



# **MOKSH ORNAMENTS LIMITED**

**ANNUAL REPORT 2018**



## COMPANY INFORMATION

### BOARD OF DIRECTOR

AMRIT JAWANMAL SHAH	:	MANAGING DIRECTOR
JAWANMAL M. Shah	:	WHOLE TIME DIRECTOR
SANGEETA AMRIT SHAH	:	NON-EXECUTIVE INDEPENDENT DIRECTOR
HEMANG H SHAH	:	NON-EXECUTIVE INDEPENDENT DIRECTOR
BRIJESH D SHAH	:	NON-EXECUTIVE INDEPENDENT DIRECTOR

### BOARD COMMITTEE:

#### AUDIT COMMITTEE

BRIJESH D SHAH	:	CHAIRMAN
HEMANG H SHAH	:	MEMBER
AMRIT J SHAH	:	MEMBER

#### SHAREHOLDERS/ INVESTOR GRIEVANCE COMMITTEE

SANGEETA A SHAH	:	CHAIRMAN
AMRIT J SHAH	:	MEMBER
BRIJESH D SHAH	:	MEMBER



## REMUNERATION COMMITTEE

HEMANG H SHAH	: CHAIRMAN
BRIJESH D SHAH	: MEMBER
SANGEETA A SHAH	: MEMBER

## REGISTERED OFFICE

## LISTED AT

B-405/1, B-405/2, 4th floor, 99, Mulji Jetha Bldg, Kalbadevi Road, Vitthalwadi, Kalbadevi. Mumbai Mumbai City MH 400002 Tel No: +91-22-61834395;

NATIONAL STOCK EXCHANGE (EMERGE)

Email Id :- [cs@mokshornaments.com](mailto:cs@mokshornaments.com)

Web Site :- [www.mokshornaments.com](http://www.mokshornaments.com)

## AUDITORS

## COMPLIANCE OFFICER

**S.D. JAIN & CO.(M. No. 110218)**

**Ms. CHARMY HARESH VARIYA**

### Chartered Accountants

320, Hammersmith Ind. Premises co-op Soc. Ltd., Narayan Pathare Marg, Off. Sitladevi temple road, Mahim (West)  
Mumbai- 400016

E-Mail : [info@ngjain.com](mailto:info@ngjain.com);

**B-405/1, B-405/2, 4th floor, 99, Mulji Jetha Bldg, Kalbadevi Road, Vitthalwadi, Kalbadevi. Mumbai Mumbai City MH 400002**

## REGISTRAR SHARE TRANSFER AGENT

## BANKERS

**BIGSHARE SERVICES PRIVATE LIMITED**

**BHARAT CO-OPERATIVE BANK (MUMBAI) LIMITED**

Unit No. 1, Luthra Ind. Premises, 1st Floor, 44-E, M. Vasanjimarg, Andheri Kurla Road, Safed Pool, Andheri (E), Mumbai, Maharashtra, 400072

E-Mail Id: [shareindia@vsnl.com](mailto:shareindia@vsnl.com)



## CONTENTS

Sr. No.	Particulars	Page No.
1.	Notice	4
2.	Director's Report	11
3.	Annexure to Director's Report (MGT9)	20
4.	Management Discussion and Analysis Report	29
5.	Secretarial Audit Report	32
6.	Corporate Governance Report	35
7.	Auditor's Report	45
8.	Balance Sheet	51
9.	Profit & Loss account	53
10.	Cash flow	55
11.	Notes to Accounts	57
12.	Attendance Slip	62
13.	Proxy Form	63
14.	Ballot Form	65



## NOTICE

NOTICE is hereby given that the 6<sup>th</sup> Annual General Meeting of the Members of MOKSH ORNAMENTS LIMITED will be held on Saturday, 29<sup>th</sup> September, 2018 at the registered office of the company at B-405/1, B-405/2, 4TH FLOOR 99,MULJI JETHA BLDG, KALBADEVI ROAD,VITTHALWADI,KALBADEVI. MUMBAI-400002 at 11:30 A.M. to transact the following business:

### ORDINARY BUSINESS:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Amrit Jawanmalji Shah, who retires by rotation and being eligible offered himself for re-appointment.
3. To appoint a Director in place of Mr. Jawanmal Moolchand Shah, who retires by rotation and being eligible offered himself for re-appointment.
4. To rectify the appointment of Statutory Auditors of the Company and fix their remuneration and in this regard 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 139 of the Companies Act, 2013 and the Rules made there under M/s S D Jain & Co.; (FR No. - 110218) Chartered Accountant, be and is hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

"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, desirable an expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto."

### SPECIAL BUSINESS:

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

#### 5. REGULARISATION OF ADDITIONAL DIRECTOR, MR SANJAY PUKHRAJ SUTHAR BY APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY

"RESOLVED THAT Mr. Sanjay Pukhraj Suthar, who was appointed as an Additional Director on the Board of Directors ('Board') of the Company with effect from 31<sup>st</sup> July, 2018, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."



**6. APPOINTMENT OF MS NIRALI HARESH SHAH BY APPOINTING HER AS INDEPENDENT DIRECTOR OF THE COMPANY**

“RESOLVED THAT pursuant to the provisions of Section 149 (4) of Companies Act 2013 read with rule 4 of Companies (Appointment of directors and their Qualification) Rules 2014, approval of the board be and is hereby granted to take all the necessary action for the appointment of Ms. Nirali Shah as an Independent Director of the company.

**FURTHER RESOLVED THAT** Any one Director of the Company be & is hereby authorized to do all necessary acts & deeds as may be required for giving effect to the above resolution.

**Registered Office:**

B-405/1, B-405/2, 4TH FLOOR,  
99, MULJI JETHA BLDG, KALBADEVI ROAD,  
VITTHALWADI, MUMBAI - 400002

**By order of the Board**

Sd/-

**Amrit J. Shah**  
Managing Director

Place: Mumbai

Date: 21/08/2018



**NOTES:**

1. A Member Entitled To Attend And Vote At The Meeting Is Entitled To Appoint A Proxy/ Proxies To Attend And Vote Instead Of Himself /Herself. Such A Proxy/ Proxies Need Not Be A Member Of The Company. A Person Can Act As Proxy On Behalf Of Members Not Exceeding Fifty (50) And Holding In The Aggregate Not More Than Ten Percent Of The Total Share Capital Of The Company Carrying Voting Rights. A Member Holding More Than Ten Percent Of The Total Share capital Of The Company Carrying Voting Rights May Appoint A Single Person Only As A Proxy And Such Person Shall Not Act As Proxy For Other Shareholder.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

3. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.

The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from, Friday, 21<sup>st</sup> September, 2018 to Saturday, 29<sup>th</sup> September, 2018 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2018.

5. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.

6. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.

7. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.

8. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.

9. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.

11. Members may also note that the Notice of the 6<sup>th</sup> Annual General Meeting and the Annual Report for financial year 2017-2018 will also be available on the Company's website <http://www.mokshornaments.com/> for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

12. Electronic copy of the Notice of the 6<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 6<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.



## 13. Details of Directors seeking appointment/re-appointment at the Annual General Meeting:

Name of the Director	Mr. Amrit I Shah	Mr. Jawanmal Shah	Mr. Sanjay Suthar	Ms. Nirali Shah
Date of Birth	22/09/1972	15/06/1943	23/08/1994	26/02/1992
Date of appointment	19/07/2012	19/07/2012	31/07/2018	21/08/2018
Expertise in specific functional area	Expertise in Gold and Gold Ornaments	Expertise in Gold and Gold Ornaments	Corporate Laws	Corporate Laws
Qualifications	B.com	B.com	B.com	B.com & CS
Other Companies in which Directorship is held as on March 31, 2018	0	0	0	0
Chairman of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2018	0	0	0	0
Members of Committees formed by Board of Other Companies on which he is a Director as on March 31, 2018	0	0	0	0
Shareholding in the Company as on March 31, 2018	3100001	3100005	0	0
Others	0	0	0	0

## 14. Voting Options

## (1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

**A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:**

(i) Open email and open PDF file viz; "Moksh Ornaments Limited e-Voting.pdf" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.





- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of Moksh Ornaments Limited.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:**

- I. Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.
- II. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

**Voting at AGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

**OTHER INSTRUCTIONS**

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 21<sup>st</sup> September, 2018, are entitled to vote on the Resolutions set forth in this Notice.
- V. The remote e-voting period will commence at 9.00 a.m. on Wednesday, 26<sup>th</sup> September, 2018 and will end at 5.00 p.m. on Friday, 28<sup>th</sup> September, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.



- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21<sup>st</sup> September, 2018.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21<sup>st</sup> September, 2018, may obtain the login ID and password by sending an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL 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.evoting.nsdl.com](http://www.evoting.nsdl.com)
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mr. Jaymin Modi, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
- XII. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL.

Registered Office:  
B-405/1, B-405/2, 4TH FLOOR,  
99, MULJI JETHA BLDG, KALBADEVI ROAD,  
VITTHALWADI, MUMBAI - 400002

By order of the Board

Sd/-  
Amrit J. Shah  
Managing Director

Place: Mumbai  
Date: 21/08/2018



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

**Item No. 5:**

- i. Mr. Sanjay Suthar was appointed as an Additional Director of the Company with effect from 31st July, 2018, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.
- ii. The Board is of the view that the appointment of Mr. Sanjay Suthar as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 5 for approval by the members of the Company.
- iii. None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Sanjay Suthar himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

**Item No. 6:**

- iv. Ms. Nirali Shah was appointed as an Additional Director of the Company with effect from 21<sup>st</sup> August, 2018, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.
- v. The Board is of the view that the appointment of Ms. Nirali Shah as Independent Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 6 for approval by the members of the Company.
- vi. None of the Directors/Key Managerial Personnel of the Company/their relatives, except Ms. Nirali Shah himself, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

**Registered Office:**

B-405/1, B-405/2, 4TH FLOOR,  
99, MULJI JETHA BLDG, KALBADEVI ROAD,  
VITTHALWADI, MUMBAI - 400002

**By order of the Board**

Sd/-  
**Amrit J. Shah**  
Managing Director

Place: Mumbai

Date: 21/08/2018



## DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting their 6<sup>th</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended on March 31<sup>st</sup> 2018.

### 1. FINANCIAL RESULTS

The Financial performance of the company for the year ended 31<sup>st</sup> March, 2018 is summarized as follows:

Particular	Year Ended On	
	31 <sup>st</sup> March, 2018	31 <sup>st</sup> March, 2017
Income	3,100,177,202	2,399,324,152
Less: Expenditure	(3,041,579,714)	(2,353,705,691)
Profit/(Loss) Before Preliminary Expenses w/o And Taxes	58,597,488	45,618,461
Less: Preliminary Expenses w/o	(83,019)	(83,019)
Net Profit/(Loss) Before Tax	58,514,469	45,535,442
Less: Provision For Tax	(19,378,562)	(14,540,583)
Deffered Tax	(29,833)	(12,671)
Less: Short or Excess Provision	-	(14,677)
Profit/(Loss) After Tax	39,165,741	30,992,853

### 2. FINANCIAL HIGHLIGHTS

Standalone Revenues: During the fiscal 2018, the gross operational profit of the Company stood at Rs. 58,514,469/-

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

No change of business occurs during the year under review.

### 4. DIVIDEND

Considering the operating environment in the standalone business and in view to conserve resources for the year, no dividend is permitted to be paid to the Members for Fiscal 2018, as per the Companies Act, 2013 ("the Act") and the Rules framed thereunder.

Further, the board has not declared any interim dividend during the financial year. There has been no transfer of unclaimed or unpaid dividend to investor education and protection fund, as there are no unclaimed or unpaid dividends. Accordingly, the provisions of section 125 (2) of the Companies Act, 2013 do not apply to the company.



## 5. DIRECTORS AND KEY MANAGERIAL PERSONNEL

### ➤ Composition of board and changes therein :

The Board of directors is duly constituted and consists of the following directors namely:

Sr No.	Name of the Director	DIN	Designation
1	Amrit J. Shah	05301251	Managing Director
2	Jawanmal M Shah	05301300	Whole-Time Director
3	Sangeeta A Shah	05301330	Non-Executive Director
4	Brijesh D Shah	07352957	Independent Director
5	Hemang H Shah	07953299	Independent Director

- In accordance with the provisions of the Companies Act, 2013 Mr. Jawanmal M. Shah, Director of the company who is liable to retire by rotation, being eligible for reappointment, offers herself for reappointment.
- The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.
- The Board made following Appointments and Resignation during the period under review.
  - Appointment of **Mr. Brijesh Shah** as an Independent Director of the company with effect from September 28, 2017.
  - Appointment of **Mr. Hemang Shah** as an Independent Director of the company with effect from September 28, 2017.
  - Appointment of **Ms. Charmy Variya** as a Company Secretary and Compliance Officer of the company with effect from August 1, 2017.
  - Appointment of **Mr. Purvesh Shah** as a Chief Financial Officer of the company with effect from August 21, 2017.

## 6. MEETINGS OF THE BOARD

During FY 2017-2018, Seven meetings of the Board of Directors were held on the following dates:

- 28<sup>th</sup> June, 2017
- 1<sup>st</sup> August, 2017
- 4<sup>th</sup> August, 2017
- 21<sup>st</sup> August, 2017
- 28<sup>th</sup> September, 2017
- 16<sup>th</sup> November, 2017



- 16<sup>th</sup> February, 2018

Name of Director	Director Identification Number	Category	Board Meetings	
			Held	Attended
Amrit J. Shah	05301251	Managing Director	7	7
Jawanmal M Shah	05301300	Whole-Time Director	7	7
Sangeeta A Shah	05301330	Non-Executive Director	7	7
Brijesh D Shah	07352957	Independent Director	7	7
Hemang H Shah	07953299	Independent Director	7	7

The intervening gap between the meetings was within the period prescribed under section 173 of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014, relevant circulars, notifications, orders and amendments thereof.

#### 7. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 board annually evaluates the performance of individual Directors, Committees, and of the Board as a whole in accordance with the formal system adopted by it.

#### 8. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with explanation relating to material departures;
- The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit/loss of the company for that period;
- The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The directors have prepared the annual accounts on a going concern basis; and
- The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### 9. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial Controls with reference to Financial Statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal financial controls relating to its financial statements.

During the year, such Controls were tested and no reportable material weakness was observed.

#### 10. SHARE CAPITAL

During the year under review, the company has issued and allotted Equity Shares as given below.

**MOKSH ORNAMENTS LIMITED**

Sr No.	Date of Allotment	Nature of Allotment	No. of Equity Shares Allotted	Issue Price (in Rs.)
1	07.08.2017	Bonus in the ratio of 1 Equity Share for every 2 Equity Share	25,83,337	Nil
2	03.01.2018	Initial Public offer	29,82,000	37

**11. DEPOSITS**

Your Company has neither invited nor accepted any fixed deposit from the public during the year.

**12. CHANGE IN REGISTERED OFFICE OF THE COMPANY**

The Board of Directors at their Meeting held on 26th April, 2018, approved the change of Registered office of the Company within the local limit of the city to B-405/1, B-405/2, 4th floor, 99, Mulji Jetha Bldg, Kalbadevi Road, Vitthalwadi, Kalbadevi. Mumbai -400002

**13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

During the year, the Company has not given any loan, guarantee or provided security in connection with the loan to any other body corporate or person or made any investments hence no particulars of the loans, guarantees or investments falling under the provisions of Section 186 of the Companies Act, 2013 are provided by the Board.

**14. RELATED PARTY TRANSACTIONS**

During the year no contracts or arrangements were made with related parties falling under the purview of Section 188 of the Companies Act, 2013.

There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

**15. EXTRACT OF ANNUAL RETURN**

The extract of Annual Return as per section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is annexed herewith to this report.

**16. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**17. SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There is no significant and material order was passed by regulators or courts or tribunals impacting the going concern status and company's operations in future.

**18. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which this financial statements relate and the date of this report.

**19. AUDITORS****➤ STATUTORY AUDITOR**

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company, S.D. Jain & Co. Chartered Accountants, Mumbai, hold office up to the conclusion of the ensuing Annual General Meeting of the Company. However, their appointment as Statutory Auditors of the Company is subject to ratification by the members at every Annual General Meeting. The Company has received a certificate from the said



Statutory Auditors that they are eligible to hold office as the Auditors of the Company and are not disqualified for being so appointed. Necessary resolution for ratification of appointment of the said Auditor is included in this Notice.

➤ **SECRETARIAL AUDITORS**

In terms of Section 204 of the Act and Rules made there under, Jaymin Modi & Co., Practicing Company Secretary have been appointed as Secretarial Auditor of the Company period from January 3, 2018 to March 31, 2018. The report of the Secretarial Auditor is enclosed to this report. The report is self-explanatory.

With reference to the remarks and observation of the secretarial Auditor, the following explanations have been submitted by the board of directors of the company.

- Our Company took all reasonable steps to do such appointments, but as our Company is not doing well in its present line of business activity, it failed to attract right candidates for such post. The Board of our Company continues its efforts to search right candidate for the post of Company Secretary will appoint the Company Secretary as soon as possible.

➤ **COST AUDITORS**

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company.

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

The particulars as required under the provisions of Section 134(m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review. Further during the year under review, the Company has neither earned nor used any foreign exchange.

**21. DISCLOSURE OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS**

• **AUDIT COMMITTEE:**

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section.

➤ **Composition:**

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	REMARKS	NUMBER OF MEETINGS	
			Held	Attended
Brijesh D. Shah	Non-Executive Independent Director	Chairman	4	4
Hemang H. Shah	Non-Executive & Independent Director	Member	4	4
Amrit J. Shah	Managing Director	Member	4	4



➤ **Terms of reference:**

The broad terms of reference of the Audit Committee are as under:

- Reviewing of the Company's financial reporting process and the disclosure of its financial information
- To ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment, remuneration and terms of appointment of external Auditor.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the company with related parties
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Monitoring the end use of funds raised through public offers and related matters.
- Reviewing with management the Annual financial statements and half yearly and Quarterly financial results before submission to the Board.
- Reviewing periodically the adequacy of the internal control system.
- Discussions with Internal Auditor on any significant findings and follow up there on.

● **NOMINATION AND REMMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of Directors was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013. The Composition of the Committee is in conformity with the provisions of the said Section.

The Nomination and Remuneration Committee was constituted by Board on March 20, 2017.

➤ **Composition:**

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	REMARKS	NUMBER OF MEETINGS	
			Held	Attended
Hemang H. Shah	Non-Executive & Independent Director	Chairman	4	4
Brijesh D. Shah	Non-Executive & Independent Director	Member	4	4
Sangeeta A. Shah	Non-Executive & Non-Independent	Member	4	4



	Director			
--	----------	--	--	--

➤ **Terms of reference:**

The broad terms of reference of the Nomination and Remuneration Committee are asunder:

- Formulation of the criteria for determining the qualifications, positive attributes and independence of Director;
- Devising a policy on Board diversity;
- Formulation of Remuneration policy;
- Review the structure, size and composition of the Board;
- Identifying and selection of candidates for appointment as Directors;
- Identifying potential individuals for appointment as Key Managerial Personnel and Senior Management;
- Formulation of criteria for evaluation of Independent Directors and the Board.

● **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee of Directors was constituted pursuant to the provisions of Section 178(5) of the Companies Act, 2013. The composition of the Committee is in conformity with the provisions of the said section.

➤ **Composition:**

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	REMARKS	NUMBER OF MEETINGS	
			Held	Attended
Sangeeta A. Shah	Non-Executive & Non Independent Director	Chairman	4	4
Amrit J Shah	Managing Director	Member	4	4
Brijesh D Shah	Non-Executive & Independent Director	Member	4	4

➤ **Details of Investor's grievances/ Complaints:**

The Company has not received any complaints during the year. The pending complaints of the Shareholders/Investors registered with SEBI at the end of the current financial year ended on 31st March, 2017 are NIL.



➤ **Compliance Officer:**

Ms. Charmy Variya is the compliance Officer of the Company for the above purpose.

**22. COMPANY'S POLICY RELATING TO PAYMENT OF REMUNERATION TO DIRECTORS:**

The Board determines the remuneration payable to the Executive Directors taking into account their qualification, expertise and contribution and based on recommendations of the Nomination and Remuneration Committee. Non- Executive Directors are eligible to receive sitting fees for attending Board / Committee Meetings as decided by the Board within the limits prescribed under the Companies Act, 2013.

The Remuneration policy of the Company is as under:

➤ **Remuneration to Non-Executive Directors:**

A Non-Executive Director is eligible to receive sitting fees for each meeting of the Board or Committee of the Board attended by him/her, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014.

➤ **Remuneration to Executive Directors:**

The Board in consultation with the Nomination & Remuneration Committee decides the structure for Executive Directors. On the recommendation of the Nomination & Remuneration Committee the Remuneration paid/payable is approved by the Board of Directors and by the members in the General Meeting in terms of provisions applicable from time to time.

**23. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**

Pursuant to sub-section (3) of section 129 of the Act, the statement containing the salient feature of the financial statement of a company's subsidiary or subsidiaries, associate company or companies and joint venture or ventures is not applicable to the company. And Company does not have any subsidiary.

**24. VIGIL MECHANISM**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

**25. RISK MANAGEMENT POLICY**

Pursuant to Section 134(3) (n) of the Companies Act 2013 & SEBI (LODR) Regulation, 2015, the Company has constituted a Business Risk Management Committee. At present the Company has not identified any element of risk which may threaten the existence of the Company.

**26. EXTRACT OF 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 extract of annual return in MGT 9 as a part of this Annual Report as ANNEXURE I.

**27. PARTICULARS OF EMPLOYEES**

In terms of the provisions of Section 197 of the Companies Act, 2013, read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. However as per the provisions of Section 136 of the said Act, the Annual Report Excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining the information on employee's particulars, which is available for inspection by the members at the registered office of the Company during Business hours on working days of the



Company up to the date of ensuing Annual General Meeting, may write to the Company at the registered office of the Company in advance.

**28. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 shall not be applicable to the Company.

**29. LISTING**

The Equity Shares of the Company are listed on National Stock Exchange (EMERGE PLATFORM) w.e.f. January 3, 2018. Further, the Company is regular in compliances of various clauses and regulations of the Listing Agreement and/or LODR.

**30. HUMAN RESOURCES**

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

**31. CORPORATE GOVERNANCE**

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, Report on Corporate Governance is not applicable on the Company as the Company is not having the paid up share capital exceeding Rs. 10 crore and Net worth is exceeding Rs. 25 cores. Further, Company has obtained a Certificate from a Practicing Company Secretaries certifying the same.

**32. INSIDER TRADING REGULATIONS**

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of conduct for prohibition of insider trading, as approved and adopted by the Directors and designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information during the period of Trading Window Closure. The Board is responsible for implementation of the Code. All Board of Directors and designated employees have confirmed compliance with the Code. The Board has appointed Charmy H Variya, Compliance officer under the code.

**33. ACKNOWLEDGEMENTS**

Your Directors wish to place on record their appreciation for the continuous support received from the Members, customers, suppliers, bankers, various statutory bodies of the Government of India and the Company's employees at all levels.

**REGISTERD OFFICE:**

B-405/1, B-405/2, 4th floor  
99, Mulji Jetha Bldg, Kalbadevi Road,  
Vitthalwadi, Kalbadevi  
Mumbai- 400002

**By order of Board of Directors**

Sd/-  
Amrit J Shah  
Maganing Director

Date: 21<sup>st</sup> August, 2018

Place: Mumbai

**FormNo.MGT-9****ANNEXURE-1 TO THE REPORT OF BOARD OF DIRECTORS**

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st March, 2018 *[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]*

➤ **REGISTRATION AND OTHER DETAILS:**

i.	CIN	U36996MH2012PLC233562
ii.	Registration Date	19/07/2012
iii.	Name of the Company	MOKSH ORNAMENTS LIMITED
iv.	Category/Sub-Category of the Company	Company limited by Shares/ Indian Non-government company
v.	Address of the Registered office and Contact details	B-405/1, B-405/2, 4th floor, 99, Mulji Jetha Bldg, Kalbadevi Road, Viththalwadi, Kalbadevi. Mumbai - 400002, Maharashtra
vi.	Whether listed company	Yes (National Stock Exchange)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>BIGSHARE SERVICEPRIVATE LIMITED</b> 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East Mumbai-400059  Tel : +91-22-62638200

➤ **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sr.No	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture & Wholesale of Jewellery & Ornaments	32111 & 46498	100%

➤ **PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : NIL**

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of share s held	Applicable Section
---------	---------------------------------	---------	--------------------------------	------------------	--------------------



N  
I  
L

➤ **SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

• **Category-wise ShareHolding:**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 31 <sup>st</sup> March, 2017)				No. of Shares held at the end of the year (As on 31 <sup>st</sup> March, 2018)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Dem at	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<i>1) Indian</i>									
a) Individual/ HUF	0	25,00,000	25,00,000	100	6200006	0	6200006	57.77%	42.23
b) Central Govt	0	0	0	0	0	0	0	0	
c) State Govt(s)	0	0	0	0	0	0	0	0	
d) Bodies Corp	0	0	0	0	0	0	0	0	
e) Banks / FI	0	0	0	0	0	0	0	0	
f) Any Other	0	0	0	0	1550005	0	1550005	14.44%	14.44
Sub-total(A)(1):-	0	25,00,000	25,00,000	100%	7750011	0	7750011	72.21%	27.79
<i>2) Foreign</i>	0	0	0	0	0	0	0	0	
g) NRIs- Individuals	0	0	0	0	0	0	0	0	
h) Other- Individuals	0	0	0	0	0	0	0	0	
i) Bodies Corp.	0	0	0	0	0	0	0	0	
j) Banks / FI	0	0	0	0	0	0	0	0	
k) Any	0	0	0	0	0	0	0	0	



**MOKSH ORNAMENTS LIMITED**

Other....									
	0	0	0	0	0	0	0	0	
Sub-total(A)(2):-									
TOTAL A	0	25,00,000	25,00,000	100%	7750011	0	7750011	72.21%	27.79
<b>B. Public Shareholding</b>	<b>0</b>								
<i>1. Institutions</i>									
a) Mutual Funds	0	0	0	0%	0	0	0	0%	
b) Banks / FI	0	0	0	0%	0	0	0	0%	
c) Central Govt	0	0	0	0%	0	0	0	0%	
d) State Govt(s)	0	0	0	0%	0	0	0	0%	
e) Venture Capital Funds	0	0	0	0%	0	0	0	0%	
f) Insurance Companies	0	0	0	0%	0	0	0	0%	
g) FIs	0	0	0	0%	0	0	0	0%	
h) Foreign Venture Capital Funds	0	0	0	0%	0	0	0	0%	
i) Others (specify)	0	0	0	0%	0	0	0	0%	
Sub-total(B)(1)	0	0	0	0%	0	0	0	0%	
<i>2. Non Institutions</i>									
a) Bodies	0	0	0	0%	0	0	0	0%	



**MOKSH ORNAMENTS LIMITED**

Corp.									
(i) Indian									
(ii) Overseas									
<b>b) Individuals</b>	0	0	0		0	0	0	0%	
(i) Individual shareholders holding nominal share capital up to Rs. 2 lakh					1800000			16.77	
(ii) Individual shareholders holding nominal share capital in excess of Rs 2lakh				-					
					903000			8.41	
Others(Specify)	0	0	0	-	279000	0	0	2.60	2.60
	0	0	0						27.78
Sub-total(B)(2)					2982000		2982000	27.78	
	0	0	0						
Total Public Shareholding (B)=(B)(1)+(B)(2)					2982000		2982000	27.78	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0%	0	0	0	0%	
<b>Grand Total (A+B+C)</b>	<b>0</b>	<b>25,00,000</b>	<b>25,00,000</b>	<b>100</b>	<b>10732011</b>	<b>0</b>	<b>10732011</b>	<b>100</b>	<b>0</b>





• Shareholding of Promoters:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (As on 31 <sup>st</sup> March, 2017)			Shareholding at the end of the year (As on 31 <sup>st</sup> March, 2018)			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
	Promoter & Promoter Group							
1.	AMRIT JAWANMALJI SHAH	10,00,000		-	3100001	28.88	-	28.88
2.	JAWANMAL MOOLCHAND SHAH	10,00,000		-	3100005	28.88	-	28.88

• Change in Promoters' Share holding (please specify, if there is no change):

PARTICULARS	NUMBERS OF SHARES AS AT 31 <sup>ST</sup> MARCH, 2018	%	NUMBER OF SHARES AS AT 31 <sup>ST</sup> MARCH 2017	%
Amrit J Shah	31,00,001	29%	20,66,670	40%
Jawanmal M Shah	31,00,005	29%	20,66,670	40%

• Shareholding pattern of Top Ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No	For each of the Top ten Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	NIKESH SHANTILAL JAIN	0	0	84000	0.7827
2	DEVANSH N JAIN	0	0	84000	0.7827
3	NIKESH SHANTILAL JAIN	0	0	60000	0.5591
4	PATEL KIRITBHAI	0	0	39000	0.3634



**MOKSH ORNAMENTS LIMITED**

5	BP EQUITIES PVT LTD	0	0	39000	0.3634
6	JITENDRA SOHANRAJ MEHTA	0	0	36000	0.3354
7	LAKSHMI. PL	0	0	36000	0.3354
8	SOHANRAJ KISHORMAL MEHTA	0	0	33000	0.3075
9	KEYUR K PATEL	0	0	30000	0.2795
10	USHA ANILKUMAR DHULIA	0	0	30000	0.2795

• **Shareholding of Directors and Key Managerial Personnel:(NIL)**

Name of the Directors or Key Managerial Personnel	No. of Equity Shares held	% of total shares of the company
Amrit J. Shah	31,00,001	28.88%
Jawanmal M. Shah	31,00,005	28.88%
Sangeeta A. Shah	7,75,001	7.22%
Purvash Shah	1	-

➤ **INDEBTEDNESS:**

Indebtedness of the Company including interest outstanding/accrued but not due for payment. -NIL

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL	NIL	NIL	<i>NIL</i>
i) Principal Amount	35,02,36,781			35,02,36,781
ii) Interest due but not paid				
iii) Interest accrued but not				
<b>Total (i+ii+iii)</b>	<b>35,02,36,781</b>	<b>NIL</b>	<b>NIL</b>	<b>35,02,36,781</b>
Change in Indebtedness during the financial year	NIL	NIL	NIL	<i>NIL</i>
- Addition				
- Reduction	10976082			10976082
<b>Net Change</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b><i>NIL</i></b>



**MOKSH ORNAMENTS LIMITED**

Indebtedness at the end of the financial year	NIL	NIL	NIL	<i>NIL</i>
i) Principal Amount	33,92,60,699			33,92,60,699
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	<b>33,92,60,699</b>	<b>NIL</b>	<b>NIL</b>	<b>33,92,60,699</b>

➤ **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

• **Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sl. No.	Particulars of Remuneration	AMRIT J SHAH (Managing Director)	Total Amount
1.	Gross salary	Rs. 2,00,000 per month	Rs. 24,00,000/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - As % of profit - others, specify...	NIL	NIL
5.	Others, please specify	NIL	NIL
6.	Total(A)	Rs. 2,00,000/- per month	Rs. 24,00,000/-
Sl. No.	Particulars of Remuneration	JAWANMAL M SHAH (WHOLE TIME DIRECTOR)	Total Amount
1.	Gross salary	Rs. 2,00,000/- per month	Rs. 24,00,000/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL



**MOKSH ORNAMENTS LIMITED**

	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - As % of profit - others, specify...	NIL	NIL
5.	Others, please specify	NIL	NIL
6.	Total(A)	Rs. 2,00,000/- per month	Rs. 24,00,000/-

• **Remuneration to other directors: :**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Sangeeta Shah	Brijesh Shah	Hemang Shah	
	<u>Independent Directors</u>				
	· Fee for attending board committee meetings	0	25000 p.a.	25000 p.a.	50000 p.a.
	· Commission	0	0	0	0
	· Others, please specify	0	0	0	0
	<b>Total (1)</b>	0	25,000	25,000	50,000
	<u>Other Non-Executive Directors</u>				
	· Fee for attending board committee meetings	1,00,000 p.m.	0	0	12,00,000
	· Commission	0	0	0	0
	· Others, please specify	0	0	0	0
	<b>Total(2)</b>	1,00,000	0	0	12,00,000
	<b>Total(B)=(1+2)</b>	1,00,000	25,000	25,000	12,50,000

• **Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD - NIL**



➤ PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: N.A

Type	Section of The companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD /NCLT/Court]	Appeal made. If any(give details)
<b>A. Company</b>					
Penalty					
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty					
Punishment					
Compounding					
<b>C. Other Officers In Default</b>					
Penalty					
Punishment					
Compounding					



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### INDUSTRY OVERVIEW:

#### ➤ INTRODUCTION

The Gems and Jewellery sector plays a significant role in the Indian economy, contributing around 6-7 per cent of the country's GDP. One of the fastest growing sectors, it is extremely export oriented and labour intensive.

Based on its potential for growth and value addition, the government of India has declared the Gems and Jewellery sector as a focus area for export promotion. The Government has recently undertaken various measures to promote investments and to upgrade technology and skills to promote 'Brand India' in the international market.

India is deemed to be the hub of the global jewellery market because of its low costs and availability of high-skilled labour. India is the world's largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies. Moreover, India exports 95 per cent of the world's diamonds, as per statistics from the Gems and Jewellery Export promotion Council (GJEPC). India's Gems and Jewellery sector has been contributing in a big way to the country's foreign exchange earnings (FEEs). The Government of India has viewed the sector as a thrust area for export promotion. The Indian government presently allows 100 per cent Foreign Direct Investment (FDI) in the sector through the automatic route.

#### ➤ MARKET SIZE

The gems and jewellery market in India is home to more than 500,000 players, with the majority being small players.

India is one of the largest exporters of gems and jewellery and the industry is considered to play a vital role in the Indian economy as it contributes a major chunk to the total foreign reserves of the country. UAE, US, Russia, Singapore, Hong Kong, Latin America and China are the biggest importers of Indian jewellery. The demand for gold in India rose by 15 per cent year-on-year to reach 123.5 tonnes during January-March 2017, according to the World Gold Council (WGC). The Goods and Services Tax (GST) and monsoon will steer India's gold demand going forward.

The overall net exports of Gems & Jewellery during April 2017 stood at US\$ 3.2 billion, whereas exports of cut and polished diamonds stood at US\$ 1.75 billion. Exports of gold coins and medallions stood at US\$ 553.59 million and silver jewellery export stood at US\$ 768.92 million during April 2017.

#### ➤ BUSINESS OVERVIEW

Moksh Ornaments Limited are in the business of manufacture and wholesale of jewellery and head quartered at Mumbai, Maharashtra. The jewellerys are manufactured on job work basis at Kolkata and Mumbai. We primarily sell gold jewellery and our product profile includes bangles, chain, and mangalsutra. Our focus is on developing new designs that meet customer's requirements as well as cater to their tastes and specifications. We get our products designed by third party designers.

We endeavor to maintain the quality of our products, follow strict procedures to ensure control quality, timely delivery and competitive prices. We offer regular designs and guarantee to our esteemed customers for the time bound delivery of the products. We get the jewellery hallmarked from BIS recognized Assaying and Hallmarking Centre for our customers. The BIS hallmark, a mark of conformity widely accepted by the consumer bestow the additional confidence to the consumer on the purity of our gold jewellery.



Our Promoters are Jawanmal M. Shah and Amrit J. Shah has around 30 years and 20 years of experience respectively in jewellery industry. Some of our major customers include Nakshatra Jewellery, P.N. Gadgil & Sons, Ranka Jewellers, P.N. Gadgil Jewellers Private Limited, etc.

We procure the required gold from various banks and local markets. We are located in jewellery hub of Mumbai which give us an added advantage in terms of procurement.

Our total income for the Fiscal ended March 31, 2015, 2016, 2017 and June 30, 2017 was Rs. 11,080.96 Lakhs, Rs. 14,295.88 Lakhs, Rs. 23,972.06 Lakhs and Rs. 8,085.27 Lakhs respectively. Our restated profit after tax for the Fiscal ended March 31, 2015, 2016, 2017 and June 30, 2017 was Rs. 16.81 Lakhs, Rs. 15.20 Lakhs, Rs. 309.78 Lakhs and Rs. 86.76 Lakhs respectively.

➤ **OUR PRODUCTS**

Our product range includes gold bangles, chain and mangalsutra.



➤ **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has in place adequate system of internal control. It has documented procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, protecting assets from unauthorized user losses, compliances with regulations and for ensuring reliability of financial reporting.

➤ **HUMAN RESOURCES & INDUSTRIAL RELATIONS:**

The Company's Human Resources philosophy is to establish and build a strong performance and competency driven culture with greater sense of accountability and responsibility. The Company has taken pragmatic steps for strengthening organizational competency through involvement and development of employees as well as installing effective systems for improving the 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 employees skill, knowledge and business facilities updated, ongoing in house and external training is provided to the employees at all levels.

➤ **RISKS AND CONCERNS:**

It is essential to correctly assess the risk in each segment so that the risk is mitigated before it becomes a possible threat. General risk segments are statutory compliances, economy, financials, Government policies, market related, operational, products and technology etc., The management has a rapid review of likely risk areas with the objective to define a framework for identification, evaluation and mitigating the risk in the decision making process and to encourage proactive management and not reactive management.



## CEO/ MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER CERTIFICATION

To,  
The Board of Directors  
MOKSH ORNAMENTS LIMITED

**Subject:** Certificate in accordance with Regulation 33(2) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

We, undersigned certify that the Audited Financial Results for the quarter and year ended 31<sup>st</sup> March, 2018 prepared in accordance with Clause 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading and we further certify that;

- We have reviewed financial statements and the cash flow statement for the quarter and year ended March 31, 2018 and that to the best of their knowledge and belief:
  - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- We have indicated to the auditors and the Audit committee:
  - significant changes in internal control over financial reporting during the year;
  - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

SD/-  
(AMRIT J SHAH)  
MANAGING DIRECTOR  
DIN: 05301251

SD/-  
CHIEF FINANCIAL OFFICER  
MR. PURVESH SHAH

Date: 21<sup>st</sup> August, 2018  
Place: Mumbai





## Annexure - IV to the Report of Board of Director

### Secretarial Audit Report for the financial year ended on 31st March, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
*Moksh Ornaments Limited*

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Moksh Ornaments Limited (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.

Based on my verification of the Moksh Ornaments Limited 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31 March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism 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 -period from 03 January, 2018 to 31 March, 2018 According to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India ( Issue of Capital and Disclosure Requirements ) Regulations 2009;
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) 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;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
  - h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998

And in general, the Company has systems, process and procedure for the compliance of Other Laws Applicable to the Company.



I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with NSE Limited.

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 observation:

- a) Filing of certain forms with the Ministry of Corporate Affairs required under the Companies Act, 2013 was not done in time. However for late filing of forms the Company has paid additional fees.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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 during the audit period, there were no instances of:

- I. Redemption/buy-back of securities.
- II. Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013.
- III. Merger/ amalgamation/ reconstruction etc.
- IV. Foreign technical collaborations.

S/d

CS Jaymin Modi  
Practicing Company Secretaries  
Membership No. 44248  
COP No. : 16948

Note:

1. As the applicability of the Secretarial Audit to the Company triggered from the date of listing on NSE ( EMERGE) i.e. 3<sup>rd</sup> January, 2018 . Therefore the audit for the company was undertaken from 03.01.2018 to 31.03.2018.
2. This report is to be read with our letter of even date which is annexed as Annexure - I and forms an integral part of this report.



**ANNEXURE - I**

To,  
The Members,  
MOKSH ORNAMENTS LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices followed by us provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of event setc.

4. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.

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.

S/d  
For Jaymin Modi & Co.

CS Jaymin Modi  
Practicing Company Secretaries  
Membership No. 44248  
COP No. : 16948



## CORPORATE GOVERNANCE REPORT

The report on Corporate Governance states compliance as per requirements of the Companies Act, 2013, SEBI (LODR), Regulations, 2015, as applicable to the Company. Given below are the Company's Corporate Governance policies and practices for 2017-18 and the Company has complied with all the statutory and regulatory requirements as stipulated in the applicable laws.

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance even before they were man-dated by the legislation. Transparency, integrity, professionalism and accountability - based values form the basis of the Company's philosophy for Corporate Governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations.

### BOARD OF DIRECTORS:

The Company is managed by well- qualified professionals. All directors are suitably qualified, experienced and competent. The members of the Board of Directors are persons with considerable experience and expertise in Audit, Accounts, Finance, Administration and Marketing. The Company is benefitted by the experience and skills of the Board of Directors. The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the company which could have potential conflict of interest with the company at large. The Company has a Code of Conduct for Directors and Senior Management personnel. The code is available on the official website of the [www.mokshornaments.com](http://www.mokshornaments.com)

**Composition of board and changes therein:** The Board of directors is duly constituted and consists of the following directors namely:

Sr No.	Name of the Director	DIN	Designation
1	Amrit J. Shah	05301251	Managing Director
2	Jawanmal M Shah	05301300	Whole-Time Director
3	Sangeeta A Shah	05301330	Non-Executive Director
4	Brijesh D Shah	07352957	Independent Director
5	Hemang H Shah	07953299	Independent Director

### Orderly succession to Board and Senior Management:

The Board of the Company satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management.

### Code of Conduct:

Regulations 17(5) of the SEBI (LODR) Regulations, 2015, requires listed Companies to lay down a Code of Conduct for its Directors and Senior Management, incorporating duties of a Directors as laid down in the Companies Act, 2013. The Board has adopted a Code of Conduct for all Directors and Senior Management of the Company and the same has been placed on Company's website.

### Maximum tenure of Independent Directors:

The maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and Regulation 25(2) of the SEBI (LODR) Regulations, 2015.



**Directors' interest in the company:**

Sometime, the Company does enter into contracts with companies in which some of the Directors of the Company are interested as director or member. However, these contracts are in the ordinary course of the Company's business without giving any specific weight age to them. Directors regularly make full disclosures to the Board of Directors regarding the nature of their interest in the companies in which they are directors or members. Full particulars of contracts entered with companies in which directors are directly or indirectly concerned or interested are entered in the Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the same is placed in every Board Meeting for the noting of the Directors.

**Responsibilities & Functions of Board of Directors:**

The Board of Directors of the listed entity shall have the following responsibilities:

(i) Disclosure of information:

- (1) Members of Board of Directors and key managerial personnel shall disclose to the Board of directors whether they, directly, indirectly, or on behalf of third parties, have a material interest in any transaction or matter directly affecting the listed entity.
- (2) The Board of Directors and senior management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

(ii) Key functions of the Board of Directors-

1. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
2. Monitoring the effectiveness of the listed entity's governance practices and making changes as needed.
3. Selecting, compensating, monitoring and, when necessary, replacing key managerial Personnel and overseeing succession planning.
4. Aligning key managerial personnel and remuneration of board of directors with the longer term interests of the listed entity and its shareholders.
5. Ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of Directors.
6. Monitoring and managing potential conflicts of interest of management, members of the Board of Directors and shareholders, including misuse of corporate assets and abuse in related party transactions.
7. Ensuring the integrity of the listed entity's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.
8. Overseeing the process of disclosure and communications
9. Monitoring and reviewing Board of Director's evaluation framework.

iii) Other responsibilities:



1. The Board of Directors shall provide strategic guidance to the listed entity, ensure effective monitoring of the management and shall be accountable to the listed entity and the shareholders.
2. The Board of Directors shall set a corporate culture and the values by which executives Throughout a group shall behave.
3. Members of the Board of Directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.
4. The Board of Directors shall encourage continuing directors training to ensure that the members of Board of Directors are kept up to date.
5. Where decisions of the Board of Directors may affect different shareholder groups differently, the Board of Directors shall treat all shareholders fairly.
6. The Board of Directors shall maintain high ethical standards and shall take into account the interests of stakeholders.
7. The Board of Directors shall exercise objective independent judgment on corporate affairs.
8. The Board of Directors shall consider assigning a sufficient number of non- executive members of the Board of Directors capable of exercising independent judgment to tasks where there is a potential for conflict of interest.
9. The Board of Directors shall ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognized or exposes the listed entity to excessive risk.
10. The Board of Directors shall have ability to 'step back' to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity's focus.
11. When committees of the Board of Directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the Board of Directors.
12. Members of the Board of Directors shall be able to commit themselves effectively to their responsibilities.
13. In order to fulfill their responsibilities, members of the Board of Directors shall have access to accurate, relevant and timely information.
14. The Board of Directors and senior management shall facilitate the independent Directors to perform their role effectively as a member of the Board of Directors and also a member of a committee of Board of Directors.

**Performance Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015, the Board has carried out an annual evaluation of its own performance, and that of its Committees and individual directors. Manner in which such formal annual evaluation was made by the Board is given below:

- Performance evaluation criteria for Board, Committees of the Board and Directors were approved by the Board at its meeting. The criteria are placed on the Company's website [www.mokshornaments.com](http://www.mokshornaments.com)



- The report of performance evaluation so arrived at was then noted and discussed by the Nomination and Remuneration Committee and Board at their meetings held.

Under law, as per the report of performance evaluation, the Board shall determine, inter alia, whether to continue the term of appointment of the independent director. During the year under review, there was no occasion to decide on the continuance of the term of appointment of any of the independent directors and hence, the question of taking a decision on their re-appointment did not arise. Details on the evaluation carried out by the independent directors at their meeting held on 31st March, 2018 have been furnished in a separate Para elsewhere in this Report.

The Board of Directors is collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- desired age and diversity on the Board;
- size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- professional qualifications, expertise and experience in specific area of business;
- balance of skills and expertise in view of the objectives and activities of the Company;
- avoidance of any present or potential conflict of interest;
- availability of time and other commitments for proper performance of duties; personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.

#### REMUNERATION OF DIRECTORS:

##### Pecuniary transactions with non-executive directors:

During the year under review, there were no pecuniary transactions with any non-executive director of the Company. The register of contracts is maintained by the Company pursuant to section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

##### Criteria of making payments to non-executive directors:

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee corporate governance framework of the Company. As stated earlier, the Remuneration Policy, inter alia, disclosing criteria of making payments to directors, key managerial personnel and employees is placed on [www.mokshornaments.com](http://www.mokshornaments.com)

#### NON-EXECUTIVE DIRECTORS:

Non-executive directors are paid sitting fees and commission.

#### MANAGING DIRECTOR:

During the year under review, the Company paid remuneration to the Managing Director of the Company as provided in detail in an annexure to the Directors' Report in Form MGT-9, i.e. extract of the Annual Return. Managing Director is entitled to superannuation benefits payable in the form of an annuity from an approved life insurance company, which form part of the perquisites allowed to him. No pension is paid by the Company.



**COMPLIANCES REGARDING INSIDER TRADING:**

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of conduct for prohibition of insider trading, as approved and adopted by the Directors and designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information during the period of Trading Window Closure. The Board is responsible for implementation of the Code. All Board of Directors and designated employees have confirmed compliance with the Code. The Board has appointed Charmy H Variya, Compliance officer under the code.

The Code referred to in (a) above is placed on the Company's website [www.mokshornaments.com](http://www.mokshornaments.com)

**FAMILIARIZATION OF INDEPENDENT DIRECTORS:**

The details of familiarization program for Independent Directors have been disclosed on website of the Company. In addition to the extensive induction and training provided as part of the familiarization program, the Independent Directors are also taken through various business and functional sessions in the Board meetings including the Board meetings to discuss strategy. The details of Directors' induction and familiarization are available on the Company's website.

**MEETINGS OF THE BOARD OF DIRECTOR:**

**COMMITTEES OF THE BOARD:**

The Board Committee plays a crucial role in the governance structure of the Company and has been constituted to deal with specific areas/activities which concern the Company and need a closer review. The Board Committee are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee meetings.

The Board has constituted following Committees of Directors:

- Audit Committee,
- Nomination & Remuneration Committee, and
- Stakeholder's Relationship Committee.

• **AUDITCOMMITTEE:**

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section.

➤ **Composition:**

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	REMARKS	NUMBER OF MEETINGS	
			Held	Attended
Brijesh D. Shah	Non-Executive & Independent Director	Chairman	4	4





Hemang H. Shah	Non-Executive & Independent Director	Member	4	4
Amrit J. Shah	Managing Director	Member	4	4

➤ **Terms of reference:**

The broad terms of reference of the Audit Committee are as under:

- Reviewing of the Company's financial reporting process and the disclosure of its financial information
- To ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment, remuneration and terms of appointment of external Auditor.
- Review and monitor the auditor's independence and performance and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the company with related parties
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Monitoring the end use of funds raised through public offers and related matters.
- Reviewing with management the Annual financial statements and half yearly and Quarterly financial results before submission to the Board.
- Reviewing periodically the adequacy of the internal control system.
- Discussions with Internal Auditor on any significant findings and follow up there on.

● **NOMINATION AND REMMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee of Directors was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013. The Composition of the Committee is in conformity with the provisions of the said Section.

The Nomination and Remuneration Committee was constituted by Board on March 20, 2017.

➤ **Composition:**

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	REMARKS	NUMBER OF MEETINGS	
			Held	Attended



Hemang H. Shah	Non-Executive & Independent Director	Chairman	4	4
Brijesh D. Shah	Non-Executive & Independent Director	Member	4	4
Sangeeta A. Shah	Non-Executive & Non-Independent Director	Member	4	4

➤ **Terms of reference:**

The broad terms of reference of the Nomination and Remuneration Committee are asunder:

- Formulation of the criteria for determining the qualifications, positive attributes and independence of Director;
- Devising a policy on Board diversity;
- Formulation of Remuneration policy;
- Review the structure, size and composition of the Board;
- Identifying and selection of candidates for appointment as Directors;
- Identifying potential individuals for appointment as Key Managerial Personnel and Senior Management;
- Formulation of criteria for evaluation of Independent Directors and the Board.

● **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee of Directors was constituted pursuant to the provisions of Section 178(5) of the Companies Act, 2013. The composition of the Committee is in conformity with the provisions of the said section.

➤ **Composition:**

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	REMARKS	NUMBER OF MEETINGS	
			Held	Attended
Sangeeta A. Shah	Non-Executive & Non Independent Director	Chairman	4	4
Amrit J Shah	Managing Director	Member	4	4
Brijesh D Shah	Non-Executive & Independent Director	Member	4	4



- **Details of Investor's grievances/ Complaints:**  
The Company has not received any complaints during the year. The pending complaints of the Shareholders/Investors registered with SEBI at the end of the current financial year ended on 31st March, 2017 are NIL.
  
- **VIGIL MECHANISM & WHISTLE BLOWER POLICY**  
The company has established vigil mechanism for the directors and employees to report their genuine concerns or grievances, details of adequate safeguards provided against victimisation of employees and directors who avail of the vigil mechanism, mechanism of providing for direct access etc, as provided in rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, read with corresponding rules, circulars, notifications, orders and amendments thereof.
  
- **Compliance Officer:**  
Ms.Charmy Varia is the compliance Officer of the Company for the above purpose.

**COMPANY'S POLICY RELATING TO PAYMENT OF REMUNERATION TO DIRECTORS:**

The Board determines the remuneration payable to the Executive Directors taking into account their qualification, expertise and contribution and based on recommendations of the Nomination and Remuneration Committee. Non- Executive Directors are eligible to receive sitting fees for attending Board / Committee Meetings as decided by the Board within the limits prescribed under the Companies Act, 2013.

The Remuneration policy of the Company is as under:

- **Remuneration to Non-Executive Directors:**  
A Non-Executive Director is eligible to receive sitting fees for each meeting of the Board or Committee of the Board attended by him/her, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Act and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014.
  
- **Remuneration to Executive Directors:**  
The Board in consultation with the Nomination & Remuneration Committee decides the structure for Executive Directors. On the recommendation of the Nomination & Remuneration Committee the Remuneration paid/payable is approved by the Board of Directors and by the members in the General Meeting in terms of provisions applicable from time to time.

**SHARE TRANSFER SYSTEM:**

The Share transfer is processed by the Registrar & Share Transfer Agent and approved by Share Transfer Committee, if the documents are complete in all respects, within 21 days from the date of lodgment.

**SEBI COMPLAINTS REDRESS SYSTEM (SCORES)**

SEBI vide circular dated 3rd June, 2011 introduced SCORES, i.e., SEBI Complaints Redress System the system of processing of investors complaints in a centralized web based complaints redress portal known as 'SCORES'. The salient features of this system are: centralized database of all Complaints, online upload Action Taken Reports (ATRs) by concerned Companies and online viewing by investors of action taken on the complaints and its current status. The Company is registered with SEBI under the SCORES system.

**ISIN No**

The Company's Demat International Security Identification Number (ISIN) for its equity shares in CDSL and NSDL is INE514401012.

**SHAREHOLDING PATTERN:**

**MOKSH ORNAMENTS LIMITED**

Sr. Nos.	Category	As on 31 <sup>st</sup> March, 2017		As on 31 <sup>st</sup> March, 2018	
		No. of Shares held	% of Shareholding	No. of Shares held	% of Shareholding
A	Promoters	-	-	-	-
1.	Individuals/HUF	25,00,000	100%	62,00,006	57.77%
	Bodies Corporate	NIL	NIL	NIL	NIL
	Any Others(Specify)	NIL	NIL	15,50,005	14.44%
	TOTAL (A)	25,00,000	100%	77,50,011	72.21%
B	Public Shareholding	-	-	-	-
1.	Institutions	NIL	NIL	NIL	NIL
	Foreign Institutional Investors	NIL	NIL	NIL	NIL
2.	Non-Institutions	NIL	NIL	NIL	NIL
	Bodies Corporate	NIL	NIL	NIL	NIL
(a)	Individual Shareholders holding up to Rs.2 Lac	NIL	NIL	18,00,000	16.77%
(b)	Individual Shareholders holding above Rs.2 Lac	NIL	NIL	9,03,000	8.41%
	NRIs / HUF's / Clearing Members/Bodies corporate	NIL	NIL	2,79,000	2.60%
	TOTAL (B)	NIL	NIL	29,82,000	27.78%
	TOTAL (A+B)	25,00,000	100%	1,07,32,011	100%

**ADDRESS FOR CORRESPONDENCE:****MOKSH ORNAMENTS LIMITED**

B-405/2, 4TH FLOOR, 99,MULJI JETHA BLDG, KALBADEVI ROAD, VITTHALWADI, MUMBAI - 400002 (MAHARASHTRA)

Email ID: cs@mokshornaments.com

**RECONCILIATION OF SHARE CAPITAL AUDIT:**

A practicing Company Secretary carries out reconciliation of share capital audit, on half -yearly basis to reconcile the total admitted capital with NSDL & CDSL and total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL & CDSL.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year to which this financial statements relate and the date of this report.



---

MOKSH ORNAMENTS LIMITED

Date: 21<sup>st</sup> August, 2018  
Place: Mumbai

By order of Board of Directors  
Sd/-  
Amrit J Shah  
Managing Director

**REGISTERD OFFICE:**

B-405/1, B-405/2, 4th floor  
99, Mulji Jetha Bldg, Kalbadevi Road,  
Vitthalwadi, Kalbadevi  
Mumbai- 400002



## INDEPENDENT AUDITOR'S REPORT

To,

The Members of MOKSH ORNAMENTS LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of MOKSH ORNAMENTS LIMITED , which comprise of Balance sheet as at 31<sup>st</sup> March, 2018, the statement of profit and loss and the cash flow statement for the year ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility 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 with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance 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, read with rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting the 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 free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility:

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depends upon the auditor's judgment , including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

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.



## MOKSH ORNAMENTS LIMITED

- In so far as it relates to the Balance sheet, of the statement of affairs of the Company as at 31<sup>st</sup> March, 2018
- In so far as it relates to the profit & Loss Account, the profit of the company for the year ended on that date.
- In so far as it relates to the Cash Flow, The Cash flow Statement of the company for the year ended 31<sup>st</sup> March, 2018.

### Report on other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 & 4 of the order, to the extent applicable.
- As required by section 143 (3) of the Act, we report that:
  - We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - In our opinion proper books of account as required by the law have been kept by the Company so far as it appears from our examination of those books.
  - The balance sheet, the statement of profit & loss account and the cash flow statement dealt with by this report are in agreement with the books of accounts.
  - In our opinion the aforesaid, financial statements comply with the Accounting Standards specified under section 133 of the act, read with Rule 7 of the Companies (Accounts) Rules, 2014 .
  - On the basis of the written representations received from the Directors as on 31<sup>st</sup> March, 2018 taken on record by the Board of Directors, none of the director is disqualified as on 31<sup>st</sup> March, 2018 from being appointed as a director in terms of Section 164(2) of the Act;
  - With respect to the adequacy of internal financial control over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in Annexure B' and
  - With respect to the other matters to be included in the Auditor's Report in accordance with the 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 were no Pending Litigation on the Company.
    - b. The provisions as required under the applicable law or accounting standards for material foreseeable losses if any on the long term contracts including derivative contracts are not applicable to the company.
    - c. There has been no such requirement for transferring amounts, required to be transferred to the Investor Education and Protection Fund transfer by the Company.

For S D JAIN & CO  
CHARTERED ACCOUNTANTS  
FRN:116309W

Date: 21<sup>st</sup> May, 2018  
Place: Mumbai

SHANTILAL D JAIN  
PROPRIETOR  
MEMBERSHIP NO: 110218



## ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

The annexure referred to in our Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended 31<sup>st</sup> March, 2018, we report that:

- 1) The Company has maintained proper records showing full particulars, including details and situation of fixed assets.

2) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner at regular intervals. In accordance with the programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

3) According to the information and explanations given to us and on the basis of our examination of the records of the company there are immovable properties held in the name of the company and the Directors which are mortgaged with Bharat Co-operative Bank for availing Bank guarantee and cash credit facilities. The details thereof are as follows:

- 1) Property at Bhiwandi-Company
- 2) Residential and Office Property - Direct

- In respect of its inventories:

Physical verification of inventories has been conducted at reasonable intervals by the management and no material discrepancies were noticed.

- The Company has not generated any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register under section 189 of the Companies Act, 2013
- In our opinion and according to the information and explanation given to us, the company has not accepted any deposits and hence the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions to the act and the rules made thereunder are not applicable to the company
- The maintenance of cost records is not applicable as prescribed by the Central Government under section 148 (1) of the Act, to the Company.
- 1) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of unpublished statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess, GST and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees state insurance and duty to excise. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess, GST and other material statutory dues were in arrears as at 31<sup>st</sup> March, 2018 for a period of more than 6 months from the date they became payable.
- Based on the audit procedures and on the basis of information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to any financial institutions or banks. The company has not taken any loans from the government. The company has not issued any debentures as at the balance sheet date
- The company has not raised any money by way of initial public offer during the year. The company has not raised any money by way of further public issue (including debt instruments) during the year. Accounting information and explanations given to us, term loans have been applied for the purpose for which they were obtained.





**MOKSH ORNAMENTS LIMITED**

- According to the information and explanations given to us, no material fraud by the company or on the company by its officers or employees has been noticed or reported during the year, nor have we been informed of any such case by the management.
- The Managerial remuneration has been paid or provided during the year which does not exceed the limits prescribed in section 197 read with the applicable schedule of the act. Accordingly requisite approvals mandated by the provisions of section 197 read with Schedule v of the Companies act, 2013 are not applicable.
- In our opinion an according to the information and explanations given to us and based on our examinations, the company is not a Nidhi company. Accordingly paragraph 3(xii) of the order is not applicable.
- 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.
- According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares. The company has not issued any convertible debentures during the year.
- 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 non-cash transactions with directors or persons connected with him. Accordingly paragraph 3(xv) of the order is not applicable.
- The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For S D JAIN & CO  
CHARTERED ACCOUNTANTS  
FRN: 116309W**

Date: 21<sup>st</sup> May, 2018  
Place: Mumbai

**SHANTILAL D JAIN  
PROPRIETOR  
MEMBERSHIP NO: 110218**



## ANNEXURE B TO THE INDEPENDENT AUDITOR'S 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 Moksh Ornaments Limited ("the company") as of 31<sup>st</sup> March, 2018 in conjunction with our audit of the financial statements of the company for the period ended on that date.

#### Management's Responsibility for the Financial Statements

The company's management is responsible for establishing and maintaining internal financial controls based on the internal controls over internal financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance note on internal financial control over internal 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 the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors , the adequacy and completeness of the accounting records, and the timely preparation of reliable financial information as required under the Companies act, 2013.

#### Auditor's 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 and the Standards on Auditing issued by the Institute of Chartered Accountants of India. And deemed to be prescribed under section 143(10) of the companies act 2013. 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 reporting systems over financial reporting and their operating effectiveness, Our audit if internal financial controls over financial reporting included obtaining an understanding of internal controls over internal 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 risk of material misstatements of 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 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; statement for external purposes in accordance with generally accepted accounting principle . A company's internal financial control over financial reporting included 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 authorizations of management and directors of the Company ; and



(3) provide reasonable assurance regarding prevention or timely detection of authorized 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 collusions or improper managements due to error or fraud may occur and not be detected. Also projections of any evaluations of the internal financial controls over financial reporting to future projects are subject to 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 procedure may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls systems over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31.03.2018, 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 S D JAIN & CO  
CHARTERED ACCOUNTANTS  
FRN: 116309W

Date: 21<sup>st</sup> May, 2018  
Place: Mumbai

SHANTILAL D JAIN  
PROPRIETOR  
MEMBERSHIP NO: 110218



## BALANCE SHEET

<b>MOKSH ORNAMENTS LIMITED</b>			
<b>BALANCE SHEET AS AT 31.03.2018</b>			
	Note	As at 31.03.2018	As at 31.03.2017
<b><u>I. EQUITIES &amp; LIABILITIES</u></b>			
<b>1. Shareholders Fund</b>			
(a) Share Capital	1	10,73,20,110	5,16,66,740
(b) Reserves & Surplus	2	15,08,92,490	5,91,65,030
(c) Money received against share warrants		-	-
<b>2. Share Application Money pending for allotment</b>		-	-
<b>3. Non-Current Liabilities</b>			
(a) Long Term Borrowing	3	-	87,74,171
(b) Deferred tax liabilities (Net)		-	-
(c) Other Current Liabilities		-	-
(d) Long Term Provision		-	-
<b>4. Current Liabilities</b>			
(a) Short Term borrowings	4	33,92,60,699	35,02,36,781
(b) Trade payables	5	-	2,10,70,267
(c) Other current liabilities	6	49,40,599	1,79,30,477
(d) Short-term provisions	7	1,93,78,562	1,45,40,583
<b>TOTAL</b>		<b>62,17,92,459</b>	<b>52,33,84,049</b>
<b><u>II. ASSETS</u></b>			
<b>Non Current Assets</b>			
<b>(1) (a) Fixed Assets</b>			
(i) Tangible Assets		1,84,71,991	1,86,87,579
(ii) Intangible Assets		-	-
(iii) Capital Work in Progress		-	-
(iv) Intangible Assets under development		-	-
(b) Non-Current Investment		-	-
(c) Deferred Tax Asset		91,088	61,255
(d) Long Term Loans and Advances		-	-

**MOKSH ORNAMENTS LIMITED**

(e) Other Non- Current Assets	8	24,69,772	12,10,051
		<b>2,10,32,851</b>	<b>1,99,58,885</b>
<b>(2) CURRENT ASSETS</b>			
(a) Current Investments			
(b) Inventories	9	43,38,02,886	37,81,28,368
(c) Trade Receivables	10	9,85,78,498	8,52,41,844
(d) Cash & Cash equivalents	11	4,58,86,282	3,81,84,186
(e) Short terms loans and advances	12	2,24,91,943	18,70,766
(f) Other current Assets		-	-
<b>TOTAL</b>		<b>62,17,92,460</b>	<b>52,33,84,049</b>

For S D Jain & Co.  
Chartered Accountant

Shantilal D Jain  
Proprietor  
Mem No. : 110218

For and on behalf of board of Directors  
Moksh Ornaments Limited

Amrit Shah  
Director

Jawanmal shah  
Director

Date: 21<sup>st</sup> May, 2018

Place: Mumbai



## PROFIT AND LOSS ACCOUNT

<b>MOKSH ORNAMENTS LIMITED</b>				
<b>STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2018</b>				
	Note	For the Year ended 31.03.2018 (Rs.)	For the Year ended 31.03.2017 (Rs.)	
<b>INCOME</b>				
Revenue from Operation	13	3,09,70,59,313	2,39,72,05,547	
Other Income	14	31,17,889	21,18,605	
<b>TOTAL</b>		<b>3,10,01,77,202</b>	<b>2,39,93,24,152</b>	
<b>EXPENDITURE</b>				
Purchases	15	3,02,20,24,798	2,40,34,42,825	
Changes in Inventories	16	(5,56,74,519)	(10,98,57,261)	
Employees Benefit Expenses	17	72,73,000	39,02,000	
Direct Expenses	18	2,85,55,548	2,66,58,558	
Other Expenses (Administration & Selling)	19	97,55,980	13,59,463	
Finance Costs	20	2,94,29,319	2,79,11,114	
Depreciation		2,15,588	2,88,992	
<b>TOTAL</b>		<b>3,04,15,79,714</b>	<b>2,35,37,05,691</b>	
<b>Profit/(loss) before tax</b>		<b>5,85,97,488</b>	<b>4,56,18,461</b>	
Less: Preliminary Expenses w/o		83,019	83,019	
<b>Profit/(loss) before tax</b>		<b>5,85,14,469</b>	<b>4,55,35,442</b>	
Less : Provision for Taxation		1,93,78,562	1,45,40,583	
Less : Short or Excess Provision		-	14,677	
Less: Deferred Tax		-29,833	-12,671	
<b>Profit/(loss) after tax</b>		<b>3,91,65,741</b>	<b>3,09,92,853</b>	
<b>COMPUTATION OF EARNING PER SHARE</b>				
Net profit / loss for the year (Rs.)		3,91,65,741	3,09,92,853	
No. of shares outstanding during the year		74,19,121	51,66,674	
Basic and diluted EPS (Rs.)		5.28	6.00	
Nominal Value of Share (Fully paid-up )		Rs. 10/- each	Rs. 10/- each	



---

MOKSH ORNAMENTS LIMITED

For S D Jain & Co.  
Chartered Accountant

Shantilal D Jain  
Proprietor  
Membership No. : 110218

For and on behalf of board of Directors  
Moksh Ornaments Limited

Amrit Shah  
Director

Jawanmal shah  
Director

Date: 21<sup>st</sup> May, 2018

Place: Mumbai



## CASH FLOW STATEMENT

### MOKSH ORNAMENTS LIMITED

#### Cash Flow Statement for the year ending on 31st March'2018

	Current Year		Previous Year	
	In Rupees		In Rupees	
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net profit ( Loss ) after tax and extraordinary items		3,91,65,74 1		3,09,92,8 53
Adjustment for :				
Depreciation	2,15,588		2,88,992	
Interest expense	2,94,29,319		2,79,11,114	
Direct taxes Expense	1,72,59,651		1,45,25,906	
Deferred Tax	(29,833)		(12,671)	
Miscellaneous expenses written off	-	4,68,74,724	-	4,27,13,34 1
Operating profit before working capital changes		8,60,40,46 5		7,37,06,1 94
Adjustment for :				
Trade & other receivables	(3,52,17,552)		4,44,14,875	
Inventories	(5,56,74,518)		(10,98,57,262)	
Trade & Other payables	(2,92,22,166)	(12,01,14,2 36)	(5,06,54,437)	(11,60,96,8 24)
<b>Cash Generated from Operations</b>		(3,40,73,7 71)		(4,23,90,6 30)
Interest & Financial Charges paid	(2,94,29,319)		(2,79,11,114)	
Direct taxes paid	(1,93,78,562)	(4,88,07,88 1)	(1,45,40,583)	(4,24,51,69 7)
Cash flow before extraordinary items		(8,28,81,6 52)		(8,48,42,3 27)
Extraordinary items		-		-
<b>A) Net cash from / (utilised in) operating activities</b>		(8,28,81,65 2)		(8,48,42,32 7)
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of fixed assets (incl. adv.)	-		(24,10,500)	
Sale of fixed assets	-		-	
Other Investments	-		-	
Deposits	-		-	
<b>B) Net cash from / (utilised in) investing activities</b>		-		(24,10,500)
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from Issue of Share Capital	11,03,34,000		-	
Proceeds from Long Term borrowings	87,74,171		2,23,23,924	
Proceeds from Short Term borrowings	(1,09,76,082)		12,44,56,438	



**MOKSH ORNAMENTS LIMITED**

<i>C) Net cash from / (utilised in) financing activities</i>	9,05,83,747	10,21,32,514
Net increase in cash & cash equivalents (A+B+C)	77,02,096	1,48,94,599
Cash & cash equivalents as at 31.03.17 (Opening Balance)	3,81,84,186	2,32,89,815
Cash & cash equivalents as at 31.03.2018 (Closing Balance)	4,58,86,282	3,81,84,186

For S D Jain & Co.  
Chartered Accountant

Shantilal D Jain  
Proprietor  
Mem No. : 110218

For and on behalf of board of Directors  
Moksh Ornaments Limited

Amrit Shah  
Director

Jawanmal shah  
Director

Date: 21<sup>st</sup> May, 2018

Place: Mumbai



## NOTES TO ACCOUNTS

MOKSH ORNAMENTS LIMITED Notes on Financial Statements for the year ended 31 <sup>st</sup> March, 2018		
<b>NOTE 1: SHAREHOLDERS FUND</b>	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017
Authorised Share Capital:		
1,10,00,000 Equity Shares of Rs. 10/- each (7,50,000 Equity shares of Rs. 10/- each)	110,00,00,000	75,00,00,000
Issued, Subscribed and Paid up Capital: 81,48,674 Equity shares of Rs. 10/- each fully paid up 25,83,337 bonus shares issued at ratio of 2:1 of Rs. 10/- each fully paid up.	107320110	51666740
	<b>107320110</b>	<b>51666740</b>

NOTES: The Company came out with Initial Public Offer of 29,82,000 Equity Shares of Rs. 10/- each with a premium of Rs. 27 per share and the same was fully subscribed vide SEBI guideline and prospectus issued during the year.

Number of equity shares held by each shareholder holding more than 5% shares in the company as follows:

PARTICULARS	NUMBERS OF SHARES AS AT 31 <sup>ST</sup> MARCH, 2018	%	NUMBER OF SHARES AS AT 31 <sup>ST</sup> MARCH 2017	%
Amrit J Shah	31,00,001	29%	20,66,670	40%
Jawanmal M Shah	31,00,005	29%	20,66,670	40%
Sangeeta A Shah	7,75,001	7%	5,16,667	10%
Vimal J Shah	7,75,001	7%	5,16,667	10%

### NOTE 2: RESERVES AND SURPLUS:

1.Capital reserves	-		-	
2.Secruity Premium	10,38,47,370		2,33,33,370	
3.General Reserve	-		-	
<b>4.Profit and Loss Account:</b>				
As per last balance sheet	3,58,31,660		48,38,807	
Less: Bonus shares issued	25833370		-	
Less : Short/Excess Provision	2118911		-	
Add: Profit for the year	3,91,65,741		3,09,92,853	
	4,70,45,120		3,58,31,660	
		15,08,92,490		5,91,65,030
		<b>15,08,92,490</b>		<b>5,91,65,030</b>

### NOTE 3 : LONG TERM BORROWINGS



	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
	Current	Non Current	Current	Non Current
Secured:				
Cash Credit Facility	-		-	
Unsecured:				
Loans from Banks	-		-	
Loans from others	-		87,87,171	
<b>TOTAL</b>	-	-	87,74,171	-

**NOTE 4: SHORT TERM BORROWINGS**

		As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2017	
		Current	Non Current	Current	Non Current
	<b>SECURED:</b>				
1	<b>Bank Overdraft Liabilities</b> (Secured loan in the form of cash credit are secured exclusive charges by way of mortgage of residential flat and office premises of directors and relatives , Property at Bhiwandi owned by Company & Directors and further secured by hypothecation of Book debts & inventories)	15,63,10,086		18,75,36,204	
2	<b>Kotak Bank Gold Bullion</b> (Secured by way of Bank Guarantee given by Bharat Co-operative Bank)	182950613		162700577	
	<b>TOTAL</b>	33,92,60,699		35,02,36,781	

**NOTE 5 : TRADE PAYABLES**

	As at 31 <sup>st</sup> March 2018	As at 31 <sup>st</sup> March, 2017
Sundry creditors	-	2,10,70,267
<b>TOTAL</b>		2,10,70,267

**NOTE 6 : OTHER CURRENT LIABILITIES**

	As at 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017
Advance from Customer	-	-
Outstanding Exp. Payable	46,30,506	1,55,16,302
Statutory Liability	3,10,093	24,14175
<b>TOTAL</b>	49,40,599	1,7930,477

**NOTE 7: SHORT TERM PROVISIONS**

	As at 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017
Provision for Taxation & Others	1,93,78,562	1,45,40,583
<b>TOTAL</b>	1,93,78,562	1,45,40,583



## NOTE 8 : OTHER NON-CURRENT ASSETS

	As at 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017
Deposits	19,58,940	6,16,200
Preliminary Exp.	5,10,832	5,93,851
TOTAL	24,69,772	12,10,051

## NOTE 9 : INVENTORIES

	As at 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017
Raw Material	31,35,16,011	3,33,27,064
Work-in-Progress	4,63,47,122	-
Finished Goods	7,39,39,753	34,48,01,304
TOTAL	43,38,02,886	37,81,28,368

## NOTE 10: TRADE RECEIVABLES

	As at 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017
(Unsecured and considered good)		
More than Six Months	-	-
Less than Six Months	9,85,78,498	8,52,41,844
TOTAL	9,85,78,498	8,52,41,844

## NOTE 11: CASH &amp; CASH EQUIVALENTS

	As at 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017
Cash in hand	230016	331458
Balance with Banks:		
In Current Accounts	2,02,21,269	1,60,68,932
In Bank FDR & RD account	2,54,34,995	2,1783,796
TOTAL	4,58,86,280	3,81,84,186

## NOTE 12: ADVANCES RECOVERABLE IN CASH OR KIND

(Unsecured and considered good)	As at 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017
Amount with Govt Authorities	2,23,29,973	16,63,065
Prepaid Expenses	1,67,970	2,07,701
TOTAL	2,24,91,943	18,70,766

## NOTE 13 : REVENUE FROM OPERATIONS

	As at 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017
Sales	3095568518	2392153416
Job Work Charges	1490795	4616365
Interest Received on Gold on Approval	-	435766
TOTAL	3,09,70,59,313	2,39,72,05,547

## NOTE 14 : OTHER INCOME

	As at 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017
Dividend	1,791	-
Other Interest Income	4,35,766	-
FDR Interest	13,90,487	10,71,884

**MOKSH ORNAMENTS LIMITED**

RD Interest	1,10,845	1,46,721
Rent Received	11,79,000	9,00,000
TOTAL	31,17,889	21,18,605

**NOTE 15: PURCHASES**

	As at 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017
Purchases	3022024798	2403442825
TOTAL	3022024798	2403442825

**NOTE 16: INCREASE/DECREASE IN STOCK**

	As at 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017
OPENING STOCK:		
RM+WIP+FIN GOODS	37,81,28,368	26,8271,107
CLOSING STOCK:		
RM+WIP+FIN GOODS	43,38,02,887	37,81,28,368
	-5,56,74,519	-10,98,57,261

**NOTE 17: EMPLOYEE BENEFITS EXPENSES**

	As at 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017
Salaries & Other Emoluments	27,48,000	22,22,000
Remuneration to Directors	45,25,000	16,80,000
TOTAL	72,73,000	39,02,000

**NOTE 18 : DIRECT EXPENSES**

	As at 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017
Labour Charges (Manufacturing)	2,78,27,526	2,62,40,273
Transport & Courier Charges	7,28,022	4,18,285
TOTAL	2,85,55,548	2,66,58,558

**NOTE 19: OTHER EXPENSES ( ADMINISTRATIVE AND SELLING EXPENSES)**

	As at 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017
Audit Fees	90,000	92175
Advertisement / Business Promotion	6,63,725	-
Accounting Charges	148000	48500
Donation	25000	-
Discount	-3814	-7899
Electricity Charges	52930	73430
Insurance Charges	2,95,942	3,67,330
Legal & Professional Charges	6872130	-
Repairs & Maintenance Expense	179652	-
Sundry Expenses	1,87,494	175365
Office Rent	780000	360000
Conv/Traveling Expenses	3,70,762	1,60,387
Membership Fees	9300	6870
Profession Tax	38,200	9100
Printing & Stationery	14750	51000
Telephone Expenses	31909	23205
TOTAL	97,55,980	13,59,463



NOTE 20: INTEREST AND FINANCIAL CHARGES

	As at 31 <sup>st</sup> March, 2018	As At 31 <sup>st</sup> March, 2017
Bank Interest	16516332	21213841
Bank Charges	340213	43964
Bank Guarantee Charges`	5302439	3855689
Interest on Gold Loan	5900053	-
Other Financial Charges	4,51,388	620760
Loan Processing Charges	-	1551515
Interest Paid to Others	918894	625345
<b>TOTAL</b>	<b>2,94,29,319</b>	<b>2,79,11,114</b>



MOKSH ORNAMENTS LIMITED

## MOKSH ORNAMENTS LIMITED

CIN:U36996MH2012PLC233562

B-405/1, B-405/2, 4th floor, 99,Mulji JethaBldg, Kalbadevi Road, Vitthalwadi, Kalbadevi. Mumbai - 400002,Maharashtra Email Id: cs@mokshornaments.com

## ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

For Physical Holding	For Electronic Form (Demat) NSDL/CDSL		No. of Shares Held
LF No.	DP ID	CLIENT ID	

I hereby record my presence at the Annual General Meeting of the Company, being held on Saturday, 29<sup>th</sup> September, 2018 at 11:30A.M. at B-405/1, B-405/2, 4th floor, 99,Mulji JethaBldg, Kalbadevi Road, Vitthalwadi, Kalbadevi. Mumbai -400002,Maharashtra at 11.30 a.m.

**FULL NAME AND ADDRESS OF THE MEMBER/JOINT MEMBER(S) / PROXY (IN CAPITAL LETTERS):**

--

**IF PROXY, FULL NAME AND ADDRESS OF MEMBER/JOINT MEMBER(S) (IN BLOCK CAPITAL LETTERS):**

--

\_\_\_\_\_  
Name of the Member/ Proxy  
(in Block Letters)

\_\_\_\_\_  
Signature of the Member/ Proxy

**Note:**

1. Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall. Joint Shareholders may obtain additional attendance slips at the entrance.
2. Electronic copy of the Annual Report including notice of Annual General Meeting for the financial year ended on 31.03.2018 and Attendance Slip along with Proxy Form is being sent to all the members whose e-mail address is registered with the Company / Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of Annual Report for the financial period ended on 31.03.2018 and Notice of Annual General Meeting along with Attendance Slip and Proxy Form is being sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.



## FORM MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the  
Companies (Management and Administration) Rules, 2014]

Annual General Meeting - Saturday, 29<sup>th</sup> September, 2018

Name of the Shareholder(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

E-mailID: \_\_\_\_\_ Folio No./ClientId: \_\_\_\_\_

DPID: \_\_\_\_\_

I/We, being member(s) of Moksh Ornaments Limited, Holding \_\_\_\_\_  
shares of the Company, hereby appoint:

- A. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_  
Or failinghim/her.
- B. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_  
Or failinghim/her.
- C. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_  
Or failinghim/her.

As my/our proxy to attend and vote (on poll) for me/us, on my/our behalf at the Annual General Meeting of the Company to be held on - Saturday, 29th September, 2018 at 11.30 AM at : B-405/1, B-405/2, 4th floor, 99,Mulji Jetha Bldg,Kalbadevi Road, Vitthalwadi, Kalbadevi. Mumbai - 400002,Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.	BUSINESS	VOTING	
		FOR	AGAINST
<b>ORDINARY BUSINESS:</b>			
1.	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. AmritJawanmalji Shah, who retires by rotation and being eligible offered himself for re-appointment.		





**MOKSH ORNAMENTS LIMITED**

3.	To appoint a Director in place of Mr. JawanmalMoolchand Shah, who retires by rotation and being eligible offered himself for re-appointment.		
4.	To rectify the appointment of Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution		
<b>SPECIAL BUSINESS:</b>			
5.	Regularisation of additional director, Mr Sanjay PukhrajSuthar by appointing him as independent director of the company		
6.	Appointment of Ms NiraliHaresh Shah by appointing her as independent director of the company		

Signed this \_\_\_\_ day of \_\_\_\_ 2018

Revenue Stamp

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

**Notes:**

- a. Proxy need not be a member of the Company.
- b. The Proxy Form duly filled in and signed by the member(s) across Revenue Stamp should reach the Company's Registered Office: B-405/1, B-405/2, 4th floor, 99, Mulji Jetha Bldg, Kalbadevi Road, Vitthalwadi, Kalbadevi. Mumbai -400002, Maharashtra at least 48 hours before the commencement of the meeting.
- c. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.



## FORM MGT-12 BALLOT PAPER/POLLING PAPER

Name of Member (s): (In BLOCK/CAPITAL LETTERS)	
Registered Address:	
DP Id/ Client ID* or Registered Folio No.:	
No of Equity Shares held:	

\*Applicable in case of Share held in electronic form.

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 6<sup>th</sup> Annual General Meeting of Company scheduled to be held on 29<sup>th</sup> September, 2018 at 11:30 A.M. at B-405/1, B-405/2, 4th floor, 99, Mulji Jetha Bldg, Kalbadevi Road, Vitthalwadi, Kalbadevi. Mumbai -400002, Maharashtra, which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box stated here in below:

Resolution No.	Resolution	No. of Equity shares held	I/We assent to the Resolution(s) (For)*	I/We dissent to the Resolution (Against)*
<b>Ordinary Business</b>				
1.	To receive, consider and adopt the Audited Balance Sheet as at March 31, 2018 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Amrit Jawanmalji Shah, who retires by rotation and being eligible offered himself for re-appointment.			
3.	To appoint a Director in place of Mr. Jawanmal Moolchand Shah, who retires by rotation and being eligible offered himself for re-appointment.			
4.	To rectify the appointment of Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following			



**MOKSH ORNAMENTS LIMITED**

	resolution as an Ordinary Resolution			
<b>Special Business</b>				
5.	Regularisation of additional director, Mr Sanjay Pukhraj Suthar by appointing him as independent director of the company			
6.	Appointment of Ms Nirali Haresh Shah by appointing her as independent director of the company			

\*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place: \_\_\_\_\_

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature of Member



## ROUTE MAP TOWARDS THE VENUE OF AGM 2017-18

