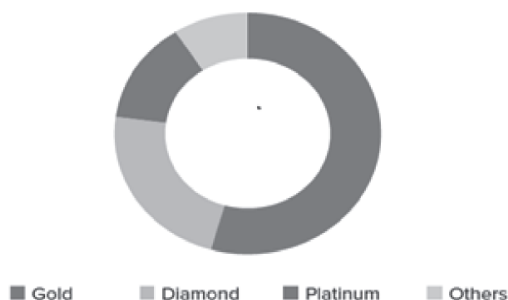
India has achieved the highest growth among major advanced and emerging market economies in FY2023-24. According to the IMF, India is projected to become the third-largest economy by 2027 in USD terms at market exchange rates. The combination of a sustained anti-inflationary monetary policy stance and proactive supply management measures has kept headline inflation largely within the tolerance band. The Reserve Bank of India has revised its real GDP growth forecast for FY25 to 7.2% from the previous 7 percent due to improved rural and urban demand, bolstered by monsoon predictions. The growth outlook remains positive, bolstered by the government's ongoing focus on capital expenditure and fiscal consolidation.

THE GLOBAL JEWELLERY INDUSTRY OVERVIEW

There is a rising trend in global jewel consumption as more people are inclined toward luxurious products. Various positive attributes of the product include assisting in highlighting specific features of the body, showcasing fashion trends/style, helping to enhance looks, and others. The product’s growing popularity among high-income earners as a symbol of high status is helping to accelerate the consumption rate. Rising demand for contemporary jewels and an increasing number of designers entering the market continue contributing to market growth. The global gold jewellery market will grow during the forecasted period due to rising GDP per capita, increasing consumer disposable income, and the appeal of gold as a long-term investment.

Global Jewellery Market

Share by product type, 2023 (%)



Source: Grand View Research

MARKET SIZE:

The Global jewellery market size was valued at USD 224.39 billion in 2023 and is projected to grow from USD 232.94 billion in 2024 to USD 343.90 billion by 2032, exhibiting CAGR of 4.99% during the forecast period.

THE INDIAN GOLD MARKET OVERVIEW

The economy of India has transitioned from a mixed planned economy to a mixed middle-income developing social market economy with notable public sectors in strategic sectors. It is the world's fifth-largest economy by nominal GDP and the third-largest by purchasing power parity (PPP).

Nearly 70% of India's GDP is driven by domestic consumption; country remains the world's fourth-largest consumer market. Apart from private consumption, India's GDP is also fueled by government spending, investments, and exports. India's economy grew at a faster-than-expected pace majorly helped by a strong performance in the manufacturing sector, and economists expect the momentum to continue this year.

The International Monetary Fund (IMF) has raised India's growth forecast for 2024-25 to 6.8% from 6.5% on the back of strong domestic demand and a rising working-age population.

The Significant problems of India regarding inflation & unemployment needs to be addressed by the government body on high priority for ensuring overall growth of the nation. GDP or “Gross Domestic

Product” refers to the monetary value of all goods and services produced in a nation during a given year. A higher GDP indicates that the country is financially strong and growing at a stable rate. According to the World GDP Ranking 2024 list, India is the fifth largest economy in the world and the Central government has pledged to make it the 3rd largest by 2027. India is expected to be the fastest growing economy among the G-20 nations in 2024

The global diamond market is poised for significant growth, with projections indicating an increase from USD 110.41 billion in 2023 to over USD 140 billion by the year 2029, driven by a CAGR of 4.85% from 2024 to 2029.

50-55% Share of Bridal jewellery in Gold Jewellery Market

MARKET SIZE

In 2024, the Indian jewellery market was valued at approximately USD 89.65 billion. This significant figure highlights the market's robust nature in a country where jewellery holds substantial cultural, emotional, and financial value. Gold, including variations like pink gold and blush gold, remains the cornerstone of this market.

The sector is projected to grow at a compounded annual growth rate (CAGR) of 5.7% over the next decade, reaching about USD 124.70 billion by 2030. This growth reflects the expanding middle class, increasing disposable incomes, and a strong inclination towards gold and diamond jewellery as part of cultural and marriage-related traditions.

In FY23 India jewellery market accounted for the share of 24.21% of the global jewellery market. Meanwhile, gold jewellery accounted for a revenue share of 77.72%. The Indian gold market has experienced 6-7 % growth in the first quarter of 2024.

Gold prices in India have seen significant fluctuations and increases over the past few years. In year 2022, the price of gold was H52,670 (24 Karat per grams), which jumped to H65,330 in 2023, and has further increased to H74,175 in 2024. The rise in gold prices in 2023 was notable, with a gain of almost H3,000, marking an increase of approximately 6.5% over the first six months of the year. This upward trend can be attributed to various factors including the Russia- Ukraine war, the US Federal Reserve's rate increases, and inflation. These geopolitical and economic factors have significantly influenced the gold market, leading to the observed price hikes. (Source: bankbazaar)

Despite high gold prices, retail sales remained resilient, especially during the festive season, which was one of the most successful in recent years, reflecting strong consumer confidence. South India leads in gold jewellery consumption, accounting for 40% of the country's total demand. (Source: WGC) India's gold consumption is expected to stay robust in 2024, estimated between 700 to 800 tonnes, with South India being a major contributor. Plain gold jewellery continues to hold 80-85% of the market share, predominantly 22-carat, although the market for 14-18-carat jewellery is expanding.

India, the world's second-largest consumer of gold jewellery, has faced notable changes in recent years due to shifting demographics. Long-term demand for gold jewellery in India will be influenced by factors such as economic growth, rising incomes, wealth distribution, and the pace of urbanisation. (Source: World Gold Council) Gold remains the most popular and durable material for jewellery in India, maintaining its status as the preferred choice for adornments.

COMPANY OVERVIEW

The Company was incorporated on May 13, 1999 under the name of Net Trade Innovations Private Limited under the Companies Act, 1956. The Company was subsequently converted into a Public Limited Company on February 16, 2000. The name of the Company was further changed to Hifunda.Com Limited on February 18, 2000. On June 04, 2004, the Company again changed its name to Hifunda Ltd. with the change in its various business activities.

The name of the Company was then changed to Uday Jewellery Industries Limited on 17th October, 2011 post the takeover of the Company by its present management. Currently, the Company is carrying on the business of Trading in cz and colour stone studded jewellery. The new management of the Company has vast experience in the field of Gem and Jewellery.

UJIL has been promoted by the Sanghi Global Group

The Sanghi Global Group is one of the leading players in the Gems & Jewellery industry in India with a legacy of more than 100 years and an entrenched position amongst suppliers of value added jewellery to marquee players in the branded retail segment. UJIL derives considerable operational synergies and market strength by being a part of the Sanghi Global Group.

DETAIL ABOUT THE BUSINESS

- The Company specializes in the manufacture and trade of gold jewellery studded with Cubic Zirconia and other precious stones.
- UJIL has developed a completely integrated production infrastructure in Hyderabad that is equipped with state-of-the-art machinery and technology to manufacture and deliver a wide range of products including rings, earrings, bracelets, bangles, long necklaces, short necklaces, choker sets, etc. with a total installed capacity of 125 kg. per month
- UJIL operates primarily in the B2B segment of the jewellery industry and has forayed in the Middle Eastern markets through establishment of beachhead in the UAE in 2018.
- The Company has plans to extend its footprint in the B2C segment mainly through asset light routes including the franchise model and e-commerce channels, thereby achieving greater reach and higher realizations.

A CRITICAL ANALYSIS OF THE CURRENT STANDING OF THE BUSINESS OF UJIL

SWOT ANALYSIS:

<p style="text-align: center;">S Strengths</p>	<p style="text-align: center;">W Weaknesses</p>	<p style="text-align: center;">O Opportunities</p>	<p style="text-align: center;">T Threats</p>
<p>Access to an established network of vendors and customers based on decades of relationship and trust with backing of the HRS Group.</p> <ul style="list-style-type: none"> • Highly developed manufacturing capabilities supported by skilled human capital and state-of-the-art technology and equipment. • UJIL occupies a dominant position in a niche in the G&J market (gem studded jewellery) that has very few strong players. • Strong ageold clientele comprising leading names in the industry. • Design & ideation capabilities based on ground research and real time market feedback. • Sound financial management with negligible dependence on debt and rising margins despite growing competition on account of UJIL's sourcing and processing efficiency. 	<p>The business of the Company is working capital intensive and necessitates high levels of receivable and inventory.</p> <ul style="list-style-type: none"> • UJIL has not yet meaningfully ventured into the B2C space. This keeps margins under pressure. • The operations of the Company are potentially exposed to the volatilities of the international gold market as well as foreign currency rate fluctuations. 	<p>The Indian G&J market is poised to grow again after a temporary setback due to the Covid 19 crisis. Multiple macroeconomic factors as well as favourable trends in the policy framework of the Govt. are expected to propel the market.</p> <ul style="list-style-type: none"> • UJIL's top line and profitability are expected to grow manifold as its B2C initiatives gain momentum. The Company has already started tapping the E-Commerce channels for extending its retail footprint. Other avenues of retail customer reach including the franchisee model are also being actively considered. • The export market offers a significant opportunity to UJIL. Its recent foray into the Middle Eastern markets has already been rewarded quite handsomely. 	<p>The global market for gold and precious stones is controlled by a few foreign suppliers that have control over raw material supply. Besides, the gold market is also subject to impact from international events like a rate hike by the US Federal Reserve, rise in demand from key markets, etc.</p> <ul style="list-style-type: none"> • UJIL's position in the retail segment may be challenged by large domestic and international players with established brands and existing brick-and-mortar retail networks.

OUTLOOK:

In the coming years, there will be a spurt in demand for Indian jewellery in the global market and the growth in the gems & Jewellery sector would be largely contributed by the development of large Manufacturers/brands due to the ongoing structural changes together with strong macro-demographic trends. Regulatory changes introduced by the Government of India over the last few years are likely to rise the preference for branded jewellery and shift the scales in favor of the organized sector at the cost of the unorganized sector. The demand for jewellery is expected to remain robust, given India's demographics and the consumer's affinity towards gold for both wedding-related purchases and as store of value. Overall, India is expected to play a more important role in the global gems & jewellery sector, with significant investment seen in the manufacturing units by the domestic players, foreign players, and private equity investors.

The changes expected in the product–mix portfolio of the Company auger well in the long run to improve the profits. It is expected that the positive impact of polarization on the organized sector is likely to be visible operationally within a couple of years that would go a long way in improving the margin and turnover for the industry in general and the Company.

Plans to Modify/ Enhance the product Offering: The Management is focusing to bring state of the art design portfolio to buyers and enhancing the product offering to the customers, hence new product innovation is one of the integral plans of the company.

Strategizing the Marketing & Business Development:

- a. Customer Acquisition Policy: Customer acquisition is important for businesses of any age and size. The goal of this process is to create a systematic, sustainable customer who can sell the Company's products in the long term.
- b. Business Development Policy: A Business Development Policy is being evolved to cater to ever-changing market preferences, but with a focus on growth and how to achieve it. It's a long-term plan that outlines strategies for steady and sustainable business growth over the coming years. Its scope covers both the marketing and sales functions, as they are interlinked in the Jewellery Industry.

The Company's marketing team at present is catering to the following category of buyer group:

1. National Chains – Retail Chains having National level presence
2. Local Chains – Retail Chains having regional/local level presence
3. Family Jewellers – Well-known Family jewellers having 1 or 2 stores.
4. Distributors and
5. Exports

The Company is developing new collections to cover a large area of the market on a worldwide basis and to target selected and renowned jewelers in each city which has big stores with a colossal capacity of displaying a variety of products to escalate the network and for the same, Company is looking forward to signing Memorandum of Understanding with at least one Distributor in Second half of the Financial Year 2024-25.

The various initiatives the Company took in formulating strategies and implementing them in all spheres of business activities will result in sustainable revenue and profit growth over time.

RISKS AND CONCERNS:

As the Company is dealing in very high-value goods/items, it is always exposed to operational risks. The Company, therefore, always ensures that its entire inventory, from raw materials to finished goods is insured at all times, at the manufacturing facilities. The Company has cash pick-up arrangements with leading banks, with transit insurance. All of its manufacturing units have strong Security systems for 24/7 safe custody of the inventory. In addition, all the manufacturing units have 24 hours CCTV vigilance and armed guards.

The Company is also exposed to price risk movements both in gold as well as its forex exposure. However, it has put rigorous systems, hedging methodology, and procedures in place to take care of these concerns. The Company has in place a comprehensive risk management framework that helps in anticipating, identifying, and evaluating business risks and challenges across the Company and finding ways to mitigate the same.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an adequate system of internal controls, commensurate with the size and nature of its business, to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposal and to ensure all transactions are authorized, recorded, and reported correctly. The Company is maintaining function-wise Standard Operating Procedures (SOP). It has in place internal controls covering all fields across all financial and operating functions. The Independent audit firms appointed by the company conduct periodical audits to ensure the adequacy of internal control systems, adherence to management policies and compliance with the applicable laws and regulations.

The key findings of their audit along with implementation plan of their recommendations are discussed with the senior management and also the Audit Committee. The Audit Committee of the Board reviews the adequacy and effectiveness of the internal control systems and suggests improvements for strengthening them.

There were no instances of fraud which necessitate reporting in the financial statements. Further, there have been no communications from regulatory agencies concerning non-compliance with or deficiencies in financial reporting practices.

The following key control measures are also in place to monitor and control the effectiveness of the internal control system:

1. **Quality control:** Company has the professional equipment to assure the quality fulfills good standard and the hallmarking system is there to ensure the jewellery is not adding more other metals and a lesser amount of gold;
2. **Cash flow management:** Daily available fund report is reviewed to monitor the cash flows against budgets/forecast;

The policies and practices on compliance with legal and regulatory requirements shall be reviewed and monitored by the Board Committee;

FINANCIAL OPERATIONS

RESULTS OF OPERATIONS

1) Net Revenue from Operations (₹ in lakhs)

Particulars	FY 2023 -24	FY 2022 - 23	Change
Sale of Products	17,318.24	17,673.09	345.85

2) Other Income (₹ in lakhs)

Particulars	FY 2023 -24	FY 2022 - 23	Change
Other Operating Income	90.71	155.06	64.35

During the year under review, your Company has achieved a turnover of Rs. 17,408.94 Lakhs against Rs. 17,828.14 Lakhs during the previous year

3) Profit Before Tax (₹ in lakhs)

Particulars	FY 2023 -24	FY 2022 - 23	Change
Profit before Taxation	1,189.19	1,283.73	94.54

4) Total Comprehensive Income (₹ in lakhs)

Particulars	FY 2023 -24	FY 2022 - 23	Change
Total Comprehensive Income After taxation	871.31	950.19	78.88

During the year under review, your Company has achieved a turnover of Rs. 17,408.94 Lakhs against Rs. 17,828.14 Lakhs during the previous year. The Company reported a Net Profit after Tax of 871.31 Lakhs as against Rs. 950.19 Lakhs earned during previous year.

FINANCIAL CONDITION

OTHER FINANCIAL SYNOPSIS OF THE COMPANY:

Share Capital:

The Authorized Capital of your Company is Rs. 26,00,00,000/- divided into 2,60,00,000 Equity shares of Rs. 10/- each as on 31st March 2024.

The Paid-up equity share capital of the Company is Rs. 22,02,19000/- divided into 2,20,21,900 Equity shares of Rs. 10/- each as on 31st March 2024.

During the year under review, the Company has allotted NIL Equity shares.

Share Forfeited account amounts to Rs. 79.07 Lakhs as on 31st March 2024.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES & INDUSTRIAL RELATIONS

The Company’s Human Resources philosophy is to establish and build a strong performance and competency-driven culture with a greater sense of accountability and responsibility.

The Company considers its human resources as amongst its most valuable assets and continues to place emphasis on its development. It has been the Company’s constant endeavor to impart requisite training and thereby develop and hone the skills and talent of its personnel and enable them to realize their potential.

The Company has taken pragmatic steps to strengthen organizational competency through involvement and development of employees as well as installing effective systems for improving productivity, equality and accountability at functional levels.

With the changing and turbulent business scenario, the Company’s basic focus is to upgrade the skill and knowledge level of the existing human assets to the required level by providing appropriate leadership at all levels motivating them to face the hard facts of business, inculcating the attitude for speed of action and taking responsibilities.

In order to keep the employee’s skills, knowledge and business facilities updated, ongoing in-house and external training is provided to the employees at all levels. The effort to rationalize and streamline the workforce is a continuous process. The industrial relations scenario remained harmonious throughout the year.

The human rights manual and procedures therein apply to all our manufacturing operations. We are committed to identifying, preventing, and mitigating adverse human rights impacts resulting from or caused by our business activities before they occur.

Note: Forward looking statements embedded in the Management Discussion and Analysis above is based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company’s actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

CHANGES IN KEY FINANCIAL RATIOS:

Pursuant to provisions of Regulation 34 (3) of SEBI (LODR) Regulation, 2015 read with Schedule V part B (1) details of changes in Key Financial Ratios is given hereunder:

S. No	Ratio Type	F.Y. 22-23	F.Y. 22-23	% of Change	Reasons/Remarks for variation of 25%
1	Current Asset Ratio	3.19	2.76	15.52%	-
2	Debt Equity Ratio	0.31	0.49	-36.70%	-
3	Debt Service Coverage Ratio	1.20	5.93	-79.69%	Increased the utilization of funds, more than 1 is favorable
4	Return on Equity Ratio	12.15%	15.18%	-19.95%	Efficiently utilised the funds to generate income.

UDAY JEWELLERY INDUSTRIES LIMITED

5	Inventory Turnover Ratio	3.05	3.31	-7.72%	-
6	Trade Receivable Turnover Ratio	3.76	4.50	-16.49%	-
7	Trade Payable Turnover Ratio	28.54	71.90	-60.31%	The payable period from the supplier has increased.
8	Net Capital Turnover Ratio	2.45	2.72	-10.04%	The Company has efficiently utilized its working capital.
9	Net Profit Ratio	5.03%	5.38%	-6.48%	-
10	Return on Capital Employed	10.67%	12.48%	-14.49%	Efficient utilization of capital in business operations.
11	Return on Investment		NA		-

CAUTIONARY STATEMENT:

The Statement made in Management Discussion and Analysis report which seeks to describe the objectives, projections, estimates, and predictions may be considered to be forward-looking statements and are stated as required by applicable laws and regulations. Actual results could differ from those expressed or implied and are determined by many factors including global and domestic demand-supply conditions, process, raw materials availability, tax laws, governmental policies, and other statutes which may affect actual results which may be different from what the Directors envisaged in terms of future performance and outlook

CERTIFICATE ON CORPORATE GOVERNANCE

(Pursuant to Schedule V(E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members,

Uday Jewellery Industries Limited

2nd Floor, 3-6-307/1, 3-6-307/2, 3-6-308/1,
Hyderguda Main Road, Simple Natural Systems,
Basheer Bagh, Hyderabad,
Telangana, 500004.

We have examined the records of Uday Jewellery Industries Limited, Hyderabad (BSE Scrip Code - 539518), for the purpose of certifying compliance with the conditions of Corporate Governance as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraph C, D, of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, with BSE Limited for the financial year ended 31st March 2024 as made available physically and remotely. We have obtained the required information which is to the best of my knowledge and belief were necessary for the purpose of certification.

Managements' Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. We have examined the compliance documents and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Company

Secretaries of India (the ICSI), Standards on Auditing specified by ICSI, in so far as applicable for the purpose of this certificate.

Opinion

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management and based on our reliance upon such representations, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para-C and D of Schedule V of the Listing Regulations during the year ended March 31, 2024.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company

Place: Hyderabad

Date: 31.08.2024

AJAY SUMAN SHRIVASTAVA

Practicing Company Secretary

Membership No: 3489; PCS: 3479

UDIN: F003489F001086736

ANNEXURE – VI(a)

STATEMENT SHOWING THE NAMES OF TOP TEN EMPLOYEES PURSUANT TO SEC. 197 READ WITH RULE 5 (1) (2) and (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- 1. The Ratio of remuneration to each director to the median remuneration of the employees of the company for the Financial Year.**

(Amount in Lakhs)

Director	Total Remuneration	Ratio to median remuneration
Sanjay Kumar Sanghi	-	-
Ritesh Kumar Sanghi	-	-
Bhavana Sanghi	-	-

- 2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year.**

(Amount in INR)

Name	Designation	Remuneration		Increase
		FY 2023-24	FY 2022-23	/(Decrease) %
Ritesh Kumar Sanghi	-	-	-	
Sanjay Kumar Sanghi	-	-	-	
Pritha Sanghi	-	-	-	
Rakesh Agarwal	Chief Financial Officer	8,64,000	8,64,000	
Saritha Panchal	Company Secretary	-	2,05,235*	
B Kiran Kumar	Company Secretary	3,45,097		
Nivya Soni	Company Secretary	2,87,371		

***Part of Financial year**

- 3. The percentage increase in the median remuneration of employees in the Financial Year**

(Amount in INR)

Particulars	Remuneration		Increase/(
	FY 2023-24	FY 2022-23	Decrease)%
Median Remuneration of all the employees per annum*	2,58,000	2,58,000	-

4. No. of Employees on the Roll of Company:

Particulars	Number
The number of employees on the rolls of the company as on March 31, 2024	132

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and details if there are any exceptional circumstances for increase in the managerial remuneration

Particulars	Increase/(Decrease) %
Average percentage increase in the remuneration of all Employees* (Other than Key Managerial Personnel)	-
Average Percentage increase in the Remuneration of Key Managerial Personnel	25%

**Employees who have served for whole of the respective financial years have been considered.*

6. Affirmation that the remuneration is as per the remuneration policy of the company.

The Company is in compliance with its remuneration policy.

ANNEXURE – VI (b)

Statement showing the names of the Top Ten Employees in terms of Remuneration drawn as per Rule 5 (3) of the Companies (Appointment And Remuneration Of Managerial Personnel) Rules, 2014

(Amount in Rs.)

S No.	Name of the Employee	Designation of the employee	Remuneration received	Nature of employment whether contractual or otherwise	Qualification and experience of the employee	Date of commencement of employment	The age of the employee	The last employment held by such employee before joining the Company	The percentage of equity shares held by the employee in the Company within the meaning of clause (iii) of sub rule (2) of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.	Whether any such employee is a relative of any director or manager of the Company and if so, name of such director or manager
1	Uday Sanghi	Business-Head	54,00,000	Permanent	BBA	2016	30	-	4.79%	Son of Mr. Sanjay Kumar Sanghi
2	Sri Ram Subramaian	Vice President - Sales	13,20,000	Permanent	BA	2022	40	Emerald Jewellers		
3	Nikita Goel	Audit	12,00,000	Permanent						
4	Rakesh Agarwal	Chief Financial Officer	8,64,000	Permanent	B.Com	2016	50	-		
5	Sreenivas G	HR	7,80,000	Permanent	MBA	2022	40	DSD Group		
6	Ujjal Kumar Saha	Manager Gold Desk	5,66,400	Permanent	BA	2022	47	Religare Broking Ltd		
7	Ankit Bajaj	Sales Manager	5,10,000	Permanent	MBA	2014	35	-		
8	Suman Dhara	CAD	4,20,000	Permanent	10TH	2020	27			
9	CH Serish Kumar	Dep. Manager	3,85,000	Permanent	MBA	2022	45	Avantika Infra Tech		
10	Nivya Soni	CS	2,87,371	Permanent	CS	2023	29			

COMPLIANCE CERTIFICATE

[Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Board of Directors,
UDAY JEWELLERY INDUSTRIES LIMITED,
Hyderabad.

We, **Ritesh Kumar Sanghi** (Managing Director) and Rakesh Agarwal (Chief Financial Officer) of the Company do hereby certify in accordance with Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part B of Schedule II thereto, that:

- A. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March 2024 and to the best of our knowledge and belief:
- i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We jointly accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors namely M/s Anant Rao & Malik, Chartered Accountants, Hyderabad and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps that have been taken or proposed to be taken to rectify these deficiencies.
- D. We have indicated, to the Auditors and Audit Committee:
- i) Significant changes, in the internal control over financial reporting during the year; if any;
 - ii) Significant changes, in the accounting policies made during the year and that the same have been disclosed in the notes to the financial statements if any; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 31.08.2024
Place: Hyderabad

Sd/-
Ritesh Kumar Sanghi
Managing Director
DIN: 00628033

Sd/-
Rakesh Agarwal
Chief Financial Officer

ANNUAL REPORT ON CSR ACTIVITIES

1. A brief Outline of the company's CSR Policy:

The policy on Corporate Social Responsibility (CSR) is adopted by the Company to align its philosophy to initiate measures and pursue socially useful projects and programs with the objectives and CSR activities as recommended by the Corporate Social Responsibility Committee from time to time in accordance with Section 135 read with Schedule VII to the Companies Act, 2013 ("The Act").

2. The Composition of the CSR Committee:

SI No.	Name	Designation	No. of meetings of CSR Committee held during the year	No. of meetings of CSR Committee attended during the year
1.	Shri. Ritesh Kumar Sanghi	Chairman, Managing Director of the Company	1	1
2.	Smt. Pritha Sanghi	Member, Director	1	1
3.	Shri. Ramprasad Vempati	Member, Independent Director	1	1

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: www.udayjewellery.com

4. Provide the executive summary along with the web-link of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable: Not Applicable since the Company's average CSR obligation is less than Rupees Ten Crores in the three immediately preceding financial years.

5. Details of Amounts

SI. No.	Particulars	Amount in Rs.
(a)	Average Net Profit of the Company as per sub-section (5) of section 135	9,50,02,297
(b)	Two percent of average net profit of the company as per sub-section (5) of section 135	19,00,050
(c)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	0
(d)	Amount required to be set off for the financial year, if any	49,600
(e)	Total CSR obligation for the financial year [(b)+(c)-(d)].	18,50,450

6. Amount Spent on CSR Projects (both ongoing Project and other than ongoing project):

a) Ongoing Project:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes /No).	Location of the project.		Project duration.	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No).	Mode of Implementation Through Implementing Agency	
				State.	District.						Name	CSR Registration number.
-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-	-	-	-	-

b) Other than Ongoing Project:

Sl. No.	CSR project or Activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2)Specify the State and district where projects or Programs was undertaken	Amount outlay (budget) project or programs-wise (Rs. in Lakhs)	Amount spent on the projects or programs Sub-heads 1. Direct Expenditure on projects or programs 2.Overheads: (Rs. in lakhs)	Cumulative expenditure upto the reporting period (Rs. in Lakhs)	Amount spent Direct or through Implementing agency
01.	Setting up, maintaining and providing financial assistance in running schools and colleges, promoting education in physical training, handicrafts, fine arts and maintaining kala-kendras and other welfare centers.	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	Local Area- Hyderabad District, Telangana	1,20,000	Direct Expenditure	1,20,000	Through implementing agency- "Vivekanand Educational Centre".

UDAY JEWELLERY INDUSTRIES LIMITED

02.	To providing food and clothes poor and orphaned child and Setting up homes, hostels and day care centers.	Setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.	Local Area- Telangana and Andhra Pradesh.	2,64,000	- Direct Expenditure	2,64,000	Through implementing agency- "Kamalakara Memorial Charitable Trust".
03.	Mid-Day Meal Scheme run by the Akshaya Patra Foundation.	Eradicating hunger, poverty, and malnutrition	Pan India	1,50,000	- Direct Expenditure	1,50,000	Through implementing agency- 'The Akshaya Patra Foundation.'
04.	Adoption of One Teacher School	Comprehensive development of tribals and also efforts brethren particularly Literacy of Children and health and economic care	Local Area- Telangana and Andhra Pradesh.	2,20,000	- Direct Expenditure	2,20,000	Through implementing agency- "Friends of Tribal Society"
05.	Hare Krishna Heritage Tower.	Protection of National Heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;	Local Area- Hyderabad District, Telangana	10,00,000	- Direct Expenditure	10,00,000	Through implementing agency- "Hare Krishna Movement India"

UDAY JEWELLERY INDUSTRIES LIMITED

06	Setting up, maintaining and providing financial assistance in running schools and colleges, promoting education in physical training, handicrafts, fine arts and maintaining kala-kendras and other welfare centers.	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects	Local Area- Hyderabad District, Telangana	2,86,500	-Direct Expenditure	2,86,500	Through implementing Agency- CSR donated to college and school students.
	Total			20,40,500		20,40,500	

c) Amount spent in Administrative Overheads: Nil

d) Amount spent on Impact Assessment, if applicable: NA

e) Total amount spent for the Financial Year [(a)+ (b) +(c)]: Rs. 18,50,450/-

f) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (In Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
18,50,450	NIL	NA	NA	NA	NA

(f) Excess amount for set off, if any

Sl. No.	Particular	Amount (in Rs)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	19,00,050
(ii)	Total Obligation for the Financial Year	19,00,050
(iii)	Total amount spent for the Financial Year	20,40,500
(iv)	Excess amount spent for the financial year	1,88,900
(v)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	0
	Amount available for set off in succeeding financial years	1,88,900

7. Details of Unspent Corporate Social Responsibility amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.		Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of transfer.		
1.	NA	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If yes, enter the number of Capital assets created/acquired: Not Applicable

Furnish the details relating to such assets so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

S. No.	Short Particulars of the property or asset [including complete address and location of the property]	Pin code of the property or asset	Date of Creation	Amount of CSR amount spent	Details of the entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
NA	NA	NA	NA	NA	NA	NA	NA

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal office/ Municipal Corporation/ Gram Panchayat are to be specified and also the area of the immovable property as well as boundaries).

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub- section (5) of section 135.- NA

10. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the company:

The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy, are in compliance with the CSR objectives and Policy of the Company.

Sd/-
(Ritesh Kumar Sanghi)
MD and Chairman of the CSR

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C Sub Clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of**Uday Jewellery Industries Limited**

2nd Floor, 3-6-307/1, 3-6-307/2, 3-6-308/1,
Hyderguda Main Road, Simple Natural Systems,
Basheer Bagh, Hyderabad, Hyderabad, Telangana, 500004.

We have examined the relevant registers, records, forms returns, and disclosures received from the Director of Uday Jewellery Industries Limited, bearing CIN: L74900TG1999PLC080813 and BSE Code: 539518, having registered office at 2nd Floor, 3-6-307/1, 3-6-307/2, 3-6-308/1, Hyderguda Main Road, Simple Natural Systems, Basheer Bagh, Hyderabad, Hyderabad, Telangana, 500004 (hereinafter referred as the Company), remotely produced before us, by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34 (3) read with Schedule V Para-C Sub-Clause 10 (i) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended.

In our opinion and to the best of my information and verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, We hereby certify that None of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

S. No.	Name of Director	Designation	DIN	Date of Appointment/ Reappointment
1.	Mr. Ritesh Kumar Sanghi	Managing Director	00628033	22.08.2011/18.08.2022
2.	Mr. Sanjay Kumar Sanghi	Director	00629693	22.08.2011/26.09.2022
3.	Mrs. Pritha Sanghi	Director	02681491	14.05.2014/29.09.2021
4.	Mr. Ramprasad Vempati	Director	01903161	18.08.2011/28.09.2019
5.	Mr. Vikram Goel	Director	05104754	28.03.2013/28.09.2019
6.	Mr. Sunil Garg	Director	08851283	27.08.2020/28.09.2020

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Hyderabad
Date: 24.08.2024

Sd/-
AJAY SUMAN SHRIVASTAVA
Practicing Company Secretary
Membership No: 3489; PCS: 3479
UDIN: F003489F001037126

INDEPENDENT AUDITOR'S REPORT

To
The Members,
UDAY JEWELLERY INDUSTRIES LIMITED

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the standalone Ind AS financial statements of **UDAY JEWELLERY INDUSTRIES LIMITED (“the Company”)**, which comprises the balance sheet as at 31st March 2024, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as “Ind AS financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	Auditor's response
	<p>including the appropriateness of the Company's procedures for conducting, reconciling and recording physical verification of inventories.</p> <p>2. Evaluated the design and implementation of relevant controls and carried out the testing of operating effectiveness of controls over conducting, reconciling and recording physical verification of inventories.</p> <p>3. Tested the operating effectiveness of controls around the IT systems for recording of inward and outward movements of inventory</p>

Other information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness

of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
2. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books ;
3. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
4. In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
5. On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;
6. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
7. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended. According to the information and explanations given to us and based on our examination of the records the Company, the Company has not paid any managerial remuneration to any director.

8. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. There are no pending litigations for the company that will impact the financial position of the company;
 - b. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - c. There were no amounts, required to be transferred to the Investor Education and Protection Fund by the Company.
 - d. The management has represented that, to the best of it's knowledge and belief, other than as disclosed in the notes to the accounts:
 - (i), no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (ii) no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
 - e. No dividend declared/paid during the year has been made/ provided by the Company, accordingly compliance of Section 123 of the Act, is not applicable.
 - f. The accounting software (i.e, Wings) used for maintenance of books of accounts of the Company does not have the feature of recording audit trail (edit log) facility.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For ANANT RAO & MALLIK,
Chartered Accountants,
FRN: 006266S

Sd/-
(V ANANT RAO)

Partner
Membership No.022644

Place: Hyderabad
Date: 28.05.2024

Annexure - A to the Auditors' Report

The Annexure A referred to in our Independent Auditor's Report to the members of the Company on the Standalone financial statements for the year ended 31 March 2024, we report that:

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, Capital work-in-progress and relevant details of right-of-use of assets.
- (B) The Company has maintained proper records showing full particulars of intangible Assets
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified during the year. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company does not held any immovable properties. Consequently, clauses 3(i)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and based on our examination of the records of the Company, there are no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. In respect of Inventories:
- (a) (A)The inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
- (B) The coverage and procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (C) The Company has maintained proper records of the said stocks. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of Rs.5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and According

to the information and explanations given to us and based on our examination of the records of the Company, the quarterly returns or statements comprising stock statements, book debt statements and statements on ageing analysis of the debtors/other receivables filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters.

- iii. According to the information and explanations given to us and based on our examination of the records of the Company, during the year, the Company has not granted any loans secured or unsecured to parties covered in the register maintained under section 189 of the Act. Hence, paragraph 3(iii) of the Order is not applicable.
- iv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and securities.
- v. According to the information and explanations given to us and based on our examination of the records of the Company, The Company has not accepted any deposits, within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- vi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not required to maintain Cost records under Central Government under sub-section (1) of the section 148 of the Act.
- vii. In respect of statutory dues:
 - a) According to the information and explanations given to us and on the basis of examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and service tax, duty of customs, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us and based on our examination of the records of the Company, no undisputed amounts are payable in respect of income tax, Goods and services tax, duty of customs, cess and other material statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable except the following dues .:

Period	Nature of the statutory dues	Rs. in lakhs
AY 2018-19	Income Tax	2.15
AY 2019-20	Income Tax	0.04

- b) According to information and explanations given to us and records of the Company examined by us, there are no dues of Income Tax, Value added Tax, Customs Duty or Cess outstanding on account of any disputes except the following dues :

UDAY JEWELLERY INDUSTRIES LIMITED

Name of the statute	Nature of the Disputed statutory dues	Amount disputed (In Rs.)	Period	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	2,99,18,329	AY 2017-18	CIT (A), Hyderabad- 5
SGST/CGST Act, 2017	GST	4,54,490	FY 2017-18	Joint Commissioner, CCT, Hyderabad

- viii. According to the information and explanations given to us and on the basis of examination of the records, there were no transactions which are not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not defaulted in the repayment of loans along with interest to the Banks.
- (b) The company has not been declared wilful defaulter by any bank or financial institution or other lender;
- (c) According to the information and explanations given to us and based on our examination of the records of the Company, during the year, the Company has not availed any fresh term loans.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken funds from any entity or person on account of or to meet the obligations of its subsidiaries or Associates.
- (f) According to the information and explanations given to us and based on our examination of the records of the Company, The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associates.
- x. (a) According to the information and explanations given to us and based on our examination of the records of the Company, The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (x) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, during the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (full or partly or optionally) and hence reporting under clause (x)(b) of Order is not applicable
- xi. (a) According to the information and explanations given to us and based on our examination of the records of the Company, no material fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

- (b) According to the information and explanations given to us and based on our examination of the records of the Company, no report under sub-section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
 - (c) According to the information and explanations given to us and based on our examination of the records of the Company, there were no whistle blower complaints received by the Company during the year and upto the date of this report.
- xii. According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards;
- xiv.
 - (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
 - (b) We have considered the internal audit reports issued to the Company during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi.
 - (a) According to the information and explanations given to us, The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a),(b) and (c) of the Order is not applicable
 - (b) According to the information and explanations given to us, The Company does not have any Core Investment Company as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. As we are the continuing auditor of this Company, paragraph 3(xviii) is not applicable.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further

state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. (a) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable.
- (b) In respect of ongoing projects, the Company does not have any unspent Corporate Social Responsibility (CSR) amount as at the end of the financial year. Hence, reporting under clause 3(xx)(b) of the Order is not applicable.
- xxi. The company does not have any investment in any entity. Hence, Company is not required to prepare consolidated financial statements and reporting under clause 3(xxi) of the Order is not applicable.

For **ANANT RAO & MALLIK,**
Chartered Accountants,
FRN: 006266S

Sd/-
(V ANANT RAO)
Partner
Membership No.022644

Place: Hyderabad
Date: 28.05.2024

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **M/s. UDAY JEWELLERY INDUSTRIES LIMITED** ("the Company") as of 31 March 2024 in conjunction with our audit of Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for

external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively except recording of audit trail (edit log) facility as at 31 March 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **ANANT RAO & MALLIK,**
Chartered Accountants,
FRN: 006266S

Sd/-
(V ANANT RAO)
Partner
Membership No.022644

Place: Hyderabad
Date: 28.05.2024

UDAY JEWELLERY INDUSTRIES LIMITED

BALANCE SHEET FOR THE YEAR ENDED 31.03.2024

(Rs. in lakhs)

Particulars	Note No.	31st March, 2024	31st March, 2023
A Assets			
1 Non-Current assets			
(a) Property, Plant & Equipment	1A	502.05	139.49
(b) Capital Work-in-progress	1B	-	240.68
(c) Intangible Asset	1C	4.56	5.11
(d) Financial assets			
(i) Loans	2	-	-
(ii) Others	3	114.87	45.27
(e) Deferred tax Asset (net)	4	4.92	10.50
Total Non-Current Assets		626.40	441.06
2 Current assets			
(a) Inventories	5	5,040.29	5,081.10
(b) Financial assets			
(i) Trade receivables	6	4,784.08	4,432.49
(ii) Cash & Cash Equivalents	7	285.69	388.15
(c) Current tax assets (net)		-	-
(d) Other Current assets	8	201.84	254.43
Total Current Assets		10,311.90	10,156.17
Total Assets		10,938.30	10,597.23
B Equity & Liabilities			
1 Equity			
(a) Equity share capital	9	2,281.26	2,281.26
(b) Other Equity	10	5,392.62	4,521.31
Total Equity		7,673.88	6,802.57
2 Liabilities			
Non Current liabilities			
(a) Financial liabilities			
(i) Borrowings	11	9.03	108.60
(b) Provisions	12	21.13	6.03
Total Non Current Liabilities		30.16	114.64
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	13	2,350.10	3,212.39
(ii) Trade payables			
(a) Total outstanding dues of micro and small enterprise	14	5.21	71.64
(b) Total outstanding dues other than micro and small enterprise	14	756.89	246.67
(b) Other current liabilities	15	55.94	34.19
(c) Provisions	16	0.24	-
(d) Current tax liabilities (net)	17	65.89	115.12
Total Current Liabilities		3,234.27	3,680.02
Total Equity and Liabilities		10,938.30	10,597.23

Our Report attached,
For Anant Rao & Mallik
Chartered Accountants, FRN:006266S
Sd/-
(V Anant Rao)
Partner
Membership No.022644

For Uday Jewellery Industries Limited,

Sd/-
Sanjay Kumar Sanghi
Director
DIN: 00629693

Sd/-
Pritha Sanghi
Director
DIN: 02681491

Sd/-
Vikram Goal
Director,

Sd/-
Sunil Garg
Director, DIN: 08851283

Hyderabad
Date: 28.05.2024

Sd/-
Rakesh Agarwal
Chief Financial Officer

Sd/-
Nivya Soni
Company Secretary, M.No:A-72578

UDAY JEWELLERY INDUSTRIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH,2024 (Rs. in lakhs)

Particulars	Note No.	31st March, 2024	31st March, 2023
Revenue from operations	18	17,318.24	17,673.09
Other income	19	90.71	155.06
Total Income (I)		17,408.94	17,828.14
Expenses:			
Cost of materials consumed	20	15,416.12	16,487.86
Changes in inventories	21	40.81	(511.95)
Employee benefits expense	22	382.93	236.67
Finance costs	23	149.84	175.42
Depreciation and amortization expense	1	36.67	25.97
Other expenses	24	193.38	130.45
Total Expenses (II)		16,219.75	16,544.41
Profit before tax and exceptional items (I-II)		1,189.19	1,283.73
Exceptional Items		-	-
Profit before tax		1,189.19	1,283.73
Tax expense:			
Current tax		312.29	337.24
Income tax pertaining to earlier years		-	0.28
Deferred tax		5.59	(3.98)
Profit after tax		871.31	950.19
Other Comprehensive income			
A (i) Items that will not be reclassified to profit or loss (net of tax)		-	-
B (i) Items that will be reclassified to items that will be reclassified to profit or loss		-	-
Profit/(Loss) and other comprehensive income after Tax for the period		871.31	950.19
Earnings per equity share:	25		
Basic		3.96	4.31
Diluted		3.96	4.31
Significant Accounting Policies			
See accompanying Notes to the Financial Statements	26		

Our Report attached,
For Anant Rao & Mallik
Chartered Accountants, FRN:006266S
Sd/-
(V Anant Rao)
Partner
Membership No.022644

For Uday Jewellery Industries Limited,

Sd/-
Sanjay Kumar Sanghi
Director
DIN: 00629693

Sd/-
Vikram Goal
Director,

Sd/-
Rakesh Agarwal
Chief Financial Officer

Sd/-
Pritha Sanghi
Director
DIN: 02681491

Sd/-
Sunil Garg
Director, DIN: 08851283

Sd/-
Nivya Soni
Company Secretary, M.No:A-72578

Hyderabad
Date: 28.05.2024

STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

(Rs. In Lakhs)

Balance as on 01.04.2023	Changes in Equity share capital due to prior period errors	Restated balance as at 01.04.2023	Changes in Equity share capital due to prior period errors	Restated balance as at 31.03.2024
2,281.26	-	2,281.26	-	2,281.26

(Rs. In Lakhs)

Balance as on 01.04.2022	Changes in Equity share capital due to prior period errors	Restated balance as at 01.04.2022	Changes in Equity share capital due to prior period errors	Restated balance as at 31.03.2023
2,281.26	-	2,281.26	-	2,281.26

B. OTHER EQUITY

(Rs. in lakhs)

Particulars	Reserves and Surplus			Other Comprehensive income	Money received on issue of share warrants	Total
	Securities Premium Reserve	Capital Reserve	Retained Earnings			
Balance as at April 1, 2023	1,502.74	68.12	2,950.45	0	-	4,521.31
Profit for the year		-	871.31	0	-	871.31
Othr comprehensive income/(losses)	-	-	-	-	-	-
Balance as at 31st March, 2024	1,502.74	68.12	3,821.75	0	-	5,392.62

Particulars	Reserves and Surplus			Other Comprehensive income	Money received on issue of share warrants	Total
	Securities Premium Reserve	Capital Reserve	Retained Earnings			
Balance as at April 1, 2022	1,502.74	68.12	2,000.25	0	-	3,571.11
Profit for the year		-	950.19	0	-	950.19
Other comprehensive income/(losses)	-	-	-	-	-	-
Balance as at 31st March, 2023	1,502.74	68.12	2,950.45	0	-	4,521.31

UDAY JEWELLERY INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2024 (Rs. in lakhs)

Particulars	31st March, 2024	31st March, 2023
A. Cash flows from Operating Activities		
Net Profit before tax	1,189.19	1,283.73
Adjustments for:		
Depreciation	36.67	25.97
Finance Cost	149.84	175.42
Loss on Sale of Fixed Assets	-	-
Dividend Income	-	-
Interest Income	(1.04)	(17.64)
Gain on Shares investment	-	-
Operating profit before working capital changes	1,374.66	1,467.48
Working capital changes:		
(Increase) / Decrease in Inventories	40.81	(511.95)
(Increase) / Decrease in Trade Receivables	(351.59)	(1007.63)
(Increase) / Decrease in Other Current financial Assets	0.00	0.00
(Increase) / Decrease in Other Financial Assets	(69.60)	230.73
(Increase) / Decrease in Other Non current Assets	0.00	0.00
(Increase) / Decrease in Other Current Assets	52.59	118.26
Increase / (Decrease) in Trade Payables & Provisions	444.03	192.25
Increase / (Decrease) in Other Current Liabilities	21.74	(8.08)
Increase / (Decrease) in Other Non-Current Liabilities	15.09	0.32
Cash Generated from Operations	1527.72	481.38
Direct Taxes	(361.52)	(259.17)
Net Cash Flow from Operating Activities	1166.20	222.20
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Fixed Assets	-	-
Purchase of Property, Plant & Equipment	(158.00)	(273.53)
Interest Income	1.04	17.64
Gain on Shares investment	-	-
Dividend Income	-	-
Net Cash used in investing Activities	(156.96)	(255.89)
C. Cash flows from Financing Activities		
Finance Cost	(149.84)	(175.42)
Increase / (Decrease) in Borrowings	(961.86)	592.74
Issue of share warrants	-	-
Net Cash used in Financing Activities	(1111.70)	417.32
Net increase/(decrease) in Cash and Cash Equivalents	(102.46)	383.63
Cash and Cash equivalents at the beginning of the year	388.15	4.53
Cash and Cash equivalents at the end of the year	285.69	388.15

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Ind AS -7 issued by the Institute of Chartered Accountants of India.
- The Previous years figures have been regrouped wherever necessary in order to confirm to this year's presentation.

**Our Report attached,
For Anant Rao & Mallik
Chartered Accountants, FRN:006266S**

For Uday Jewellery Industries Limited,

Sd/-
(V Anant Rao)
Partner
Membership No.022644

Sd/-
Sanjay Kumar Sanghi
Director
DIN: 00629693

Sd/-
Pritha Sanghi
Director
DIN: 02681491

Sd/-
Vikram Goal
Director,

Sd/-
Sunil Garg
Director, DIN: 08851283

Hyderabad
Date: 28.05.2024

Sd/-
Rakesh Agarwal
Chief Financial Officer

Sd/-
Nivya Soni
Company Secretary, M.No:A-72578

NOTE 1A: Property, Plant & Equipment

Asset	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As at 01.04.2023	Additions during the Year	Sales/ Adjustments during the Year	As at 31.03.2024	For the Year	Sales/ Adjustments during the Year	As at 31.03.2024	As at 31.03.23
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Computer	6.53	0.21	-	6.74	2.10	-	4.81	3.82
Furniture & Fixtures	15.88	-	-	15.88	1.35	-	9.31	7.92
Office equipment	20.39	70.26	-	90.65	5.35	-	19.46	6.29
Plant & Machinery	59.72	72.99	-	132.72	5.61	-	13.96	51.37
Vehicles	163.26	1.36	-	164.62	15.90	-	109.07	70.09
Lease Hold Improvements	-	253.86	-	253.86	5.81	-	5.81	-
TOTAL ASSET	265.78	398.69	-	664.47	36.13	-	162.42	139.49
(Previous year)	177.93	87.85	-	265.78	25.63	-	126.29	77.27

NOTE 1B: Capital Work-in-Progress

Ageing of CWIP as on 31.03.2024

(Rs. in lakhs)

PARTICULARS	Amount in CWIP			Total
	Less than 1 year	1-2 years	More than 3 years	
	0.00	0.00	0.00	
Projects in progress	0.00	0.00	0.00	0.00
Projects temporarily suspended	0.00	0.00	0.00	0.00

Ageing of CWIP as on 31.03.2023

(Rs. in lakhs)

PARTICULARS	Amount in CWIP			Total
	Less than 1 year	1-2 years	More than 3 years	
	180.23	58.20	0.00	
Projects in progress	180.23	58.20	2.25	240.68
Projects temporarily suspended	0.00	0.00	0.00	0.00

NOTE 1C: Intangible Asset

(Rs. in lakhs)

ASSET	GROSS BLOCK			AMORTIZATION			NET BLOCK	
	As at 01.04.2023	Additions during the Year	Sales/ Adjustments during the Year	As at 01.04.2023	For the Year	Sales/ Adjustments during the Year	As at 31.03.2024	As at 31.03.2023
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Software	5.45	-	-	5.45	0.34	-	0.89	5.11
Total Intangible Asset	5.45	0.00	0.00	5.45	0.34	0.00	0.89	5.11
(Previous year)	0.00	5.45	0.00	5.45	0.00	0.00	0.34	0.00

Note:2 Long term loans & Advances (Financial assets)

(Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Unsecured Considered good Loans Advanced	-	-
Total	-	-

Note:3 Other Financial Assets

(Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Unsecured Considered good Deposits(others)	112.70	43.10
Others	2.17	2.17
Total	114.87	45.27

Note:4 Deferred tax Asset (Net)

(Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Opening Balance	10.50	6.52
Add/(Less): During the year	(5.59)	3.98
Total	4.92	10.50

Note:5 Inventories

(Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Raw materials	-	-
Work-in-progress	2,215.40	3,625.05
Finished goods	2,824.89	1,456.05
Total	5,040.29	5,081.10

Note:6 Trade Receivables (Financial assets)

(Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
(a) Trade Receivables considered good – Secured	-	-
(b) Trade Receivables considered good – Unsecured	4,784.08	4,432.49
(c) Trade Receivables which have significant increase in Credit Risk	-	-
(d) Trade Receivables – credit impaired	-	-
Unbilled dues	-	-
Total	4,784.08	4,432.49

Note:6 Trade Receivables (Financial assets)

Ageing of Trade receivables as on 31.03.2024

Particulars	Outstanding for following periods from the date of transaction					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	4780.52	0.05	0.01	3.50	-	4,784.08
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	4780.52	0.05	0.01	3.50	-	4,784.08

Ageing of Trade receivables as on 31.03.2023

Particulars	Outstanding for following periods from the date of transaction					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	4140.28	288.27	3.50	0.44	-	4,432.49
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-
Total	4140.28	288.27	3.50	0.44	-	4,432.49

UDAY JEWELLERY INDUSTRIES LIMITED

Note:7 Cash & Bank Balances (Financial assets)

(Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Cash & Cash equivalents:		
Cash on hand	3.82	4.40
Balances with banks in current accounts	281.87	383.76
Total	285.69	388.15

Note:8 Other Current assets

(Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
GST Receivable	20.32	58.14
Advance to Suppliers	0.02	0.03
Others	45.25	61.41
Income tax Refundable	134.36	134.36
Carry forward of Excess CSR spent	1.89	0.49
Total	201.84	254.43

Note 9: Share Capital:

Particulars	31.03.2024	31.03.2023
Authorized share capital 26,00,00,000 Equity Shares of Rs.10/- each	2,600.00	2,600.00
Issued,Subscribed and Paid up capital		
(a) 2,20,21,900 Equity shares of Rs.10 Each,Fully paid up	2,202.19	2,202.19
(b) Shares Forfeited Account	79.07	79.07
Changes during the year		
(a) Zero Equity shares of Rs.10 Each,Fully paid up	-	-
Total 2,20,21,900 Equity Shares outstanding as on 31.03.2024	2,281.26	2,281.26

Reconciliation of Number of Shares

Particulars	Year ended March 31, 2024		Year ended March 31, 2023	
	(No. of shares)	(Rs. in lakhs)	(No. of shares)	(Rs. in lakhs)
Opening Balance	2,20,21,900	2202.19	2,20,21,900	2202.19
Changes during the year	-		-	
Closing Balance	2,20,21,900	2202.19	2,20,21,900	2202.19

Number of shares held by each shareholder holding more than 5 percent of the issued share capital :

Particulars	Year ended March 31, 2024		Year ended March 31, 2023	
	% of Issued Share Capital	(No. of shares)	% of Issued Share Capital	(No. of shares)
Equity Shares:				
Ritesh Kumar Sanghi	21.13%	46,52,792	21.13%	46,52,792
Sanjay Kumar Sanghi	20.52%	45,18,256	20.52%	45,18,256
Pritha Sanghi	9.33%	20,54,260	9.33%	20,54,260
Bhavna Sanghi	9.28%	20,44,500	9.28%	20,44,500
Tejas Sanghi	5.21%	11,46,356	5.21%	11,46,356

Disclosure of Shareholding of Promoters

Particulars	Year ended March 31, 2024		Year ended March 31, 2023		% Change during the year
	(No. of shares)	% of Total Shares	(No. of shares)	% of Total Shares	
Equity Shares:					
Ritesh Kumar Sanghi	46,52,792	21.13%	46,52,792	21.13%	0.00%
Sanjay Kumar Sanghi	45,18,256	20.52%	45,18,256	20.52%	0.00%
Pritha Sanghi	20,54,260	9.33%	20,54,260	9.33%	0.00%
Bhavna Sanghi	20,44,500	9.28%	20,44,500	9.28%	0.00%
Tejas Sanghi	11,46,356	5.21%	11,46,356	5.21%	0.00%
Uday Sanghi	10,54,183	4.79%	10,54,183	4.79%	0.00%
Sarala Sanghi	4,95,200	2.25%	4,95,200	2.25%	0.00%
Hanumanthrai Sanghi	2,75,300	1.25%	2,75,300	1.25%	0.00%
Hanumanthrai Sanghi HUF	1,950	0.01%	1,950	0.01%	0.00%
	1,62,42,797	73.75%	1,62,42,797	73.75%	0.00%

Note 10: Other Equity

(Rs. in lakhs)

Particulars	Year ended March 31, 2024		Year ended March 31, 2023	
Securities Premium Reserve				
Balance at the beginning of the year	1,502.74		1,502.74	
Add: Additions during the year	-		-	
Balance at the end of the year		1,502.74		1,502.74
Capital Reserve				
Balance at the beginning of the year	68.12		68.12	
Add: Additions during the year	-		-	
Balance at the end of the year		68.12		68.12
Retained Earnings				
Balance at the beginning of the year	2,950.45		2,000.25	
Add: Additions during the year	871.31		950.19	
Balance at the end of the year		3,821.75		2,950.45
Total		5,392.62		4,521.31

NOTES TO RESERVES

- a) **Securities premium:** The amount received in excess of face value of the equity shares is recognised in Securities Premium.
- b) **Capital reserve:** The capital reserve represents the excess of the identifiable assets and liabilities over the consideration paid/received or vice versa in a common control sale/transfer of business/ investment.
- c) **Retained earnings:** Retained earnings are the profits that the Company has earned till date.

Note:11 Long- Term Borrowings (Financial liabilities)

(Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Secured Term Loans from banks:		
Working Capital (GECL) Loan	-	85.00
Vehicle Loan	9.03	23.60
Total	9.03	108.60

Note:12 Provisions

(Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Provision for Gratuity	21.13	6.03
Total	21.13	6.03

UDAY JEWELLERY INDUSTRIES LIMITED

Note:13 Short-Term Borrowings (Financial liabilities)

(Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Secured Loan from banks		
Working capital loan(CC)	2,251.08	3,121.06
Current maturities of long term debts:		
Working Capital (GECL) Loan	84.45	77.83
Vehicle Loan	14.57	13.50
Total	2,350.10	3,212.39

Note:14 Trade payables (Financial liabilities)

(Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Trade Payables		
(a) Outstanding dues of micro and small enterprise for goods	-	66.62
(b) Outstanding dues of micro and small enterprise for expenses	5.21	5.03
Sub-total:	5.21	71.64
(a) Outstanding dues other than micro and small enterprise -goods	751.23	237.87
(b) Outstanding dues other than micro and small enterprise -expense	5.65	8.80
Sub-total:	756.89	246.67
Total	762.10	318.32

Ageing of Trade payables as on 31.03.2024

Particulars	Outstanding for following periods from the date of transaction					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 years	More than 3 years	
Outstanding dues of micro and small enterprises						
(a) Disputed dues	-	-	-	-	-	-
(b) Undisputed dues	5.21	-	-	-	-	5.21
Outstanding dues other than micro and small enterprises						
(a) Disputed dues	-	-	-	-	-	-
(b) Undisputed dues	756.89		-	-	-	756.89
Total	762.10	-	-	-	-	762.10

Ageing of Trade payables as on 31.03.2023

Particulars	Outstanding for following periods from the date of transaction					Total
	Less than 6 Months	6 Months - 1 Year	1-2 Years	2-3 years	More than 3 years	
Outstanding dues of micro and small enterprises						
(a) Disputed dues	-	-	-	-	-	-
(b) Undisputed dues	71.64	-	-	-	-	71.64
Outstanding dues other than micro and small enterprises						
(a) Disputed dues	-	-	-	-	-	-
(b) Undisputed dues	246.67	-	-	-	-	246.67
Total	318.32	-	-	-	-	318.32

UDAY JEWELLERY INDUSTRIES LIMITED

Note:15 Other Current liabilities (Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Others	55.94	34.19
Total	55.94	34.19

Note:16 Provisions (Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Provision for Gratuity	0.24	-
Total	0.24	-

Note:17 Current tax liabilities (net) (Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Provision for income tax	65.89	115.12
Total	65.89	115.12

Note 18 : Revenue from operations (Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Sale of products		
- Domestic Sales	15,318.82	14,160.15
- Export Sales	1,999.42	3,512.93
Revenue from operations (net)	17,318.24	17,673.09

Note 19 :Other income (Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Exchange rate Fluctuation	28.58	119.41
Interest Income	1.04	17.64
Export Freight & Others	9.54	13.71
Jobwork Income	51.15	-
Other Income	0.39	4.30
	90.71	155.06

UDAY JEWELLERY INDUSTRIES LIMITED

Note 20 : Cost of raw material consumed (Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Purchases	15,416.12	16,487.86
	15,416.12	16,487.86

Note 21 : Changes in inventories (Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Work-in-progress		
Inventory at the beginning of the year	3,625.05	3,127.51
Inventory at the closing of the year	(2,215.40)	(3,625.05)
	1,409.65	(497.54)
Finished Goods		
Inventory at the beginning of the year	1,456.05	1,441.64
Inventory at the closing of the year	(2,824.89)	(1,456.05)
	(1,368.84)	(14.41)
Changes in Inventories	40.81	(511.95)

Note 22 : Employee benefits expense (Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Salaries and Wages	346.17	226.14
Contribution to Provident Fund	7.33	4.93
Contribution to ESI	2.33	1.50
Staff Welfare	5.58	0.06
Bonus	6.19	3.71
Gratuity	15.34	0.32
	382.93	236.67

Note 23 : Finance costs (Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Bank charges and Interest	149.84	175.42
	149.84	175.42

Note 24: Other expenses (Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
As Auditor		
- Statutory Audit	0.50	0.50
- Tax Audit	0.15	0.15
	0.65	0.65

Power and Fuel	11.56	6.27
Business Promotion	7.38	-
Repairs and Maintenance	4.88	2.60
Rates and Taxes	5.79	4.61
Postage, Telegrams & Telephones	0.77	2.16
Transportation Charges	9.99	6.96
Travelling & Conveyance	23.68	8.23
Printing & Stationery	1.83	1.69
Insurance	3.74	4.18
Advertisement and publicity	3.95	4.43
Jobwork charges	20.24	4.49
Consulting and professional fee	43.45	37.53
Rent	19.52	8.11
Membership fee	0.63	0.47
Security services	6.40	6.26
Interest paid	-	2.55
Factory Expenses	6.61	9.68
Miscellaneous Expenses	3.09	1.65
Donation	0.21	1.23
Corporate Social Responsibility	19.00	16.70
	193.38	130.45

Note 25 : Earnings per share (EPS)

(Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
Profit after tax	871.31	950.19
Weighted average number of equity shares in calculating basic EPS (Nos In Lakhs)	220.22	220.22
Weighted average number of equity shares in calculating diluted EPS (Nos In Lakhs)	220.22	220.22
Basic Earnings per Equity Share	3.96	4.31
Diluted Earnings per Equity Share	3.96	4.31

Notes to account for the year ended March 31, 2023**26. Material Accounting Policies & Notes to the Financial Statements****26.1. General Information**

The Company was originally incorporated under the Companies Act, 1956 on 13th May, 1999. The Registered office of the company is located at “3-6-291/4/A, 1st Floor, Hyderguda, Hyderabad-500029, Telangana”.

The Company is having its manufacturing units located at 3-6-291/4/A, 1st Floor, Hyderguda, Hyderabad-500029, Telangana and another manufacturing unit is located at 3-6-290/20, 2nd Floor, Sadana Building, Hyderguda, Hyderabad- 500029, Telangana. The units specialize in creating handmade gold jewellery studded with cubic zirconia and colour stones. The company sales its products in different geographical areas, in domestic market as well as overseas market.

The Material accounting policies used in preparation of the standalone financial statements have been discussed in the respective notes.

The financial statements were approved by the board of directors and authorised for issue on 28-05-2024.

26.2. Material Accounting Policies**26.2.1 Statement of Compliance and basis of preparation of Financial Statements**

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Financial Statements are prepared under historical cost convention from the books of accounts maintained under accrual basis except for certain financial instruments which are measured at fair value and in accordance with the Indian Accounting Standards prescribed under the Companies Act, 2013

These financial statements are presented in Indian rupees, the national currency of India, which is the functional currency and all values are rounded to the nearest lakh (Rs.00,000), except when otherwise indicated.

26.2.2 Current and Non-Current Classification

All assets and liabilities have been classified as current and non-current as per the Company’s normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as Current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when it is :

- Expected to be settled in normal operating cycle;
- Held primarily for the purpose of trading;
- Due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

26.2.3 Use of estimates and judgment

The preparation of standalone financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of standalone financial statements and the reported amounts of income and expenses for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

26.2.4 Revenue Recognition

i) Operating Income

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discount and volume rebates. Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, it is probable that economic benefits associated with the transaction will flow to the entity, the associated costs incurred or to be incurred in respect of the transaction can be measured

reliably and there is no continuing management involvement with the goods. The point of transfer of risks and rewards depends upon the terms of the contract of sale with individual customers.

ii) Other Income

The income relating to the core activities of the company which are not included in revenue from sales / services, are accounted for under Other Income. Other income is accounted on accrual basis except Dividend income. Dividend income is accounted for as and when received.

26.2.5 Property, Plant and Equipment's

All Property, Plant and Equipments (PPE) are stated at carrying value in accordance with previous GAAP, which is used as deemed cost on the date of transition to Ind AS using the exemption granted under Ind AS 101.

The cost of an item of property, plant and equipment is recognized as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The cost of an item of PPE is the cash price equivalent at the recognition date. The cost of an item of PPE comprises:

- i) Purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- ii) Costs directly attributable to bringing the PPE to the location and condition necessary for it to be capable of operating in the manner intended by management.
- iii) The initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the company incurs either when the PPE is acquired or as a consequence of having used the PPE during a particular period for purposes other than to produce inventories during that period.

The company has chosen the cost model of recognition and this model is applied to an entire class of PPE. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

26.2.6 Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that these are available for use.

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives in the manner as prescribed in Schedule II of the Companies Act 2013 except in respect of the following assets, where useful life is different than those prescribed in Schedule II of the Companies Act 2013 are used:

Computer software where the useful life is less than or equal to one year	100% in the year of purchase
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26.2.7 Depreciation

Depreciation is provided on straight line method as per the useful lives approved by the Board of Directors, which are equal to those provided under schedule II of the Companies Act, 2013. The useful life of an asset is reviewed at each financial year-end. Each part of an item of PPE with a cost that is significant in relation to the total cost of the asset and if the useful life of that part is different from remaining part of the asset; such significant part is depreciated separately. Depreciation on all such items have been provided from the date they are 'Available for Use' till the date of sale / disposal and includes amortization of intangible assets and lease hold assets. Freehold land is not depreciated. An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

The useful lives of the assets are taken as under:-

Name of Assets	Useful life as adopted by the company as per Schedule II
Furniture & Fittings	10
Office Equipment	5
Vehicles – Car	8
Plant & Machinery	15
Computers – End User Devices	3
Intangible Assets	10

26.2.8 Inventory

Inventories are valued at lower of cost or net realizable value.

Basis of determination of cost remain as follows:

Raw materials, Work-in-process and Finished goods - On Weighted average cost basis.

26.2.9 Employee benefits

i) Short-Term Employee Benefits

As per IndAS-19, all the short term employee benefits such as wages, salaries, contributions/ benefits accrued during the year for current employees have been charged as an expenditure to the profit and loss account and the short term employee benefits which were accrued during the year and which have not yet been paid were recorded as other liability under other current liability in the Balance Sheet

ii) Post-Employment Benefits

Defined Contribution Plans: The Company recognises contribution payable to the provident fund, Employees' State Insurance are charged to Profit & Loss Account, when an employee

renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognised as a other liability under other current liability in the Balance Sheet.

Gratuity: Provision made for Gratuity is charged to Profit & Loss Account and which have not yet been paid were recorded as provision in the Balance Sheet. The Company's liability is actuarially determined at the end of each year. Actuarial gains/losses through re-measurement are recognised in other comprehensive income.

26.2.10 Provisions

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

26.2.11 Contingent Liabilities / Assets

Contingent Liabilities

Contingent liabilities are not recognized but disclosed in Notes to the Accounts when the company has possible obligation due to past events and existence of the obligation depends upon occurrence or non-occurrence of future events not wholly within the control of the company.

Contingent liabilities are assessed continuously to determine whether outflow of economic resources have become probable. If the outflow becomes probable then relative provision is recognized in the financial statements.

Where an entity is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability. The entity recognises a provision for the part of the obligation for which an outflow of resources embodying economic benefits is probable, except in the extremely rare circumstances where no reliable estimate can be made. Contingent Liabilities are disclosed in the General Notes forming part of the accounts.

Contingent Assets

Contingent Assets are not recognised in the financial statements. Such contingent assets are assessed continuously and are disclosed in Notes when the inflow of economic benefits becomes probable. If it's virtually certain that inflow of economic benefits will arise then such assets and the relative income will be recognised in the financial statements.

26.2.12 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit or loss and other comprehensive income/ statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax relating to items recognised in other comprehensive income or equity is recognised in other comprehensive income or equity, respectively.

26.2.13 Impairment

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalue amount, in which case the impairment loss is treated as a revaluation decrease.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

At the end of each reporting period, the company reviews the carrying amounts of its tangible, intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated

in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, The Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified,

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Impairment of financial assets

Financial assets, other than those at Fair Value through Profit and Loss (FVTPL), are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected. For Available for Sale (AFS) equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- Significant financial difficulty of the issuer or counterparty;
- Breach of contract, such as a default or delinquency in interest or principal payments;
- It becoming probable that the borrower will enter bankruptcy or financial re-organisation; or the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade receivables, assets are assessed for impairment on individual basis. Objective evidence of impairment for a portfolio of receivables could include company's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of zero days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets that are carried at cost, the amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables; such impairment loss is reduced through the use of an allowance account for respective financial asset. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed

through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognized.

De-recognition of financial assets

The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, The Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss.

26.2.14 Financial instruments

Non-derivative financial instruments

Non-derivative financial instruments consist of:

- Financial assets, which include cash and cash equivalents, trade receivables, unbilled revenues, finance lease receivables, employee and other advances, investments in equity and debt securities and eligible current and non-current assets;
- Financial liabilities, which include long and short-term loans and borrowings, bank overdrafts, trade payables, eligible current and non-current liabilities.

Non derivative financial instruments are recognized initially at fair value including any directly attributable transaction costs. Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset.

Subsequent to initial recognition, non derivative financial instruments are measured as described below:

a) Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents include cash in hand, at banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the statement of financial position, bank overdrafts are presented under borrowings within current liabilities.

- b) Investments in liquid mutual funds, equity securities (other than Subsidiaries, Joint Venture and Associates)

These investments are measured at fair value and changes therein, other than impairment losses, are recognized through the Statement of Profit & Loss. The impairment losses, if any, are reclassified from equity into statement of income. When an available for sale financial asset is derecognized, the related cumulative gain or loss recognised in equity is transferred to the statement of income.

- c) **Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Loans and receivables are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at amortized cost using the effective interest method, less any impairment losses. Loans and receivables comprise trade receivables, unbilled revenues and other assets.

The company estimates the un-collectability of accounts receivable by analysing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

- d) **Trade and other payables**

Trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method. For these financial instruments, the carrying amounts approximate fair value due to the short term maturity of these instruments.

- e) **Foreign Currencies Transactions**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

26.2.15 Materiality of income / expenditure:

An item of income or expenditure of one or more prior periods is considered material only if, it exceeds 0.5% of total revenues of the company, as per last years audited Financial Statements, in each such case.

26.2.16 Earnings per Share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares

26.2.17 Statement of Cash Flows

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

26.2.18 Recent accounting pronouncements

- **New and Amended Standards Adopted by the Company:**

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments to Ind AS 8 clarify the distinction between changes in accounting estimates, changes in accounting policies and the correction of errors. They also clarify how entities use measurement techniques and inputs to develop accounting estimates.

Ind AS 1 – Presentation of Financial Statements

The amendments to Ind AS 1 provide guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their ‘significant’ accounting policies with a requirement to disclose their ‘material’ accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. This amendment does not have any material impact on the Company’s financial statements and disclosures.

Ind AS 12 – Income Taxes

The amendments to Ind AS 12 Income Tax narrow the scope of the initial recognition exception, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences such as leases and decommissioning liabilities. The above amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

- **New Standards/Amendments notified but not yet effective:**

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

26.3. Additional Notes to Accounts:

26.3.1 Contingent Liabilities -

Asst. Years	Nature of the statutory dues	Rs. in lakhs
AY 2017-18	Income Tax (Disputed)*	299.18
FY 2017-18	Goods and Service Tax (Disputed)	4.54
AY 2018-19	Income Tax (Un-Disputed)	2.15
AY 2019-20	Income Tax (Un-Disputed)	0.04

Note : *The Company has contested against assessment orders passed by Assistant Commissioner of Income Tax for the AY 2017-18 and has made a deposit of Rs.1,30,00,000/- in under protest towards the income tax liability for AY 2017-18.

26.3.2 Secured Loans and Bank Overdrafts: (Ref note 11 & 13)

(Rs. in lakhs as at March 31, 2024)

Name of bank	Balance due	Secured against
Kotak Mahindra Bank Ltd	2335.53	Property of promoters
HDFC Bank	23.60	Vehicle

26.3.3 Amount due to Micro & Small Enterprises:

The Company identifies the enterprises which have provided goods and services to the Company and which qualify under the definition of Micro and Small Enterprises as defined under Micro, Small and Medium Enterprises development Act, 2006.

Accordingly, the disclosure in respect of amount payable to such enterprise as at 31st March 2024 has been made in the financial statements (as disclosed in Note No. 14 - Trade Payables) on the basis of information received and available with the Company.

Rs.In Lakhs

S.no	Particulars	As at 31st March 2024	As at 31st March, 2022
1	The Principal amount remaining unpaid to suppliers as at the end of the year (Ref note 14)	5.21	71.64
2	The amount of interest accrued during the year and remaining unpaid at the end of the year	-	-
3	The amount of interest paid in terms of section 16, along with the amount of the payment made to the Supplier beyond the appointed day during the year	-	-
4	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act.	-	-

26.3.4 Financial Instruments- Fair Values and Risk Management

i) Financial Instruments by Categories

The following tables show the carrying amounts and fair values of financial assets and financial liabilities by categories. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

The carrying value and fair value of financial instruments by categories were as follows as on March 31, 2024:

(Rs. in lakhs as at March 31, 2024)

Particulars	Cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Cash & Cash Equivalents (Ref Note No. 7)	285.69	-	-	285.69	285.69
Trade Receivable (Ref Note No.6)	4784.08	-	-	4784.08	4784.08
Loans given (Ref Note No. 2)	-	-	-	-	-
Other Financial Assets (Ref Note No.3)	114.87	-	-	114.87	114.87
Liabilities:					
Trade Payable (Ref Note No.14)	762.10	-	-	762.10	762.10
Borrowings (Ref Note No 11 & 13)	2359.13	-	-	2359.13	2359.13

The carrying value and fair value of financial instruments by categories were as follows as on March 31, 2023:

(Rs. in lakhs as at March 31, 2023)

Particulars	Cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Cash & Cash Equivalents (Ref Note No. 7)	388.15	-	-	388.15	388.15
Trade Receivable (Ref Note No.6)	4432.49	-	-	4432.49	4432.49
Loans given (Ref Note No. 2)	-	-	-	-	-
Other Financial Assets (Ref Note No.3)	45.27	-	-	45.27	45.27
Liabilities:					
Trade Payable (Ref Note No.14)	318.32	-	-	318.32	318.32
Borrowings (Ref Note No 11 & 13)	3320.99	-	-	3320.99	3320.99

ii) Fair Value Hierarchy

Level 1 - Level 1 hierarchy includes financial instruments measured using quoted prices (unadjusted) in active markets.

Level 2 - Level 2 hierarchy includes financial instruments measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Level 3 hierarchy includes financial instruments measured using inputs that are not based on observable market data (unobservable inputs).

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The following tables show assets and liabilities which are measured at amortized cost for which fair values are disclosed

(Rs. in lakhs as at March 31, 2024)

Particulars	Level 1	Level 2	Level 3	Total	Valuation Technique and key inputs	Significant unobservable inputs
Financial assets						
Security deposits	-	-	112.70	112.70	-	-
Others	-	-	2.17	2.17	-	-
Interest Receivable	-	-	-	-	-	-
Total financial assets	-	-	114.87	114.87	-	-
Financial Liabilities						
Borrowings	-	-	2359.13	2359.13	-	-
Total financial liabilities	-	-	2359.13	2359.13	-	-

(Rs. in lakhs as at March 31, 2023)

Particulars	Level 1	Level 2	Level 3	Total	Valuation Technique and key inputs	Significant unobservable inputs
Financial assets						
Security deposits	-	-	43.10	43.10	-	-
Others	-	-	2.17	2.17	-	-
Interest Receivable	-	-	-	-	-	-
Total financial assets	-	-	45.27	45.27	-	-
Financial Liabilities						
Borrowings	-	-	3320.99	3320.99	-	-
Total financial liabilities	-	-	3320.99	3320.99	-	-

iii) Financial risk management

The company's activities expose it to the following financial risks:

- market risk (see (a));
- credit risk (see (b)); and
- liquidity risk.(see (c)).

The company has not arranged funds that have any interest rate risk.

a) Market risk

(i) Foreign Exchange Risk

Foreign Currency Risk is the risk that the Fair Value or Future Cash Flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

Foreign Currency Exposure

(USD. In Lakhs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
	USD	USD
Trade and Other Receivables	8.59	4.10
Trade and Other Payables	-	0.86

Sensitivity:

As of March 31, 2024 increase or decrease of the respective foreign currencies compared to our functional currency would impact our profit before tax by approximately INR 11.43(in Lakhs) respectively.

- (ii) **Price Risk:** The company is not expose to price risk arises out of the investments in equity shares because the company does not hold any investment in equity shares.
- b) **Credit Risk:** Credit risk refers to the risk of default on its obligation by a counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Accordingly, credit risk from trade receivables has been separately evaluated from all other financial assets in the following paragraphs

Trade Receivables:

The company has outstanding trade receivables amounting to INR 4784.08 (in lakhs) as of March 31, 2024 and INR 4432.49 (in lakhs) as of March 31, 2023 respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers.

Impairment on trade receivables is recognized based on expected credit loss in accordance with provisions of Ind AS 109. The company's historical experience for customers, present economic condition and present performance of the customers, future outlook for the industry etc are taken into account for the purposes of expected credit loss.

Credit risk exposure:

An analysis of age of trade receivables at each reporting date is summarized as follows:

(Rs. in lakhs as at 31st March 2024)

Particulars	Gross amount	Impairment	Carrying Value
Past due less than 30 days	702.37	-	702.37
Past due more than 30 days but not more than 90 days	2622.38	-	2622.38
Past due more than 90 days but not more than 180 days	1455.77	-	1455.77
Past due more than 180 days but not more than 365 days	0.05	-	0.05
Past due more than 365 days	3.51	-	3.51
Total	4784.08	-	4784.08

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(Rs. in lakhs as at 31st March 2023)

Particulars	Gross amount	Impairment	Carrying Value
Past due less than 30 days	1167.11	-	1167.11
Past due more than 30 days but not more than 90 days	1777.12	-	1777.12
Past due more than 90 days but not more than 180 days	1196.04	-	1196.04
Past due more than 180 days but not more than 365 days	288.27	-	288.27
Past due more than 365 days	3.95	-	3.95
Total	4432.49	-	4432.49

Trade receivables are generally considered credit impaired after 365 days past due, unless the amount is considered receivable, when recoverability is considered doubtful based on the recovery analysis performed by the company for individual trade receivables.

Financial assets:

Credit risk relating to cash and cash equivalents is considered negligible because our counterparties are banks. There will be no credit risk related to employee loans as they are adjusted against their salaries.

(c) Liquidity Risk

Our liquidity needs are monitored on the basis of monthly and yearly projections. The company's principal sources of liquidity are cash and cash equivalents, cash generated from operations and availability of funding through an adequate amount of committed credit facilities to meet obligations when due.

Due to the dynamic nature of underlying businesses, the company maintains flexibility in funding by maintaining availability under committed credit lines.

Short term liquidity requirements consists mainly of sundry creditors, expense payable, employee dues arising during the normal course of business as of each reporting date. The company maintains sufficient balance in cash and cash equivalents to meet short term liquidity requirements.

The company assesses long term liquidity requirements on a periodical basis and manages them through internal accruals and committed credit lines.

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The table below provides details regarding the contractual maturities of non-derivative financial liabilities.

(Rs in lakhs as of March 31, 2024)

Particulars	Less than 6 months	6 months to 1 year	1-3 years	3-5 years	More than 5 years	Total
Trade Payables	762.10	-	-	-	-	762.10
Short term borrowings (cash credit)*	-	2350.10	-	-	-	2350.10
Long term borrowing	-	9.03	-	-	-	9.03
Total	762.10	2359.13	-	-	-	3121.23

*Includes interest accrued on borrowings

(Amount in Rs in lakhs as of March 31, 2023)

Particulars	Less than 6 months	6 months to 1 year	1-3 years	3-5 years	More than 5 years	Total
Trade Payables	318.32	-	-	-	-	318.32
Short term borrowings (cash credit)*	-	3212.39	-	-	-	3212.39
Long term borrowing	-	108.60	-	-	-	108.60
Total	318.32	3320.99	-	-	-	3639.31

*Includes interest accrued on borrowings

26.3.5 Disclosure in respect of Indian Accounting Standard 24 “Related Parties Disclosures”

i) List of related parties and relationship

S. No.	Description of Relationship	Name of Related Parties
1.	Entities on which one or more Key Management Personnel (“KMP”) have a significant influence / control.	Sanghi Jewellers Private Limited Narbada Gems and Jewellery Ltd. Trisa Retail Limited
2.	Relatives of Key management personnel	Sanjay Kumar Sanghi Pritha Sanghi Bhavana Sanghi Tejas Sanghi Uday Sanghi Mahima Sanghi
3.	Key management personnel (KMP) -Managing Director -Chief Financial Officer -Company Secretary	Ritesh Kumar Sanghi Rakesh Agarwal Nivya Soni

UDAY JEWELLERY INDUSTRIES LIMITED

B. Related party transactions (excluding re-imbursements) during the year are as follows:

(Rs in Lakhs)

Particulars	31st March, 2024			31st March, 2023		
	Entities on which one or more KMP have a significant influence / control.	Relatives of KMP	KMP	Entities on which one or more KMP have a significant influence / control.	Relatives of KMP	KMP
1. Purchase (Net of returns)						
Sanghi Jewellers Private Limited	285.45	-	-	1470.66	-	-
2. Sales (Net of returns)						
Sanghi Jewellers Private Limited	-	-	-	38.62	-	-
Narbada Gems and Jewellery Limited	30.15	-	-	43.42	-	-
3. Jobwork Charges Paid						
Sanghi Jewellers Private Limited	19.31	-	-	-	-	-
4. Rent Paid						
Sanghi Jewellers Private Limited	14.85*	-	-	3.00	-	-
Ritesh Kumar Sanghi	-	-	6.60	-	-	6.60
Sanjay Kumar Sanghi	-	6.60	-	-	6.60	-
Pritha Sanghi	-	6.60	-	-	6.60	-
Bhavna Sanghi	-	6.60	-	-	6.60	-
Tejas Sanghi	-	6.60	-	-	6.60	-
Uday Sanghi	-	6.60	-	-	6.60	-
5. Salary Paid						
Uday Sanghi	-	54.00	-	-	42.00	-
Mahima Sanghi	-	21.00*	-	-	-	-
6. Rental Deposit Given						
Sanghi Jewellers Private Limited	24.30	-	-	-	-	-
Ritesh Kumar Sanghi	-	-	7.55	-	-	-
Sanjay Kumar Sanghi	-	7.55	-	-	-	-
Pritha Sanghi	-	7.55	-	-	-	-
Bhavna Sanghi	-	7.55	-	-	-	-
Tejas Sanghi	-	7.55	-	-	-	-
Uday Sanghi	-	7.55	-	-	-	-
7. Inter Corporate Loan given (returned)						
Trisa Retail Limited	-	-	-	230.70	-	-
8. Interest Received on Inter Corporate Loan						
Trisa Retail Limited	-	-	-	14.59	-	-

*For part of the financial year

C. Related party balances are as follows:

(Rs in Lakhs)

Particulars	31st March, 2024			31st March, 2023		
	Entities on which one or more KMP have a significant influence / control.	Relatives of KMP	KMP	Entities on which one or more KMP have a significant influence / control.	Relatives of KMP	KMP
1. Rental Deposit						
Sanghi Jewellers Pvt. Ltd.	24.30	-	-	-	-	-
Ritesh Kumar Sanghi	-	-	13.05	-	-	5.50
Sanjay Kumar Sanghi	-	13.05	-	-	5.50	-
Pritha Sanghi	-	13.05	-	-	5.50	-
Bhavna Sanghi	-	13.05	-	-	5.50	-
Tejas Sanghi	-	13.05	-	-	5.50	-
Uday Sanghi	-	13.05	-	-	5.50	-
2. Rent Payable						
Sanghi Jewellers Pvt.Ltd.	-	-	-	0.27	-	-

26.3.6 Amounts due from an officer of the company

Particulars	Current year	Previous year
Amount due from an Officer of the company	NIL	NIL

26.3.7 Disclosure in respect of Indian Accounting Standard (Ind AS)-115: “Revenue from Contract with Customers)

(i) Contracts with customers

(a) Company has recognized the following revenue during the year from contracts with its customers

(Rs. in lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Sale of products	17318.24	17673.09
Total	17318.24	17673.09

(b) Company has recognized the following amount as impairment loss against the amount
(Rs. in lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Impairment Loss	-	-

(ii) Disaggregation of Revenue (Rs. in lakhs)

Particulars	For the year ended March 31, 2024	As % to Total Revenue	For the year ended March 31, 2023	As % to Total Revenue
Pure Gold	42.77	0.25%	82.04	0.46%
Cubic Zirconia	3.20	0.02%	-	-
Precious Stones	31.69	0.18%	-	-
Pearls	1.09	0.01%	-	-
Corals	0.01	0.00%	-	-
Studded Gold Jewellery	17239.44	99.55%	17591.05	99.54%
Total	17318.24	100.00%	17673.09	100.00%

(iii) Trade/Contract Balances Receivables (Rs. in lakhs)

Particulars	As at March 31,2024	As at March 31,2023
Opening Balance	4432.49	3424.86
Addition/deduction during the year	351.59	1007.63
Closing Balance	4784.08	4432.49

Contract Liabilities: During the year the advances received are recognised as revenue as and when the goods are delivered to the customer.

Practical expedients: During the year company has entered into sales contracts with its customers where some of the part is yet to be executed, same has not been disclosed as per practical expedient as the duration of the contract is less than one year or right to receive the consideration established on completion of the performance by the company.

26.3.8 Value of Raw Materials, Stores and Spares Consumed and Percentage
(Rs. In Lakhs)

Particulars	31st March, 2024		31st March, 2023	
	Percentage	Value	Percentage	Value
a. Raw Materials				
i. Indigenous	100.00	15,416.12	99.15	16,347.95
ii. Imported	-	-	0.85	139.91
	100.00	15,416.12	100.00	16,487.86

26.3.9 Payments to Auditors

(Rs. In Lakhs)

Particulars	31st March, 2024	31st March, 2023
For Statutory Audit	0.50	0.50
For Tax Audit	0.15	0.15
Total	0.65	0.65

26.3.10 Expenditure incurred towards Corporate Social Responsibility & Sustainable Development

CSR amount required to be spent as per Section 135 of the company's act, 2013 read with Schedule VII, thereof, by the Company during the year is Rs. 19.00 lakh (Previous year Rs.16.70 lakh). During the year, the company has incurred an amount of Rs. 20.41 lakh (Previous Year Rs. 14.86 lakh) on CSR.

(Rs. In Lakhs)

Particulars	Current year	Previous year
Amount required to be spent by the Company during the year	19.00	16.70
Balance available at the beginning of the year	0.48	2.32
Amount of expenditure incurred on*:	-	-
(i) Construction/acquisition of any assets	-	-
(ii) On purposes other than (i) above	20.41	14.86
Shortfall/(Excess) at the end of the year	(1.89)	(0.48)
Total of previous year shortfall	-	-
Reason for shortfall	-	-
Nature of CSR activities	Promoting education, Setting up old age homes, Eradicating hunger, poverty, and malnutrition, setting up homes and hostels for women and orphans, Promoting health care and setting up public libraries; promotion and development of traditional arts and handicrafts;	

Note: The Company has fully spent the amount towards CSR for the FY 2023-24 and there is no shortfall.

26.3.11 Provision for Gratuity

(Rs. in lakhs)

S.No.	Particulars	31.03.2024	31.03.2023
1	Opening Balance	6.03	5.71
2	Add: Current Service Cost	15.34	0.32
3	Add: Interest Cost	-	-
4	Add: Actuarial (Gain)/Loss	-	-
5	Less: Paid during the Year	-	-
6	Closing Balance	21.13	6.03

Note: Liability in respect of Gratuity, is being provided as per actuarial valuation

26.3.12 Movement of Deferred Tax

The movement on the deferred tax account is as follows:

(Rs. in lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Balance of Deferred Tax Assets	10.50	6.52
Add/(Less): Deferred Tax Assets (Net) during the year	(5.59)	3.98
Closing Balance of Deferred Tax Assets	4.92	10.50

Note: The carrying amount of deferred tax assets is reviewed at the end of each reporting period and has been recognized only to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. Deferred tax is calculated at the tax rate applicable to company for the reporting period.

26.3.13 Disclosure in respect of Indian Accounting Standard (Ind AS)-33 “Earnings Per Share (EPS)”

(a) Basic EPS

The earnings and weighted average number of ordinary shares used in the calculation of basic EPS and Basic EPS is as follows:

(Amount in Rs lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Earnings used in calculation of basic earnings per share(A)	871.31	950.19
Weighted average number of ordinary shares for the purpose of basic earnings per share(B)	220.22	220.22
Basic EPS(A/B)	3.96	4.31

(b) Diluted EPS

The earnings and weighted average number of ordinary shares used in the calculation of Diluted EPS is as follows:

(Amount in Rs lakhs)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Earnings used in calculation of basic earnings per share(A)	871.31	950.19
Weighted average number of ordinary shares for the purpose of Diluted earnings per share(B)	220.22	220.22
Diluted EPS(A/B)	3.96	4.31

26.3.14 Operating Segments – Ind AS -108

In the opinion of management, the company has no operating/reportable segment as envisaged in Ind AS-108 as the risks and returns associated with product categories are not different. Hence, disclosures with regard to segment reporting are not applicable to Company

26.3.15 Ratio Analysis

Ratio Type	Numerator	Denominator	F.Y 23-24	F.Y 22-23	% of Change
Current Asset Ratio	Current Assets	Current Liabilities	3.19	2.76	15.52%
Debt Equity Ratio	Debt	Equity	0.31	0.49	-36.70%
Debt Service Coverage Ratio	Earnings available for debt service	Total Debt service	1.20	5.93	-79.69%
Return on Equity Ratio	PAT	Average Shareholder's Equity	12.15%	15.18%	19.95%
Inventory Turnover Ratio	Cost of goods sold	Average Inventory	3.05	3.31	-7.72%
Trade Receivable Turnover Ratio	Net Credit Sales	Average Accounts Receivable	3.76	4.50	-16.49%
Trade Payable Turnover Ratio	Purchases	Average Trade Payables	28.54	71.90	-60.31%
Net Capital Turnover Ratio	Net Sales	Working capital	2.45	2.73	-10.74%
Net Profit Ratio	PAT	Net Sales	5.03%	5.83%	-6.48%
Return on Capital Employed	EBIT less Other Income	Capital Employed	10.67%	12.48%	-14.49%
Return on Investment	Other Income (Excluding Dividend)	Average Cash, Cash Equivalents & Other Marketable Securities+ Investments\$ (Current+ Non-Current)	NA	NA	NA

Note:

1. Explanation for Change in Debt Equity Ratio & Debt Service Coverage Ratio is due to repayment of loans.
2. Explanation for Change in Trade Payable Turnover Ratio is due to increase in trade payable during the year.

26.3.16 Details of Additional Regulatory Information

i) Details of immovable properties

(Rs. in Lakhs)

Relevant line item in the Balance sheet	Description of item of property	Gross carrying value (Rs. in Lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter*/ director or employee of promoter/ director	Property held since which date	Reason for not being held in the name of the Unit
PPE	NA	NA	NA	NA	NA	NA

26.3.17 Company has not revalued any Plant, Property or Equipment during the year or in previous year.

26.3.18 Company does not have any undisclosed income, which has not been recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessment under the Income tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

26.3.19 No proceeding have been initiated or pending against the company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 (45 of 1988) and the rules made there under.

26.3.20 The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

26.3.21 Company has not been declared willful defaulter by any bank/FI.

26.3.22 To the best of information available at the time of transactions, the Company has not done any transaction with another company whose name was struck off at the time of transaction with the company.

26.3.23 Regrouping:

In order to have better presentation the previous year's figures have been re-casted/restated/ reclassified, wherever necessary, to conform to current year's classification.

Our Report attached,
For Anant Rao & Mallik,
 Chartered Accountants,
 FRN:006266S

Sd/-
(V Anant Rao)
 Partner
 Membership No.022644

Hyderabad
 Date: 28.05.2024

For Uday Jewellery Industries Ltd.,
 Sd/-
Sanjay Kumar Sanghi
 Director
 DIN: 00629693
 Sd/-
Vikram Goel
 Director
 DIN:05104754
 Sd/-
Rakesh Agarwal
 Chief Financial Officer

Sd/-
Pritha Sanghi
 Director
 DIN:02681491
 Sd/-
Sunil Garg
 Director
 DIN:08851283
 Sd/-
Nivya Soni
 Company Secretary
 M.No.:A-72578



32nd ANNUAL GENERAL MEETING

Day : Monday

Date : 30th September, 2024

Time : 12:30 P.M.

Mode : Through Video Conferencing (VC)/
Other Audio-Visual Means (OAVM).

On www.evotingindia.com.





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