

**Date: August 23, 2021**

To,  
BSE Limited  
Corporate Relation Department  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

**Subject: Submission of Annual Report as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Scrip Code: 514394**

Dear Sir,


Please find attached herewith Annual Report for the Financial Year 2020-21 as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Annual Report is also available on the website of the company at [www.atlasjewelleryindia.com](http://www.atlasjewelleryindia.com).

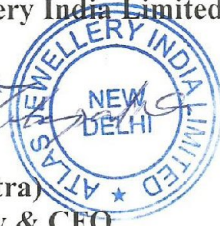
In compliance with the provisions of the Ministry of Corporate Affairs ('MCA') General Circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020 and 13<sup>th</sup> January, 2021 read with Securities and Exchange Board of India ('SEBI') May 12, 2020 and January 15, 2021, the Notice of AGM along with Annual Report is being sent only by email to the members.

Kindly take the same on your record and oblige.

Thanking you

For ATLAS Jewellery India Limited

  
(Chandan Mahapatra)  
Company Secretary & CFO



**Encl: Annual Report 2020-21**

**ATLAS**  
*Trusted by Millions*



31<sup>st</sup> | Annual Report 2020-21

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

Mr. Nanda Kumaran Puthezhath (WTD & Chairman)  
Mr. Bashyakar Mattapalli (Independent Director)  
Mr. Mohandas K (Independent Director)  
Ms. Reema Jain (Independent Director)  
Ms. Pooja Solanki (Additional Director)  
Dr. (Mrs.) Gowri Ramachandran (Additional Director)

### CHIEF FINANCIAL OFFICER & COMPANY SECRETARY

Mr. Chandan Mahapatra

### STATUTORY AUDITORS

M/s. Tarun kandhari & Co. LLP  
Chartered Accountants  
Basement Plot No 65, Sector 12A  
Dwarka, New Delhi-110078

### INTERNAL AUDITORS

M/s. P. Pattabiramen & Co.  
Chartered Accountants  
2910B, Linbuz Business Centre  
14th Main Road, Anna Nagar West  
Chennai- 600 040

### REGISTRAR AND SHARETRANSFER AGENT

Beetal Financial and Computer Services Pvt. Ltd.  
Beetal House, 3rd Floor, 99 Madangir,  
Behind Local Shopping Center, Near Dada  
Harsukhdas Mandir,  
New Delhi- 110062

### REGISTERED OFFICE ADDRESS

JA-710, 7th Floor, DLF Tower A, Plot No. 10,  
Jasola District, New Delhi-110025  
Phone -91-11-40541077/41041149  
E-mail - investor@atlasjewelleryindia.com

## NOTICE

**NOTICE** is hereby given that the Thirty-first (31<sup>st</sup>) Annual General Meeting ('AGM') of the Members of ATLAS Jewellery India Limited ("The Company") will be held on **Thursday, September 16, 2021 at 02.00 p.m. Indian Standard Time ('IST')** through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt Audited Standalone Financial Statements of the Company including the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors, thereon.
2. To appoint a Director in place of Mr. Nanda Kumaran Puthiezath (DIN- 02547619) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Tarun Kandhari & Co LLP, Chartered Accountants as the Statutory Auditors of the Company 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time ('the Act'), read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, under the Act, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), and as recommended by the Audit Committee at its meeting held on August 11, 2021 M/s Tarun Kandhari & Co LLP, Chartered Accountants, (Firm No. 006108C/N500042), represented by its Partner Ms. Renu Suri (Mem. No. 091662), who have offered themselves for re-appointment and have confirmed their eligibility to be re-appointed as Statutory Auditors in terms of Section 141 of the Act and applicable Rules, be and are hereby re-appointed as the Statutory Auditors of the Company for a further period of one (1) year, to hold office from the conclusion of thirty-first (31<sup>st</sup>) Annual General Meeting ('AGM') until the conclusion of the thirty-second (32<sup>nd</sup>) AGM of the Company to be held in the year 2022, at a remuneration of Rs.1,10,000 (Rupees One Lac Ten Thousand only)

plus applicable taxes and actual out of pocket expenses or 5% of the audit fees, whichever is lower as the Audit Fees for the purpose of audit of Standalone financials, IFC Certification, Limited Review, and Rs. 25,000 (Rupees Twenty Five Thousand only) for conduct of tax audit U/s. 44AB of the Income tax Act, plus applicable taxes and actual out of pocket expenses incurred on conduct of the tax audit or 5% of the audit fees and for such fees, remuneration and expenses thereafter for any other assignments not covered in the scope of audit, to be charged separately and independently, as may be mutually agreed between the Company and the said Statutory Auditors and as may be further approved by the Board of Directors (the 'Board') from time to time, with power to the Board, including relevant Committee(s) thereof, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions arising out of change/ increase in scope of work, amendment in Accounting Standards or conditions as may be stipulated by the Act and/ or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors."

**"RESOLVED FURTHER THAT** any one of the Directors for the time being or the Company Secretary of the Company be and are hereby severally authorised to issue the Letter of Engagement/ Appointment to the said Auditors and to submit the necessary returns to the Registrar and to do all such acts, deeds and things as may be considered expedient and necessary in this regard."

**"RESOLVED FURTHER THAT** any one of the Directors for the time being or the Company Secretary of the Company be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required."

### **SPECIAL BUSINESSES:**

4. **To confirm the re-appointment of Mr. Nanda Kumaran Puthiezath (DIN- 02547619) as Whole Time Director (KMP) of the Company.**

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

**"RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment

thereof) read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Nanda Kumaran Puthezhath (DIN- 02547619) as a Whole-time Director (KMP) of the Company for the period of one year commenced from 01<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022, being liable to retire by rotation, on the terms and conditions as set out in the Agreement dated 12<sup>th</sup> March, 2021 entered between the Company and Mr. Nanda Kumaran Puthezhath and which are also enumerated in Explanatory Statement annexed to the Notice convening this meeting.”

**“RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits during the period of his appointment, Mr. Nanda Kumaran Puthezhath shall, subject to the provisions of Schedule V and other applicable provisions, if any, of the Act, be entitled to the remuneration as approved pursuant to this resolution as minimum remuneration.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company or Nomination and Remuneration Committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Nanda Kumaran Puthezhath, including the components of the remuneration payable to him.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the government departments, as may be required in this regard.”

**5. To consider and approve the re-appointment of Mr. Bashyakar Mattapalli (06738582) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Bashyakar Mattapalli (06738582), who holds office of Independent Director up to 4<sup>th</sup> March, 2022 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 5<sup>th</sup> March, 2022 to 4<sup>th</sup> March, 2027.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**6. To consider and approve the appointment of Ms. Pooja Solanki (DIN 09039846) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Pooja Solanki (DIN 09039846), who has been appointed as an Additional Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee with effect from June 28, 2021 in terms of Section 161 (1) of the Act and Articles of Association of the Company and who has submitted a declaration under Section 149(7) of the Act that she meets the criteria for independence as provided in the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from June 28, 2021 to June 27, 2026.”



**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**7. To consider and approve the appointment of Dr. (Mrs) Gowri Ramachandran (DIN-08217157) as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. (Mrs) Gowri Ramachandran (DIN-08217157), who has been appointed as an Additional Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee with effect from June 28, 2021 in terms of Section 161 (1) of the Act and Articles of Association of the Company and who has submitted a declaration under Section 149(7) of the Act that she meets the criteria for independence as provided in the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from June 28, 2021 to June 27, 2026.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board  
For ATLAS Jewellery India Limited**

**Sd/-**

**Date: August 11, 2021**

**(Chandan Mahapatra)**

**Place: Delhi**

**Company Secretary & CFO**

**NOTES:**

1. In view of the global outbreak of COVID-19 pandemic, social distancing norms to be followed, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular dated 05th May, 2020 read with General Circular dated 8th April, 2020, 13th April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020 and 13<sup>th</sup> January, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through video conferencing (“VC”) facility or other audio video means (“OAVM”), without the physical presence of the members at a common venue. Further Securities and Exchange Board of India (“SEBI”) vide its circulars dated May 12, 2020 and January 15, 2021 (collectively referred to as “SEBI Circulars”) has also granted certain relaxation. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and MCA Circulars, the 31<sup>st</sup> AGM of the Company is being held through VC / OAVM on **Thursday, September 16, 2021 at 02.00 p.m. Indian Standard Time (‘IST’)**. The registered office of the Company shall be deemed to be the venue for the AGM.
2. **IN TERMS OF THE MCA AND SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM. HENCE THE PROXY FORM, ATTENDANCE SLIP AND THE ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE. HOWEVER, PURSUANT TO SECTION 112 AND SECTION 113 OF THE COMPANIES ACT, 2013, REPRESENTATIVES OF THE MEMBERS SUCH AS THE PRESIDENT OF INDIA OR THE GOVERNOR OF A STATE OR BODY CORPORATE CAN ATTEND THE AGM THROUGH VC/OAVM AND CAST THEIR VOTES THROUGH E-VOTING.**
3. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on its email Id [investor@atlasjewelleryindia.com](mailto:investor@atlasjewelleryindia.com), a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting.
4. The relevant details, pursuant to Section 102 of the Companies Act, 2013, Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and

Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are also annexed to this Notice.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of AGM and Annual Report 2021 will also be available on the Company's website [www.atlasjewelleryindia.com](http://www.atlasjewelleryindia.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
9. The cut-off date for the purpose of determining eligibility of members for voting in connection with the Thirty-first AGM has been fixed as Thursday, September 09, 2021.
10. Members holding shares in dematerialized form are requested to notify any change in their addresses, bank details or e-mail address with their respective DP and those holding shares in physical form are requested to notify the RTA at the following address:  
BEETAL Financial & Computer Services Pvt Ltd.  
BEETAL HOUSE, 3rd Floor,  
99, Madangir, Behind LSC, New Delhi - 110062  
Ph. 011-29961281-283, 26051061, 26051064  
E-mail [ID-beetalrta@gmail.com](mailto:ID-beetalrta@gmail.com), Fax 011-29961284
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA, for consolidation into a single folio. The share certificate(s) will be returned to the members after necessary endorsements.
13. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, BEETAL Financial & Computer Services Pvt Ltd. for assistance in this regard.

15. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.
16. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.
  - i. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") 31<sup>st</sup> Annual Report 2020-21 and e-voting during the meeting will be provided by Central Depository Services (India) Limited (CDSL e-Voting System).
  - ii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of 'remote e-voting' or 'e-voting' at the AGM.
  - iii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Thursday, September 09, 2021.
  - iv. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, September 09, 2021, may cast their vote electronically.
  - v. Mr. Parveen Rastogi, Practicing Company Secretary (COP No. 2883), has been appointed as the Scrutinizer to scrutinize the 'remote e-voting' process and e-voting at the AGM, in a fair and transparent manner.
  - vi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.atlasjewelleryindia.com](http://www.atlasjewelleryindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Bombay stock exchange (BSE) where the Company's shares are listed.

## I. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Monday, September 13, 2021 (9:00 hrs IST) and ends on Wednesday, September 15, 2021 (17:00 hrs IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, September 09, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (v) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (vi) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised



to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

- (vii) Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</li> <li>If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/ EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After</li> </ol>

Type of shareholders	Login Method
	successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

viii) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat

form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor@atlasjewelleryindia.com](mailto:investor@atlasjewelleryindia.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience

Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at [investor@atlasjewelleryindia.com](mailto:investor@atlasjewelleryindia.com) from Monday, August 30, 2021 (9:00 a.m. IST) to Wednesday, September 08, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investor@atlasjewelleryindia.com](mailto:investor@atlasjewelleryindia.com). These queries will be replied to by the company suitably by email.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### **III. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy

of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's email ID [investor@atlasjewelleryindia.com](mailto:investor@atlasjewelleryindia.com) or to RTA's email ID [beetalrta@gmail.com](mailto:beetalrta@gmail.com) .

2. For Demat shareholders-, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's email ID [investor@atlasjewelleryindia.com](mailto:investor@atlasjewelleryindia.com) or to RTA's email ID [beetalrta@gmail.com](mailto:beetalrta@gmail.com) .
3. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders

### **IV. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  - (i) Note for Non – Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to

- [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the

email address viz;  
[investor@atlasjewelleryindia.com](mailto:investor@atlasjewelleryindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**By Order of the Board  
For ATLAS Jewellery India Limited**

**Date: August 11, 2021  
Place: Delhi**

**Sd/-  
(Chandan Mahapatra)  
Company Secretary & CFO**



(ANNEXURE TO NOTICE DATED AUGUST 11, 2021)

**Explanatory Statement**

(Pursuant to Section 102 of the Companies Act, 2013 R/w Regulation 36(3) of SEBI, Listing Regulations 2015)

**Item No. 4**

The Board of Directors at its meeting held on 13<sup>th</sup> February, 2021 has re-appointed Mr. Nanda Kumaran Puthethath (DIN 02547619) as Whole-time Director of the Company for further period of 1 year commenced from 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022 on the basis of recommendation of Nomination & Remuneration Committee and subject to approval of the shareholders in this meeting.

For the purpose, an agreement has been entered into by the Company with Whole-Time Director on 12<sup>th</sup> March, 2021.

The key terms and conditions of appointment of the above Whole-Time Director, as contained in the agreement dated 12<sup>th</sup> March, 2021 are furnished below:

**A. Term and Termination:**

- i. Subject as hereinafter provided; this Agreement shall remain in force up to **March 31, 2022** unless terminated earlier.
- ii. This Agreement may be terminated earlier by either Party by giving to the other Party three (03) months' notice of such termination or the Company paying three (03) months' remuneration in lieu of such notice.

**B. Remuneration:**

So long as the Executive Director performs his duties and conforms to the terms and conditions contained in this Agreement, he shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force. Here Remuneration refers to the definition contained in Sec.2(78) of the Companies Act, 2013 as amended from time to time.

- i. **Remuneration:** Gross Salary is **523360/-** (Rupees Five Lakh Twenty Three Thousand Three Hundred Sixty) per annum.

**ii. Allowances, Perquisites, PLI, Leave, etc.:**

In addition to the basic salary referred above, the Whole Time Director shall be entitled to:

- a) **House Rent Allowance:** at the rate of 40% of Basic Salary
- b) **Hospitalization and other facilities:** Hospitalization and major medical expenses

for self, spouse and dependent (minor) children. Personal/Group Accident Cover as per the rules of the Company

- c) **Leave Policy:** The Whole Time Director shall be entitled to leave (Casual Leave, Ordinary Leave (Privilege) and Sick Leave) in accordance with the Rules of the Company. Privilege Leave earned but not availed by the Whole Time Director is encashable in accordance with the Rules of the Company.

**Explanation:** Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisite shall be evaluated at actual cost.

**iii. Performance Linked Variable Pay (PLI):**

- a) Apart from Basic benefits as provided above, there is a variable pay based on the performance of the employee payable half yearly.
- b) The Whole Time Director would be eligible for the PLI after satisfactory completion of six (06) months of services with the Company.
- c) Indicative PLI would be Rs.50000/- half yearly or Rs.100000/- on annualized basis. The same will be decided by the Board after taking into consideration of performance of the Whole Time Director as well as the Company's performance overall.

**iv. Amenities:**

- a) **Communication Facilities:** The Company shall reimburse telephone/mobile expenses as per the rules of the Company.
- b) **Data/ Web Access:** The Company shall reimburse / provide data card/access rights for web, email and related matters as per the rules of the Company.

**v. Terminal Benefits:**

- a) **Company's contribution towards Provident Fund/Superannuation Fund/ Annuity Fund:** According to the rules of the Company to the extent that these either singly or put together are not taxable under the Income Tax Act.

- b) **Gratuity:** In accordance with the Scheme as applicable to other senior management employees, at a rate not exceeding one-half month's salary for each completed year of service.

**vi. Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay to the Whole Time Director remuneration by way of Salary, Benefits, Perquisites and Allowances, as specified above. Net Profits for the above purpose shall be as per Section 198 of the Companies Act, 2013.

**vii. Compensation for loss of office:**

Subject to the provisions of Section 202 of the Companies Act, 2013 read with notification No. F.No.1/15/2013-CL.V, dated 12.9.2013 the Company may make payment to the Whole Time Director, by way of compensation for loss of office, or as consideration for retirement from office or in connection with such loss or retirement.

**viii. Other Terms:**

- a) **Travelling and Other Business Expenses:** Expenses incurred by the Whole Time Director for entertainment, travelling and other expenses in connection with business of the Company shall be reimbursed by the Company on actual.
- b) **Sitting Fees:** The Whole Time Director shall not be entitled to any sitting fees for attending the meeting of the Board of Directors or any committee thereof.

Mr. Nanda Kumaran Puthezhath satisfies all the conditions as set out in Part I of Schedule V as also under Section 196, 203 of the Companies Act, 2013 for being eligible to be re-appointed as a Whole Time Director (KMP) of the Company. He is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors are of the opinion that the re-appointment of Mr. Nanda Kumaran Puthezhath as the Whole Time Director is in the best interest of the Company and accordingly, recommend the resolution set out in Items No. 4 for approval of the members.

Other than Mr. Nanda Kumaran Puthezhath and his relatives, none of the other Directors, Key Managerial personnel or their relatives are interested or concerned in the proposed Resolution at Item No. 4 of this Notice.

**Item No. 5**

Mr. Bashyakar Mattapalli, Non-Executive Independent Director of the Company was appointed for a term of five years starting from 5<sup>th</sup> March, 2017 and ending on 4<sup>th</sup> March, 2022, by the Members of the Company at the 27<sup>th</sup> AGM held on 26<sup>th</sup> September, 2017.

Mr. Bashyakar Mattapalli who is also a practicing Chartered Accountant holds the position of Chairman of the Audit Committee of the Company. He is also a member of Nomination & Remuneration Committee and Stakeholder's Relationship Committee.

Further under Section 149(10) of the Act, an Independent Director shall hold office for a term of five consecutive years and shall be eligible for re-appointment on passing of a special resolution for another term of five consecutive years on the Board of a Company.

On recommendation of the Nomination and Remuneration Committee at its meeting held on 23<sup>rd</sup> June, 2021 and further approved by the Board at its meeting held on 28<sup>th</sup> June, 2021. Mr. Bashyakar Mattapalli, being eligible for re-appointment as an Independent Director is proposed to be re-appointed as an Independent Director for another term of five consecutive years commencing from 5<sup>th</sup> March, 2022 and ending on 4<sup>th</sup> March, 2027.

The Board of Directors are of the opinion that the re-appointment of Mr. Bashyakar Mattapalli as an Independent Director is in the best interest of the Company and accordingly, recommend the resolution set out in Items No. 5 for approval of the members.

Other than Mr. Bashyakar Mattapalli, none of the other Directors, Key Managerial personnel are interested or concerned in the proposed Resolution listed at Item No. 5 of this Notice.

**Item No. 6**

The Board at its meeting held on 28<sup>th</sup> June, 2021, based on the recommendation of the nomination and remuneration committee at its held on 23<sup>rd</sup> June, 2021, appointed Ms. Pooja Solanki (DIN 09039846) as an additional and independent director of the Company with effect from June 28, 2021, pursuant to Section 161 of the Companies Act, 2013 who holds office up to the ensuing AGM.

This resolution seeks the approval of members for the appointment of Ms. Pooja Solanki as an independent director

of the Company for a term of five consecutive years with effect from June 28, 2021 to June 27, 2026 pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder.

Other than Ms. Pooja Solanki, none of the other Directors, Key Managerial personnel are interested or concerned in the proposed Resolution listed at Item No. 6 of this Notice.

The Board recommends the resolution set forth in Item no. 6 for the approval of members.

#### Item No. 7

The Board at its meeting held on 28<sup>th</sup> June, 2021, based on the recommendation of the nomination and remuneration committee at its held on 27<sup>th</sup> June, 2021, appointed Dr. (Mrs) Gowri Ramachandran (DIN-08217157) as an additional and

independent director of the Company with effect from June 28, 2021, pursuant to Section 161 of the Companies Act, 2013 who holds office up to the ensuing AGM.

This resolution seeks the approval of members for the appointment of Dr. (Mrs) Gowri Ramachandran as an independent director of the Company for a term of five consecutive years with effect from June 28, 2021 to June 27, 2026 pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder.

Other than Dr. (Mrs) Gowri Ramachandran, none of the other Directors, Key Managerial personnel are interested or concerned in the proposed Resolution listed at Item No. 7 of this Notice.

The Board recommends the resolution set forth in Item no. 7 for the approval of members.

**Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Mr. Nanda Kumaran Puthezhath, Mr. Bashyakar Mattapalli, Ms. Pooja Solanki and Dr. (Mrs.) Gowri Ramachandran for appointment/re-appointment vide item no. 4, 5, 6 & 7 are as follows:**

Item No.	4	5	6	7
Particulars	Mr. Nanda Kumaran Puthezhath	Mr. Bashyakar Mattapalli	Ms. Pooja Solanki	Dr. (Mrs.) Gowri Ramachandran
DIN	02547619	06738582	09039846	08217157
Date of Birth	30/05/1953	24/02/1949	23/02/1988	12/01/1961
Date of Appointment in the current term	01/04/2021	05/03/2017	28/06/2021	28/06/2021
Qualifications	Mr. Nanda Kumaran has done Post Graduation in English Language and Literature, a Certificated Associate of the Indian Institute of Bankers.	Mr. Bashyakar Mattapalli had done B.SC from Madras University in 1968 CA from ICAI (Membership No. 015932) in 1974 and also received CFA degree from ICFAI (Membership No C127) in 1990.	Ms. Pooja Solanki has done B.B.A. from GJU, Hisar University, M.COM. from IGNOU, CS from ICSI.	Dr. Gowri Ramachandran has done B.COM from Madurai-Kamaraj University, M.COM form Osmania University, M.PHIL, PH.D, MBA from Alagappa University, Chartered Wealth Manager (USA) from American Academy of Financial Management.
Experience in specific functional areas	Mr. Nanda Kumaran has over 38 years of a highly diversified experience in domestic and overseas business development & administrative functions with State Bank of India Group (SBIG).	Mr. Bashyakar Mattapalli holds a bachelor's degree in science (B.Sc.) and is a fellow member of the Institute of Chartered Accountants of India (FCA) and a Chartered Financial Analyst (CFA)	She has rich experience of handling all aspects of Company Secretarial function, finance and costing,	She has rich experience of handling all aspects of Company's finance and especially Taxation aspects, insightful international project

Item No.	4	5	6	7
Particulars	Mr. Nanda Kumaran Puthezhath	Mr. Bashyakar Mattapalli	Ms. Pooja Solanki	Dr. (Mrs.) Gowri Ramachandran
		with 40 years of comprehensive in industrial/ professional experience covering fiscal management and control, taxation, Budgetary control, corporate governance, etc. He has held various posts like CFO/ Director Finance, GM- Finance, etc. in ITC B h a d r a c h a l a m , Murugappa Group, Madras Fertilizers etc. and post retirement he is practicing as a Charter Accountant in Chennai. He is also a visiting faculty with various accredited institutions and universities like University of Madras, ICFAI Business School, Chennai, ITM Business School, etc.	insightful internal audits and wide variety of corporate legal matters including Mergers & Acquisitions, C o r p o r a t e Governance and Corporate Risk Management. She is also a renowned trainer and speaker.	management and wide variety of contract management including, World bank funded projects. She is also a renowned Trainer nationally and internationally on Finance and Contract management and avid speaker in Media in Tamilnadu. Co-Author of three books on Training and Development, Project Management and HRD.
<b>Directorship held in other listed entities</b>	-	-	1	1
<b>Membership / Chairmanship of Committees of other listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)</b>	-	-	-	2
<b>Number of shares held in the company</b>	Nil	Nil	Nil	Nil
<b>Relationship with any Director(s) of the Company</b>	NONE	NONE	NONE	NONE

**By Order of the Board  
For ATLAS Jewellery India Limited**

Date: August 11, 2021  
Place: Delhi

Sd/-  
(Chandan Mahapatra)  
Company Secretary & CFO

## REPORT OF THE BOARD OF DIRECTORS

### TO THE MEMBERS,

Your Directors are pleased to present the Company's Thirty-First (31<sup>st</sup>) Annual Report on the business and operations of ATLAS Jewellery India Limited, along with the summary of the Audited Standalone and Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2021.

### 1. FINANCIAL SUMMARY AND HIGHLIGHTS

A summary of the Company's financial results for the Financial Year 2020-21 is as under

(Rs. In Lacs)

Particulars	2020-21	2019-20
Gross Income	143.50	1516.35
Profit/ (Loss) before tax and Exceptional items	(485.48)	911.79
Less: Exceptional items	-	-
Profit/ (Loss) before tax	(485.48)	911.79
Less: Tax Expenses	14.67	(13.10)
Profit/ Loss after tax	(500.14)	924.89

Gross Revenue from domestic operations for FY 2020-21 was Rs. 143.50 lacs (Previous Year: Rs. 1516.35). The Net loss for the Current Year stood at Rs. 500.14 lacs against the profit of Rs. 924.89 lacs reported in the previous year.

No material changes have occurred and commitments made, affecting the financial position of the company, between the end of the financial year of the company and the date of this report.

### 2. DIVIDEND

In view of current financial position of the company, your Directors regret their inability to recommend dividend for the Financial Year 2020-21.

### 3. TRANSFER TO RESERVES

During the year under review, no amount was transferred to general reserves.

### 4. SHARE CAPITAL

The paid-up Equity Share Capital as at March 31, 2021 stood at Rs. 100.65 crores. During the year under review, the Company has not issued shares or convertible securities or shares with differential voting rights nor has granted any stock options or sweat equity or warrants. As on March 31, 2021, none of the Directors

of the Company hold instruments convertible into Equity Shares of the Company.

### 5. DEPOSIT

During the year under review, your Company neither accepted any deposits nor there were any amounts outstanding at the beginning of the year which were classified as 'Deposits' in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014 and hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

### 6. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN END OF THE FINANCIAL YEAR AND DATE OF REPORT

There have been no 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 the financial statements relate and the date of this report.

### 7. COVID 19 IMPACT ON THE COMPANY

The retail industry as a whole has been adversely impacted due to COVID-19 and consequent lockdown resulting out of it. The company being in the retail segment has also faced significant headwinds due to COVID-19 due to closure of its business establishment and retail showroom. The performance for the year ended 31 March 2021 has been impacted due to this unprecedented disruption. Which continued for nearly whole year of 2020 calendar year in lockdown. Any impact in future will largely depend on factors such as overall improvement in Covid situation, customer confidence, etc.

During the financial year ended 31<sup>st</sup> March 2021 has indeed been a most testing one for the Company with the pandemic hitting its retail operations very significantly, particularly the first half of the financial year. However the company did quite well on cost management including re-negotiating with certain landlords on the rent reduction/ waiver.

### 8. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS BY THE REGULATORS OR COURTS OR TRIBUNALS:

During the year under review, there were no material



and significant orders passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations in future.

## **9. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

## **10. INTERNAL CONTROLS AND COMPLIANCE WITH LAW**

The Company has designed and implemented a process driven framework for Internal Financial Controls ("IFC") within the meaning of the explanation to Section 134(5) (e) of the Companies Act, 2013. For the year ended 31<sup>st</sup> March 2021, the Board is of the opinion that the Company has sound IFC commensurate with the nature and size of its business operations and operating effectively and no material weakness exists. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and/or improved controls wherever the effect of such gaps would have a material effect on the Company's operations.

The internal auditors of the company conduct audit of various department and areas. The Internal Audit Department reports its findings and observations to the Audit Committee which meets to review the audit issues and to follow up implementation of corrective actions. The statutory auditors also provide assurance on the adequacy of the internal control systems in the Company.

During the year, the company had identified one case of misappropriation and recovered Rs.12.06 Lakhs and the balance recoverable amount as on 31.03.2021 stands at Rs.27.29Lakhs. The company further under its fidelity cover of Rs.5Crore had already filed a claim with the insurance company as well as police complaint regarding the same. The detail of misappropriation has been shared with the statutory as well as the internal auditors of the company.

## **11. RELATED PARTY TRANSACTIONS**

There were no contracts or arrangements entered into with related parties as defined under Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations Disclosure Requirements) Regulations 2015 during the year under review.

## **12. SUBSIDIARIES**

The Company does not have any subsidiary within the meaning of the Companies Act, 2013.

## **13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

The Information on conservation of energy, technology absorption, foreign exchange earnings and out go, which is required to be given pursuant to the provisions of section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of Companies (Account) Rules, 2014 is provided in **Annexure- "A"** forming part of this Board Report.

## **14. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

### **Appointment/Re-appointment**

The Board based on the recommendation made by the Nomination and Remuneration Committee has recommended for your approval the re-appointment of Mr. Nanda Kumaran Puthezhath as Whole Time Director (KMP) of the Company from 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022.

The Board based on the recommendation made by the Nomination and Remuneration Committee has recommended for your approval the re-appointment of Mr. Bashykar Mattapalli, as Non-Executive Independent Director of the Company for another term of five consecutive years with effect from 5<sup>th</sup> March, 2022 to 4<sup>th</sup> March, 2027.

The Board based on the recommendation made by the Nomination and Remuneration Committee has recommended for your approval the appointment of Ms. Pooja Solanki & Dr. (Mrs.) Gowri Ramachandrani, as Non-Executive Independent Directors of the Company for a term of five consecutive years with effect from 28<sup>th</sup> June, 2021 to 27<sup>th</sup> June, 2026.

### **Retire by rotation**

As per the provisions of the Companies Act, 2013, Mr. Nanda Kumaran Puthezhath will retire by rotation at the ensuing AGM and being eligible offered himself for re-appointment.

The information on the particulars of Director eligible for appointment in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been provided in the Explanatory Statement of the notice convening the Annual General Meeting.

None of the Directors is related to each other within the meaning of the term “relative” as per Section 2(77) of the Companies Act 2013.

## 15. MEETINGS OF THE BOARD OF DIRECTORS

The Board met four times during the financial year 2020-21 on 27<sup>th</sup> July, 2020, 29<sup>th</sup> August, 2020, 11<sup>th</sup> November, 2020 & 13<sup>th</sup> February, 2021. The meeting details are provided in the Corporate Governance Report that forms part of this Annual Report. The maximum interval between any two meetings did not exceed 120 days, as prescribed by the Companies Act, 2013.

This information is given in **Annexure- “B”**- Report on Corporate Governance forming part of this Board Report.

## 16. COMMITTEES OF THE BOARD

In accordance with the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board constituted the following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder’s Relationship Committee

A majority of the committees consists entirely of independent directors. A detailed note on the composition of the Board and its committees is provided in the Corporate Governance Report.

## 17. COMPANY’S POLICY ON DIRECTOR’S APPOINTMENT & REMUNERATION

The Nomination and Remuneration Committee (NRC) has been mandated to oversee and develop competency requirements for the Board based on the industry requirements and business strategy of the Company. The NRC reviews and evaluates the profiles of potential candidates for appointment of Directors and meets them prior to making recommendations of their nomination to the Board. Specific requirements for the position, including expert knowledge expected, are communicated to the appointee.

On the recommendation of the NRC, the Board has adopted and framed a Nomination & Remuneration Charter for primarily providing guidance and support to the Board in identifying persons qualified to be become directors and in senior management positions and recommend to the Board their appointment and removal. The remuneration determined for Executive / Independent Directors is subject to the recommendation

of the NRC and approval of the Board of Directors. The Executive Directors are not paid sitting fees; however, the Non-Executive Directors are entitled to sitting fees for attending the Board / Committee Meetings.

It is affirmed that the remuneration paid to Directors and senior management are in accordance with the Nomination & Remuneration Charter of the Company. The Charter of the Company on Directors’ appointment and remuneration, including the criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under Sub-section (3) of Section 178 of the Companies Act, 2013, is available on our website, at [www.atlasjewelleryindia.com](http://www.atlasjewelleryindia.com).

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As of March 31, 2021, the Board had four members one is executive director and three independent directors. One Director in the Board is woman director.

The details relating to the same are given in **Annexure- “B”**- Report on Corporate Governance forming part of this Board Report.

## 18. EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) read with section 134(3)(a) of the Companies Act, 2013, copies of the Annual Returns of the Company prepared in accordance with Section 92(1) of the Companies Act, 2013 read with Rule 11 of the Companies (Management and Administration) Rules, 2014 are placed on the website of the Company. The members are requested to visit our website at <https://www.atlasjewelleryindia.com/investor-relations/financial-results/annual-report/>

## 19. DIRECTOR’S RESPONSIBILITY STATEMENT

Based on the framework of Internal Financial Controls and compliance system established and maintained by the company, the work performed by the internal, statutory and secretarial auditors, including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the Audit Committee, the Board is of the opinion that the Company’s Internal Financial Controls are adequate and operating effectively during the FY 2020-21.

Accordingly, pursuant to the requirements of Section 134(5) of the Companies Act, 2013 the Board of

Directors, to the best of its knowledge and ability, confirm that:

- i. in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. they 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 financial period and of profit or loss of the Company for that period;
- iii. they have taken proper and sufficient care for the 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 fraud and other irregularities;
- iv. they have prepared the annual accounts on a “going concern basis”.
- v. they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi. they have devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

## **20. PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES, DIRECTOR AND CHAIRMAN**

Performance evaluation of the Board, the Board Committees and the individual Directors was carried out by the Board in accordance with the Policy approved by the Nomination & Remuneration Committee in this regard. An indicative list of factors on which evaluation of the individual directors, the Board and the Committees was carried out includes, Board structure and composition, degree of fulfilment of key responsibilities, establishment and delineation of responsibilities to Committees, effectiveness of Board processes, information flow, functioning of the Board/ Committees, Board culture and dynamics, quality of relationship between the Board and Management, contribution to decisions of the Board, guidance/support to Management outside Board/Committee meetings.

Synopsis of which is provided in Annexure-”B” ‘Report of the Board of Directors & Management Discussion

and Analysis’, forming part of the Report and Accounts.

## **21. INDEPENDENT DIRECTORS**

As on 31.03.2021 Mr. Bashyakar Mattapalli, Mr. Mohandas and Ms. Reema Jain were the Independent Directors and all have given declarations that they continue to meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and regulations 16(1)(b) of the LODR Regulations and that they are not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

No Independent Director had resigned during the Financial Year 2020-21.

### **Meeting of Independent Directors**

A separate meeting of Independent Directors of the Company without the presence of the Executive Directors & the Management Representatives was held on March 15, 2021 as required under Schedule IV to the Companies Act (Code for Independent Directors) and Regulation 25 (3) of the LODR Regulations. At the said meeting, the Independent Directors:

- (i) review the performance of non-independent directors and the board of directors as a whole;
- (ii) review the performance of the chairperson taking into account the views of executive and non-executive directors; and
- (iii) assess the quality, quantity and timeliness of flow of information between the management and the board of directors.

All the Independent Directors of the Company attended the Meeting of Independent Directors held on March 27, 2021. The Independent Directors expressed their satisfaction to the desired level on the governance of the Board.

More details relating to the same are given in **Annexure-”B”**- Report on Corporate Governance forming part of this Board Report.

### **Familiarization Programme for Independent Directors**

The Company has formulated a Programme for Familiarization of Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the company operates etc.

## **22. DECLARATION OF INDEPENDENCE**

All the Independent Directors of the Company have given their declarations to the Company under Section

149(7) of the Companies Act that they meet the criteria of independence as provided under Section 149(6) of the Companies Act read with Regulation 16(1) (b) of the LODR Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013.

During the year under review, the Company did not have any pecuniary relationship or transactions with any of its Directors, other than payment of remuneration to the Executive Directors and payment of sitting fees to Non-executive Directors and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committees of the Company.

### **23. COMPLIANCE WITH SECRETARIAL STANDARD ON BOARD AND GENERAL MEETINGS**

During the year, your company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

### **24. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) and the rules made thereunder. The Policy aims to provide protection to employees at workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

The company has complied with the provision relating to constitution of Internal Complaints Committee (ICC) under the Act. The Committee comprising of both internal members as well as external member, with adequate experience and expertise in dealing with such matters.

During the year under review there has been no complaints filed nor any complaint remained pending as a carry forward from the previous year.

### **25. VIGIL MECHANISM**

The Company has adopted a Vigil Mechanism Policy to provide a formal mechanism to the Directors' and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct in order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior. The Policy provides for adequate safeguards against victimization of employees, who avail of the mechanism and provides to employees' direct access to the Chairman of the Audit Committee.

Under the policy the employees can approach the management of the Company (Audit Committee Chairman in case where the concern involves the Senior Management) and make protective disclosures to the management about unethical behavior, actual or suspected fraud or violation of the Company's code of Business Conduct & Ethics and Insider Trading Code.

It is affirmed that no personnel of the Company have been denied access to the Audit Committee. The Vigil Mechanism Policy has been posted on the Website of the Company.

### **26. REPORTING OF FRAUDS BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OF THE COMPANIES ACT, 2013 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT**

During the year under review, the Statutory Auditors of the Company have not reported any fraud as specified under section 143(12) of the Companies Act, 2013 to the Audit Committee, or to the Board.

### **27. CORPORATE GOVERNANCE & COMPLIANCE CERTIFICATION THEREOF**

Pursuant to Regulation 34 of SEBI (Listing) Regulations 2015, a Report on Corporate Governance and a certificate obtained from the Statutory Auditors confirming compliance are provided in **Annexure- "B"**- Report on Corporate Governance forming part of this Board Report.

### **28. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

Information in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, regarding employees is given in **Annexure- "C"** to this Board Report

As regards information related to Rule 5(2), there was no employee in receipt of remuneration as prescribed therein and hence not applicable to the company.

## 29. CODE OF CONDUCT

Directors, Key Managerial Personnel and senior management of the Company have confirmed compliance with the Code of Conduct applicable to the Directors and employees of the Company and the declaration in this regard made by the Whole time Director is attached as **Annexure- “D”** which forms a part of this Report of the Directors. The Code of Conduct is available on the Company’s website.

## 30. AUDITORS

### 30.1. Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act 2013 and rules made thereunder, the Company has appointed M/s Tarun Kandhari & Co LLP, Chartered Accountants, (Firm No. 006108C) to undertake the Statutory Audit of the Company for the financial year 2020-21. They have confirmed their eligibility under Section 141 of the Companies Act 2013 and the Rules framed there under for re-appointment as auditors of the Company. The Members are requested to confirm the re-appointment of Statutory Auditors.

### 30.2. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014 the Company has appointed, M/s. Parveen Rastogi & Co., Practicing Company Secretaries (CoP No. 2883) to undertake the Secretarial Audit of the Company for the financial year 2020-21. The report of the Secretarial Auditors is annexed as **Annexure- “E”** to this Board Report.

### 30.3. Cost Auditors

The provisions of Section 148 of the Companies Act 2013 relating to Cost Audit is not applicable to the Company and hence no Cost Auditor was appointed during the year under review.

## 31. AUDITORS’ REPORT

### 31.1. Statutory Audit Report

There are qualified opinions made by the Auditors in their Report. Clarifications of the Management in respect of qualified opinions of Auditor’s Report are as follows:

S. No.	QUALIFIED OPINION	MANAGEMENT REPLY
1	(a) Non-provision of the expected credit loss/ impairment. The Company has not recognized provision for the expected credit loss/impairment as required under Ind-AS 109 relating to overdue overseas Trade Receivables - “M/S Satwa Precious Metals & Bullion Trading (FZE)” of Rs. 15270.23 Lakhs (including unrealized foreign currency exchange gain of Rs. 2569.31 lacs as per Ind-AS 21) as the Company has filed a recovery suit against the said overseas debtor before the Honourable Sub Court of North Parvor. The Honourable Court has passed an interim order in favour of the Company that it has jurisdiction to try the suit and further the overseas debtors have not contested the dues before the Court. The said overdue trade receivables is outstanding from more than four years. The recovery of this trade receivable is dependent upon outcome of the Court proceedings initiated by the Company and hence presently the Company is not in a position to make a reasonable estimate of the likely amount of provision to be created. In light of the aforementioned facts and	Trade Receivables are classified as Financial Instruments under Ind-AS 109 and the Company is required to provide for impairments/ obligations as per “Expected Credit Loss (ECL) Method. Since the matter is still being decided by the Honourable Court the Company is presently not in a position to quantify the impairment amount as per the said accounting standards and hence has decided to wait for the Court’s outcome before providing for any “Expected Credit Loss” under Ind-AS 109. For a more detailed understanding of the Company’s instance in this matter kindly refer to “Trade Receivables” in the Notes to Accounts.



S. No.	QUALIFIED OPINION	MANAGEMENT REPLY
	with nil provisioning the impact in the Financial statements would be decrease in trade receivable by Rs.15,270.23 Lakhs and consequent decrease in profits and increase in losses will be amounting to Rs.15,770.37 Lakhs and retained earnings would have decreased by Rs.15,270.23 Lakhs and become negative of Rs.(-)Rs.9,178.63 Lakhs.	
2	<p>Material Uncertainty related to going concern The Company's operating results have been materially affected due to various factors including non realization of Trade receivables, notional unrealized foreign exchange gain/loss on unsecured and doubtful overseas debtor, reliance on cash sales for meeting out expenses, pending income tax demands etc. These events cause significant doubts on the ability of the company to continue as a going concern. The appropriateness of the going concern assumption is dependent on recoveries from overseas Trade Receivable and/ or the company's ability to raise adequate finance from alternative means to meet its obligations as and when they arise and as well as to establish consistent business operation. These situation indicates that material uncertainty exists that cast significant doubts on the company's ability to continue as a going concern.</p>	<p>Management is of the view that notional foreign exchange gain or loss does not have any material impact on the Cash flows or going concern, as the same is provided as per the requirements of Ind-AS 21. Secondly the income tax demands also do not significantly impact the going concern concept due to the reasons mentioned in the Notes to Accounts.As regards reliance on cash sales, the Company does not have any debt or line of credit from banks or financial institutions or any other lender and its revenue is solely from its retail showroom operations. The operations of which has been severally impacted due to the Covid-19 pandemic. Further the Promoter has been unable to actively manage the Company or nominate directors on the Board of the Company nor support in any fund raising activities since his entire shareholding has been locked in an escrow account since 2014 under SEBI regulations as his open offer was awaiting SEBI clearance since then. SEBI very recently vide its adjudication order dated 17.6.2021 has allowed the promoter to go ahead with the said open offer with certain conditions. Since the order has been received very recently and further since 45 days from the date of the order is available for appeal or otherwise the exact impact of the order is being studied by the Company.Hence the management is of the opinion that the Profit and Loss Account and Cash Flow Statement for the year ended March 31,2021 and the Balance Sheet as at March 31, 2021 are materially correct and there is no material impact of the audit qualification.</p>

### 31.2. Secretarial Audit Report

M/s. Parveen Rastogi & Co, Company Secretaries in Practice conducted the Secretarial Audit for the financial year 2020-2021.

The Secretarial Audit Report for the financial year ended March 31, 2021, is annexed herewith as Annexure- "E" which forms a part of this Report.

The Secretarial Audit Report for the financial year ended March 31, 2021, contains one observation and clarification by the Board for the same is as follows:

#### Observation:

The Board of Directors of the Company was duly re-constituted with proper balance of Executive Director, Non-Executive Director and Independent Directors except the non-compliance of Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015 to the extent of having less than 6 directors on its Board even after the Company falls under top 2000 listed entities based on market capitalization as on March 31, 2021.

However, the Bombay Stock Exchange Limited (BSE) vide Exchange Notice bearing No. 20210615-38 dated 15.6.2021 has informed that the Company being non-complied with the requirements of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for two consecutive quarters, that is, December 2020 and March 2021 would be transferred to “Z/ ZP/ZY” group on 28.06.2021 in case the Company fails to comply with the requirements of Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on or before 23.06.2021

Clarification:

The Company due to Covid-19 pandemic was unable to reconstitute its Board with the prescribed time and this was further compounded by some of the Board Members becoming unwell due to Covid-19. Further one of the shortlisted candidates himself was affected by Covid-19 and hence could not present himself before the Board.

In spite of the aforementioned challenges and unprecedented situation the Company duly reconstituted its Board in compliance with Regulations 17(1)(c) of SEBI (LODR) Regulations 2015 and the Stock Exchange Notice bearing No. 20210615-38 dated 15.6.2021 on June 28.2021. The same was also informed to the Stock Exchange. No subsequent action was initiated by the Stock Exchange on the Company.

The above compliance has also been noted by the Secretarial Auditors and duly captured in their report.

## 32. LISTING

The equity shares of your Company are listed with the Bombay Stock Exchange. The Listing fees have been paid up to 31<sup>st</sup> March 2022.

## 33. PREVENTION OF INSIDER TRADING

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted the revised AJIL Code of Conduct for prevention of Insider Trading and the Code of Practices and Procedures for fair disclosures of unpublished price sensitive information (Insider Trading Code). All the Directors, Employees of the Company and their immediate relatives and other connected persons who could have access to the

Unpublished Price Sensitive Information of the Company, are governed under this Insider Trading Code. 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 the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

## 34. MANAGEMENT DISCUSSION & ANALYSIS REPORT

The Management Discussion and Analysis Report, as required by Regulation 34(2)(e) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed herewith as part of this Annual Report.

## 35. ANNEXURES FORMING A PART OF BOARD'S REPORT

The Annexure referred to in this Report and other information which are required to be disclosed are annexed herewith and form a part of this Report:

ANNEXURE	PARTICULARS
<b>A</b>	Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
<b>B</b>	Corporate Governance Report
<b>C</b>	Particulars of Employees under Section 134(3)(q) and Section 197(12) of the Companies Act, 2013
<b>D</b>	Whole Time Director's Certificate under Schedule V Part D of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on compliance of Code of Conduct
<b>E</b>	Secretarial Audit Report

## 36. ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the continuous support received from shareholders, customers and the employees of the Company.

**For and on behalf of the Board of Directors**  
**For ATLAS Jewellery India Limited**

Sd/-

**Nanda Kumaran Puthethath**

**Chairman**

**DIN: 02547619**

**Date: August 11, 2021**

**Place: Kochi**

**ANNEXURE- “A” TO THE BOARD REPORT**
**DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

**[Pursuant to Section 134(3)(m) of the Companies Act, 2013 and Rule 8 of the Company (Accounts) Rules, 2014]**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**a) Conservation of energy**

I	the steps taken or impact on conservation of energy	NA
II	the steps taken by the company for utilizing alternate sources of energy	NA
III	the capital investment on energy conservation equipment	NA

Since the Company does not itself have any manufacturing unit and gets the same done through job work from 3<sup>rd</sup> party vendors, the same is not applicable to us.

**b) Technology absorption**

The Company has not carried out any research and development activities. Accordingly, the information related to technology absorption is not applicable to your Company.

**c) Foreign exchange earnings and Outgo**

During the year, the Company does not have any Foreign exchange earnings and Outgo.

**ANNEXURE- “C” TO THE BOARD REPORT**
**STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(q) AND SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 FOR THE FINANCIAL YEAR 2020-21.**

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Non-Executive Director	Ratio to median remuneration
The Company is not paying any salary or commission to the Non-Executive Directors.	NA
Executive Director-Mr. Nanda Kumaran Puthethath	1.11

- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager	% increase in remuneration in the financial year
Mr. Nanda Kumaran Puthethath, Executive Director	0.00
Mr. Chandan Mahapatra, CFO & CS	0.00

- (iii) The percentage increase in the median remuneration of employees in the financial year: 37.98

- (iv) The number of permanent employees on the rolls of company: 11

- (v) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average percentage increase this year has been (negative, 4.59%) and for non-managerial personnel it has been 0.0% and whereas for managerial personnel it has been (negative 8.99%) respectively.

(vi) Affirmation that the remuneration is as per the remuneration policy of the company:

The Company follows a compensation mix of fixed pay and performance-based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through an appraisal process system. The Company affirms remuneration is as per the Remuneration policy of the Company.

S. N.		Nanda Kumaran Puthezhath	Chandan Mahapatra
1	Gross Salary		
	(a) Salary as per provision contained in section 17(1) of the income tax Act, 1961	4.03	21.96
	(b) Value of perquisites u/s. 17(2) of the income tax Act, 1926	Nil	Nil
	(c) Profits in lieu of salary U/s. 17(3) Income Tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission	Nil	Nil
5	Others- including retiral benefits	1.66	8.86
	Total	5.69	30.82

#### **ANNEXURE- “D” TO THE BOARD REPORT**

#### **ANNUAL COMPLIANCE WITH THE CODE OF CONDUCT FOR THE FINANCIAL YEAR 2020-21**

Pursuant to the Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Nanda Kumaran Puthezhath, Whole Time Director of the Company confirmed that the Company has received affirmations on compliance with the Code of Conduct for the financial year ended March 31, 2021 from all the Board Members and Senior Management Personnel.

**For and on behalf of the Board of Directors  
For ATLAS Jewellery India Limited**

**Date: June 12, 2021  
Place: Kochi**

**Sd/-  
Nanda Kumaran Puthezhath  
Whole Time Director  
DIN: 02547619**

**ANNEXURE- “E” TO THE BOARD REPORT****SECRETARIAL AUDIT REPORT****FORM MR-3**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2021

{Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules 2014}

To,  
The Members,  
**ATLAS JEWELLERY INDIA LIMITED**  
**JA-710, 7th Floor, DLF Tower “A”,**  
**Plot No.10, Jasola District,**  
**New Delhi-110025**

We have conducted the Secretarial Audit of the compliance of applicable statutory provision and the adherence to good corporate practice by **ATLAS JEWELLERY INDIA LIMITED** (hereinafter called the “Company”) having **CIN L74140DL1989PLC131289**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conduct /statutory compliances and expressing our opinion thereon.

Based on our verification of the Companies books, papers, minute books, forms and returns filed and other statutory 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.

We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2021 (‘Audit Period’) 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:

We have examined the books, papers, minute books, forms and return filed and other statutory records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2021 according to the provision 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 thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings ;
- (v) The following Regulation 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, 2015;
  - (c) The Securities and Exchange Board of India( Issue of capital and Disclosure Requirements) Regulations, 2018;  
**{Not applicable to the Company during the Audit Period}**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the audit period)**
  - (e) The Securities and Exchange Board of India (Issue and listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**
  - (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. **(Not applicable to the Company during the audit period);** and



- (h) The Securities and Exchange Board of India ( Buyback of Securities ) Regulation,1998 **(Not applicable to the Company during the audit period)**
- (vi) We have relied on the representation made by the company and its officers for systems and mechanism formed by the company for compliances under other applicable Acts, Laws and Regulations to the company. The list of major head/ groups of Acts, Laws and Regulations as applicable to the Company is given under :
1. Employees Provident Fund & Miscellaneous Provisions Act, 1952;
  2. The Employees State Insurance Act, 1948
  3. Labour Welfare Fund Act;
  4. Contract Labour (Regulation and Abolition) Act, 1970;
  5. Professional Tax Act;
  6. Payment of Gratuity Act, 1972 and rules made there under,
  7. Payment of Bonus Act,1965 and rules made there under;
  8. Minimum Wages Act, 1948, and rules made there under;
  9. Payment of Wages Act, 1936, and the rules made there under;
  10. Maternity Benefit Act, 1961;
  11. Equal Remuneration Act, 1976;
  12. Workmen's Compensation Act, 1923
  13. Employees Exchange Act, 1959;
  14. LBT/OCTROI;
  15. Shops Establishment Act;
  16. Trade License Act;
  17. GST Act 2017;
  18. Income Tax Act, 1961;
  19. Legal Metrology Act, 2009
  20. The Sexual Harassment of Women at works Place (Prevention, Prohibition & Redressal) Act, 2013.

We have also examined compliances with the applicable clauses /regulation of the following:

- (i) The Secretarial Standard issued by the Institute of the Company Secretaries of India on meetings of the Board of Directors and General Meetings.
- (ii) The Securities and Exchange board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

We have not examined compliance by the Company with applicable financial laws, like direct and indirect tax laws, since the same have been subject to review by statutory financial audit and other designated professionals.

During the period under review, the Company has complied with the applicable provision of the Act, Rules, Regulations, Guidelines, Standards, etc as mentioned above subject to the following:

**We further report that:**

The Board of Directors of the Company was duly re-constituted with proper balance of Executives Directors, Non-Executive Directors and Independent Directors **except the non-compliance of Regulation 17 (1) (c) of SEBI (LODR) Regulations, 2015 to the extent of having less than 6 Directors on its Board even after the Company falls under top 2000 listed entities based on market capitalization as at 31<sup>st</sup> March, 2021.**

However, the Bombay Stock Exchange Limited (BSE) vide Exchange Notice bearing No. 20210615-38 dated 15.6.2021 has informed that the Company being non-complied with the requirements of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for two consecutive quarters, that is, December 2020 and March 2021 would be transferred to "Z/ZP/ZY" group on 28.06.2021 in case the Company fails to comply with the requirements of Regulation 17(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on or before 23.06.2021.

The Company has duly re-constituted its Board in compliance with Regulation 17(1)(c) of the SEBI (Listing Obligations & and Disclosure Requirements) Regulation, 2015 and the Stock Exchange Notice bearing no. 20210615-38 dated 15.6.2021 on June 28, 2021.

Further as on the date of this report, it is noticed that the BSE has not transferred the Company's scrips to 'Z' / 'ZP' / 'ZY' group.

Further details regarding Board of Directors are given in the Corporate Governance Report forming part of Annual Report. Adequate notice is given to all 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 meetings.

As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

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

**We further report that** during the audit period, the Company had following events in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

1. Re-appointment of Mr. Mohandas K. as an Independent Director of the Company by way of Special Resolution in the Annual General meeting held on 25/09/2020.
2. Re-appointment of Ms. Reema Jain as an Independent Director of the Company by way of Special Resolution in the Annual General meeting held on 25/09/2020.

**We further report that** during the audit period, the Bombay Stock Exchange Limited (BSE) has proposed to levy the following monetary fines on the Company:

1. Vide Fines Notice "SOP-Creview-Jan 2021" dated 18.1.2021, it has proposed to levy a monetary fine of Rs.212,400/- for non-compliance with Regulation 23(9) of the SEBI(LODR), 2015 pertaining to the disclosure of related Party transactions on Consolidated Basis for the half year ended 30/09/2020.

The Company vide its reply dated 20.1.2021 has duly informed the Stock Exchange that it had not contravened the provisions of Regulation 23(9) of the SEBI(LODR), 2015 pertaining to the disclosure of related Party transactions on Consolidated Basis as the Company has not entered into any related party transactions as defined under Regulation 23(9) of the SEBI(LODR), 2015 and hence no fines be levied on the company.

There has been no revert from the Stock Exchange as on date of this report.

2. Vide Fines Notice "SOP-Creview-Feb 2021" dated 15.2.2021, it has proposed to levy a monetary fine of Rs.542,800 / - for Non-Compliance with regulation 17(1) of the SEBI(LODR), 2015 regarding requirements pertaining to the composition of Board including failure to appoint woman Director for the quarter ended 31/12/2020.

The Company vide its reply dated 16.2.2021 has duly informed the Stock Exchange that it had not contravened the provisions of Regulation 17(1) of the SEBI(LODR), 2015 pertaining to non-appointment of women director. As its board has a women director and hence the notice be recalled.

There has been no revert from the Stock Exchange as on date of this report.

**FOR PARVEEN RASTOGI & CO.  
COMPANY SECRETARIES**

**Sd/-  
PARVEEN KUMAR RASTOGI  
C.P. No.- 2883  
M. No. 4764**

**PLACE: New Delhi  
DATE: 29/06/2021**

**UDIN Number: F004764C000537186**

This report is to be read with my letter of even date which is annexed as Annexure and forms an integral part of this report.

**ANNEXURE TO THE SECRETARIAL AUDIT REPORT**

To  
The Members,  
**ATLAS JEWELLERY INDIA LTD.**

**Our report of event 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 processes as were appropriate to obtain reasonable assurance about the correctness of the content of the Secretarial records. The verification was done on test basis to ensure the correct facts are reflected in secretarial records. We believe that the processes and practices we followed 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.
4. Wherever required we have obtained the Management representation about the compliance of law, rules and regulations and happening of events etc.
5. The Compliance of the provisions of the corporate and other applicable laws, rules, regulations and standards is the responsibility of Management .Our Examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR PARVEEN RASTOGI & CO.  
COMPANY SECRETARIES**

Sd/-  
**PARVEEN KUMAR RASTOGI**  
C.P. No.- 2883  
M. No. 4764  
**UDIN Number: F004764C000537186**

**PLACE: New Delhi**  
**DATE: 29/06/2021**

**ANNEXURE- “B” TO THE BOARD REPORT****REPORT ON CORPORATE GOVERNANCE**

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

The Directors present the Company’s Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

**I. THE COMPANY’S GOVERNANCE PHILOSOPHY**

ATLAS believes “Corporate Governance” is about commitment to values and about ethical business conduct. It is about how an organization is managed. This includes its corporate and other business structures, its culture, policies and procedures which ensure that the Company is managed in a manner that meets stakeholder’s aspirations and societal expectations.

The Company’s Board is manned by a diverse and experienced group of professionals with varied experiences ranging from corporate governance, law, finance and taxation, international project management, banking etc. Further it’s a well diversified Board with half of them being women directors with varied educational backgrounds and other professional qualification.

It may be also noted none of our Directors serve on the Board of more than seven (7) listed entities. Further, our Whole Time Director does not serve as Independent Directors in any listed company. None of the Directors held Directorships in more than twenty (20) Indian companies, with more than ten (10) public limited companies. None of our Directors is a member of more than ten (10) Committees or Chairman of five (5) Board Committees (committees being Audit Committee and Stakeholders Relationship Committee) across all Public Companies in India. Necessary disclosures regarding their Committee positions have been made by all the Directors.

All our Directors have met the compliance requirements under Regulation 17A of the Listing Regulations for the financial year ended 31<sup>st</sup> March, 2021.

The Company believes that strong governance standards, focusing on fairness, transparency, accountability and responsibility are vital, not only for the healthy and vibrant corporate sector growth, but also for inclusive growth of the economy. The Company has always focused on good Corporate Governance, which is a key driver of sustainable corporate growth and long term value creation for its stakeholders. The Company has measures to periodically review and revise the Corporate Governance practices by subjecting business processes to audits and checks that measures up to the required standards. The Company believes that Corporate Governance is not just limited to creating checks and balances; it is more about creating organizational excellence leading to increasing employees and customer satisfaction and shareholder value.

**II. GOVERNANCE POLICIES**

At ATLAS, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to Ethical Standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of the codes and policies are as follows:

- Audit Committee Charter;
- Stakeholders Relationship Committee Charter;
- Nomination & Remuneration Committee Charter and its sub-policies;
- Board Performance Evaluation Policy (BPEP);
- Remuneration Policy for Directors & Senior Management (BRP);
- Board Diversity Policy (BDP);
- Evaluation Criteria for considering someone suitable for Board Membership (ECB);
- Code of Conduct for Board of Directors and Senior Management;
- Terms and conditions of Appointment of Independent Directors;
- Insider Trading Code;

- Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information;
- Related Party Transaction Policy (RPT);
- Policy on Determination of Materiality for Disclosure(s) [MDP];
- Vigil Mechanism Policy (VMP);
- Document Retention & Archival Policy (DRAP);
- Criteria for making payments to Non- Executive Directors;
- Internal Financial Control Policy.

### III. ROLE OF VARIOUS ENTITIES

#### (a) **Primary Role of the Board of Directors (Board) :**

The primary role of the Board is that of trusteeship – to protect and enhance shareholder value through strategic direction to the Company.

- As trustees, the Board has a fiduciary responsibility to ensure that the Company has clear goals aligned to shareholder value and its growth.
- It also directs and exercises appropriate control to ensure that the Company is managed in a manner that fulfills stakeholders' aspirations and societal expectations.
- It monitors the effectiveness of the Company's governance practices and makes changes as needed.
- It provides strategic guidance to the Company, ensures effective monitoring of the Management and is accountable to the Company and the shareholders.
- It exercises independent judgment on corporate affairs.
- It assigns sufficient number of non-executive members of the Board of Directors capable of exercising independent judgment in tasks where there is a potential for conflict of interest.
- It reviews and guides 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.

#### (b) **Board Committees:**

The roles of the Board Committees are determined by the Board from time to time, details of which are provided below under the heading "Committees of the Board".

#### (c) **Board Chairman:**

The Chairman leads the Board. As Chairman, he is responsible for fostering and promoting the integrity of the Board while nurturing a culture where the Board works harmoniously for the long-term benefit of the Company and all its stakeholders. The Chairman is primarily responsible for ensuring that the Board provides effective governance to the Company. In doing so, the Chairman presides over meetings of the Board and of the shareholders of the Company.

Other key responsibilities are as under:

- The Chairman takes a lead role in managing the Board and facilitates effective communication among directors.
- He is responsible for overseeing matters pertaining to governance, including the organization, composition and effectiveness of the Board and its committees, and individual directors in fulfilling their responsibilities.
- The Chairman provides independent leadership to the Board, identifies guidelines for the conduct and performance of directors, and oversees the management of the Board's administrative activities, such as meetings, schedules, agendas, communication and documentation.
- The Chairman is also responsible for the overall strategy of the Company.
- The Chairman is also responsible for effective and efficient working of the Board.
- The Chairman works actively with the Nomination and Remuneration Committee to plan the composition of the Board and Board Committees, induct directors to the Board, plan for director succession, participate effectively in the Board evaluation process.



#### IV. BOARD OF DIRECTORS

In terms of the Company's Corporate Governance Policy all statutory and other materially significant information are placed before the Board to enable it to discharge the responsibilities of strategic supervision of the Company as trustees of the Shareholders.

##### (a) Composition of the Board:

The Company's policy is to maintain optimum combination of Executive Director, Woman Director and Independent Directors.

Presently the Board comprises of six (6) Directors, which include one Executive Director and five (5) Non-Executive Independent Directors of which three are women directors.

There is no promoter or promoter group representation on the Board of the Company.

The Board Diversity Policy of the Company requires the Board to have a balance of skills, experience and diversity of perspectives appropriate to the Company. The skills, expertise and competencies of the Directors as identified by the Board are provided in **Annexure- "1"** forming part of this Report. These skills, expertise and competencies are available in the present mix of the Directors of the Company.

The term of Mr. Nanda Kumaran Puthezhath as Whole Time Director was completed on 31.03.2021. The Board based on the recommendation made by the Nomination and Remuneration Committee has recommended for your approval the re-appointment of Mr. Nanda Kumaran Puthezhath as Whole Time Director of the Company from 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022.

The composition of the Board of Directors as on March 31, 2021 with their attendance at the Board Meetings held during the year 2020-2021 and at the last Annual General Meeting is given below:

DIN	Name of the Directors	Categories of Director	Number of Board Meetings attended	Attendance at the last AGM held on Sep 25, 2020	Relationship with other Directors	Number of shares and convertible instruments held by Directors
02547619	Mr. Nanda Kumaran Puthezhath*	Chairman and Executive Director	4 of 4	Yes	NIL	NIL
07321049	Mr. Mohandas K	Non-Executive (Independent)	2 of 4	Yes	NIL	NIL
07234917	Ms. Reema Jain	Non-Executive (Independent)	4 of 4	Yes	NIL	NIL
06738582	Mr. Bashyakar Mattapalli	Non-Executive (Independent)	4 of 4	Yes	NIL	NIL
<b>Directors appointed after financial 31<sup>st</sup> March, 2021</b>						
09039846	Ms. Pooja Solanki**	Non-Executive (Independent)	NA	NA	NIL	NIL
08217157	Dr. (Mrs) Gowri Ramachandran**	Non-Executive (Independent)	NA	NA	NIL	NIL

\*Re-Appointed as Chairman and Whole Time Director w.e.f. 01.04.2021.

\*\* Appointed as Additional Directors (Non-Executive & Independent) w.e.f. 28.06.2021

**Present Directorship in other Companies and Committee Position -**

S. No	Name of Director	Number of other Directorship held in Public Companies*	Other Listed Companies where the Director is appointed as Independent Director	Chairman Committees of Board of other Companies**	Membership in Committees of the Board of other Companies**
1	Mr. Nanda Kumaran Puthethath***	1 (Inkel Infrastructure Development Project Ltd.)	-	-	-
2	Mr. Mohandas K	-	-	-	-
3	Ms. Reema Jain	1 (Bodycare International Ltd.)	-	1 (Chairperson of Audit Committee of Bodycare International Ltd.)	-
4	Mr. Bashyakar Mattapalli	-	-	-	-
5	Ms. Pooja Solanki****	1 (Suraj Industries Ltd.)	1 (Suraj Industries Ltd.)	-	-
6	Dr. (Mrs) Gowri Ramachandran****	1 (Lancor Holdings Ltd.)	1 (Lancor Holdings Ltd.)	2 (Chairperson of Audit Committee and Stakeholder's Relationship Committee of Lancor Holdings Ltd.)	-

\*It does not include Alternate Directorship, Directorship in foreign companies, companies registered under Section 8 of the Companies Act, 2013 and private limited companies. None of our Directors hold directorship in more than seven listed companies.

\*\* In accordance with Regulation 26 of the Listing Regulations, Membership/Chairmanship of only Audit Committees and Stakeholders' Relationship Committees in all public limited companies have been considered.

\*\*\*Appointed as Chairman and Whole Time Director w.e.f. 01.04.2021

\*\*\*\* Appointed as Additional Directors (Non-Executive & Independent) w.e.f. 28.06.2021

**(b) Board Meetings:**

The Board meets at regular intervals to discuss and decide on Company's business policies and strategy apart from other regular business matters.

Meetings are governed by a structured agenda. The Board Members, in consultation with the Chairman, may bring up any matter for consideration of the Board. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions. Agenda papers and Board Meeting Packs are generally circulated seven to ten days prior to the Board Meeting. The Company facilitates video/audio conferencing facility for Directors to attend the Board meeting through such arrangement.

There is also a comprehensive process for an effective post-meeting follow-up, review and reporting process for action taken/ pending and status update.

At its meetings, the Board sets corporate objectives of the Company, provides strategic directions and guidance to the senior management and monitors the compliances with the approved policies and directions. The Board through its various Committees closely monitors several business and functional areas. Board meetings are held on dates which are finalized after seeking convenience of all the directors.

Four meetings of the Board of Directors were held during the year, viz. on July 27, 2020, August 29, 2020, November 11, 2020 and February 13, 2021. Agenda papers along with notes to agenda were circulated to the Directors in advance for each meeting. All relevant information as required under Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 was given to the Board from time to time.

## **V. COMMITTEES OF THE BOARD**

Our Board has constituted committees to focus on specific areas and make informed decisions within the authority delegated to each of the Committees. Each Committee of the Board is guided by its Charter, which defines the scope, powers and composition of the Committee. All decisions and recommendations of the Committees are placed before the Board for information or approval.

During the financial year, the Board has accepted the recommendations of Committees on matters where such a recommendation is mandatorily required. There have been no instances where such recommendations have not been considered.

The terms of reference of the Board Committees are determined by the Board keeping in mind their purpose and objective, statutory dictates and effective management of the Company.

Meeting of the Board Committee's are convened by the respective Committee Chairman. Matters requiring the Board's attention/approval, as emanating from the Board Committee Meetings, are placed before the Board with clearance of the Committee Chairman. Proceedings and minutes of Committee Meetings are placed before the Board for its information and record and made part of the Board minutes as part of the Company Corporate Governance Practices.

We have three committees of the Board as at March 31, 2021:

- A. Audit Committee
- B. Nomination & Remuneration Committee
- C. Stakeholders' Relationship Committee

The role, composition and other relevant information related to the Board Committees are provided below:

### **A. AUDIT COMMITTEE**

The Audit Committee of our Board reviews, acts on and reports to our Board with respect to various auditing and accounting matters.

#### **a) Term of Reference:**

Role of the Audit Committee in accordance with the provisions of Section 177 of The Companies Act, 2013 read with Rule 6A and 7 of The Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of The LODR and includes:

1. Overseeing the Company's financial reporting process;
2. Approval or any subsequent modification of transactions of the Company with related parties;
3. Reviewing the financial statements and the adequacy of internal audit;
4. Periodic discussions with the Internal Auditors and the Statutory Auditors about their scope of audit and adequacy of internal control systems;
5. Evaluation of the Company's internal financial control and risk management system;
6. Recommendation of appointment/ re-appointment of Statutory Auditors and also reviews and monitors the auditor's independence and performance and effectiveness of audit process.

The Audit Committee of the Company meets the criteria laid down under Section 177 of the Companies Act, 2013 and Regulation 18 of LODR.

The detailed charter of the Committee is posted on our website and available at <https://www.atlasjewelleryindia.com/wp-content/uploads/2020/08/ACCV04-2021-w.e.f- 27.7.20.pdf>. All members of our Audit Committee are financially literate. The Chairman of our Audit Committee has the accounting and financial management related expertise.

Audit Committee invites Chief Financial Officer, representative of Statutory Auditors and Internal Auditors for meeting(s), to provide inputs on issues relating to accounts, taxation, internal audit finding, internal controls, etc.

**(b) Composition, Meetings and Attendance:**

The composition of the Audit Committee is as per the provision of Section 177 of Companies Act, 2013 and in terms of requirements in Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Audit Committee comprised of four members as on March 31, 2021 out of which three were Non-Executive Independent Directors and one was Executive Director.

The Audit Committee met 4 times in the Financial Year 2020-21 on July 27, 2020, August 29, 2020, November 10, 2020 and February 13, 2021 and not more than 120 days elapsed between two meetings. The quorum was present in all the meetings. The details of composition as on March 31, 2021 and the attendance of members at the meetings are as follows:

S. No.	Name	Category	Position	Committee meeting attended
1.	Mr. Bashyakar Mattapalli	Non-Executive Independent Director	Chairman	4 of 4
2.	Ms. Reema Jain	Non-Executive Independent Director	Member	4 of 4
3.	Mr. Mohandas K	Non-Executive Independent Director	Member	2 of 4
4.	Mr. Nanda Kumaran Puthethath	Executive Director	Member	3 of 3

**B. NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee reviews, acts on and reports to our Board with respect to various governance, nomination and compensation matters.

**(a) Terms of reference:**

In compliance with Section 178 of The Companies Act, 2013 and Regulation 19 of Listing Regulations 2015, the Company has constituted a Nomination & Remuneration Committee of the Board.

The main objectives and responsibilities of the Nomination and Remuneration Committee of the Board are to:

1. Identifies persons qualified to become Directors and establishing policies and procedures to assess the requirements for induction of new members to the Board.
2. Assist the Board in discharging its responsibilities relating to compensation of the Company's directors, Key Managerial Personnel (KMP) and senior management.
3. Formulates criteria for evaluation of performance of the Board and its committee and individual Directors and review the evaluation's implementation and compliance.
4. Recommending to the Board the appointment, remuneration and removal of Directors and senior management.
5. The Committee also has the responsibility of overseeing the Directors familiarization programmes.
6. Devise a policy on Board diversity.

The detailed charter of the Committee is posted on our website and available at <https://www.atlasjewelleryindia.com/wp-content/uploads/2020/08/NRCC-V03-2021-w.e.f-28.6.20.pdf>.

**(b) Composition, Meetings and Attendance:**

The composition of the Nomination and Remuneration Committee is as per the provision of Section 178 of Companies Act, 2013 and in line with Regulation 19 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Nomination and Remuneration Committee comprised of 3 members as on March 31, 2021 all of them were Non-Executive Independent Directors.

The Nomination and Remuneration Committee met 2 times in the Financial Year 2020-2021 on June 28, 2020 and February 13, 2021. The quorum was present in all the meetings. The details of composition as on March 31, 2021 and the attendance of members at the meetings are as follows:

S. No.	Name	Category	Position	Committee meeting attended
1.	Ms. Reema Jain	Non-Executive Independent Director	Chairperson	2 of 2
2.	Mr. Mohandas K.	Non-Executive Independent Director	Member	1 of 2
3.	Mr. Bashyakar Mattapalli	Non-Executive Independent Director	Member	2 of 2

**(c) Remuneration Policy**

The Company adopts a comprehensive approach to remuneration in order to support quality of personal and work life, combining both fixed and performance-based variable pay, in a manner which judiciously balances short term and long-term priorities.

Remuneration of the Executive Director is determined by the Board, on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Shareholders.

Non- Executive Directors, including Independent Directors are only entitled to sitting fees for attending the meeting of the Board and its Committees. The sitting fees as determined by the Board are Rs.15000/- for each meeting of the Board, Rs.10,000/- for each meeting of the Board Committees.

The company has framed the Criteria of making payments to Non-Executive Directors. The web link for the same is [http://www.atlasjewelleryindia.com/wp-content/uploads/2016/04/AJIL\\_Criteria- Making-payments-to-NED\\_ID1.pdf](http://www.atlasjewelleryindia.com/wp-content/uploads/2016/04/AJIL_Criteria- Making-payments-to-NED_ID1.pdf).

**(d) Details of Remuneration to Directors during the financial year ended March 31, 2021**

**Non- Executive Directors:**

Name of the Director	Relationship with other Directors	Sitting fee paid during 2020-2021 (Amt. In Lacs)	Commission paid for the year (Rs.)		Number of shares and convertible instruments held
			2020-21	2019-20	
Mr. Mohandas K.	Nil	0.60	Nil	Nil	Nil
Ms. Reema Jain	Nil	1.30	Nil	Nil	Nil
Mr. Bashyakar Mattapalli	Nil	1.30	Nil	Nil	Nil

**Whole Time Director:**

Executive Director	Relationship with other Directors	Business relationship with the Company, if any	Remuneration paid during 2020-21 (Rs. in lacs)			
			All elements of remuneration package i.e.salary, benefits, bonuses, pension etc.	Fixed component & performance linked incentives, along with performance criteria	Service contracts, notice period, severance fee	Stock option details, if any
Mr. Nanda Kumaran Puthezhath	NIL	Whole Time Director	4.03	1.66	-	-



**(e) Performance Evaluation**

The Nomination and Remuneration Committee has laid down a policy on Board Performance Evaluation according to which the performance evaluation of individual director, board and its committees to be carried out.

The key criteria for performance evaluation are as under:

**For Chairman:**

The criteria for evaluation of Chairman, inter-alia, includes his ability to conduct meetings, ability to elicit inputs from all members, ability to table and openly discuss challenging matters, attendance at meetings, assistance to Board in formulating policies and setting standards, accessibility, ability to analyze strategic situations, ability to project positive image of the Company, compliance with regulatory requirements.

**For Executive Directors:**

The criteria for evaluation of Executive Directors, inter alia, includes their ability to elicit inputs from all members, ability to table and openly discuss challenging matters, attendance and participation at meetings, integrating quality and re-engineering, capitalize on opportunities created by economic and technological changes, assistance to Board in formulating policies and setting standards and following them, accessibility, ability to analyze strategic situations, ability to project positive image of the Company, compliance with regulatory requirements, handling critical situations concerning the company.

**For Non-Executive Directors (including Independent Directors):**

The criteria for evaluation of Non-Executive Directors, inter-alia, includes attendance at the meetings, study of agenda and active participation, contribution to discussions on strategy, participate constructively and actively in committees of the Board, exercise of skills and diligence with due and reasonable care and to bring independent judgment to the Board, ability to bring in best practices from his / her experience, adherence to the code of conduct.

**For Board as a whole:**

The criteria for evaluation of the Board, inter alia, includes composition and diversity, induction programme, team work, performance culture, risk management and financial controls, integrity, credibility, trustworthiness, active and effective participation by members.

**For Board Committees:**

The criteria for evaluation of the Board, inter alia, includes Committee Structure, proper, well diversified and in line with regulatory requirements, adequate and Arms-Length Independence between the Committee and the Board, fulfilling its roles and responsibilities as envisaged under its Charter and the applicable regulations, Committee Charters, Policies regularly reviewed and reassessed by the Committee, Proceedings carried out in a fair and transparent manner.

The performance evaluation carried out for the year was reviewed at the first instance by Nomination and Remuneration committee meeting held on 23<sup>rd</sup> June 2021 and subsequently by the Board at its meeting held on 28<sup>th</sup> June 2021.

**C. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The Company has constituted "Stakeholders' Relationship Committee" in compliance with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for redressal of Shareholders' grievances like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.

Stakeholders' Relationship Committee is headed by Mr. Mohandas K., Independent Director of the Company.

**(a) Terms of reference:**

The terms of reference of the Stakeholders Relationship Committee (SRC) covers the areas mentioned in Section 178 (5) of the Act and Regulation 20 read with Part D (B) of Schedule II to the Listing Regulations. The terms of reference of the SRC, inter-alia are as follows:

1. Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the company.

**(b) Composition, Meetings and Attendance:**

Stakeholders' Relationship Committee comprised of 4 members as on March 31, 2021 out of which 3 were Non-Executive Independent Directors and one was Executive Director. The composition of Stakeholders' Relationship Committee as on March 31, 2021 is as follows:

The Stakeholders' Relationship Committee met 1 time in the Financial Year 2020-2021 on 28 June, 2020. The quorum was present in the meeting. The details of the attendance of member at the meeting are as follows:

S. No.	Name	Category	Position	Committee meeting attended
1.	Mr. Mohandas K	Non-Executive Independent Director	Chairman	0 of 1
2.	Mr. Nanda Kumaran Puthezhath	Executive Director	Member	1 of 1
3.	Mr. Bashyakar Mattapalli	Non-Executive Independent Director	Member	1 of 1
4.	Ms. Reema Jain	Non-Executive Independent Director	Member	1 of 1

The Committee also oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of Investors' service. Mr. Chandan Mahapatra Company Secretary is designated as Compliance Officer of the Company.

**(a) Number of Complaints from shareholders during the year ended March 31, 2021:**

The Complaints which were received through SCORES, i.e. the SEBI online shareholder grievance redressal portal is as below:

S. NO.	Particulars	No. of Complaints
1	Investor complaints pending at the beginning of the year	Nil
2	Received during the year	Nil
3	Disposed off during the year	NA
4	Remaining unresolved at the end of the year	NA

## VI. INDEPENDENT DIRECTORS MEETING

A separate meeting of Independent Directors of the Company without the presence of the Executive Directors & the Management Representatives was held on March 27, 2021 as required under Schedule IV to the Act (Code for Independent Directors) and Regulation 25 (3) of the Listing Regulations. At the said meeting, the Independent Directors:

- Review the performance of Non- Independent Directors, and the Board of Directors as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors;

- Assess the quality, content and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors Committee comprises of all the independent Directors of the Company, whose names are provided under the Section “Board of Directors and Committees” in the Report and Accounts.

All the Independent Directors of the Company attended the Meeting of Independent Directors held on March 27, 2021. The Independent Directors expressed their satisfaction to the desired level on the governance of the Board.

## VII. FAMILIARIZATION PROGRAMME FOR DIRECTORS

The Directors of the Company are updated on changes/developments in the domestic/global corporate and industry scenario including those pertaining to statutes/legislations and economic environment and on matters affecting the Company to enable them to take well informed and timely decisions.

Independent Directors of the Board are also familiarized through updates on nature of industry in which the company operates, company’s performance and future outlook related to business, operations, expansion, strategy, budgets, financial statements, besides relevant regulatory updates. The web link of the Familiarization Programme imparted to Independent Directors is [http://www.atlasjewelleryindia.com/wp-content/uploads/2015/05/AJIL\\_Familiarization-Programme-for-Independent-Directors.pdf](http://www.atlasjewelleryindia.com/wp-content/uploads/2015/05/AJIL_Familiarization-Programme-for-Independent-Directors.pdf).

## VIII. GENERAL BODY MEETINGS

### (a) Location, date and time of Annual General Meetings held during the last 3 years:

Date of AGM	Location	Time	Whether any special Resolution passed
25 <sup>th</sup> September, 2020	Meeting held through Video Conferencing (“VC”)/ other Audio-Visual Means (“OAVM”)	2:00 PM	Yes
25 <sup>th</sup> September, 2019	Delhi Karnataka Sangha, Rao Tula Ram Marg, Sector 12, Rama Krishna Puram, New Delhi 110022	11:00 A.M.	No
19 <sup>th</sup> September, 2018	Delhi Karnataka Sangha, Rao Tula Ram Marg, Sector 12, Rama Krishna Puram, New Delhi 110022	11:00 A.M.	No

- (b) No Extraordinary General Meeting of the shareholders was held during the financial year 2020-2021.
- (c) No Postal Ballot was conducted during the financial year 2020-2021.
- (d) As on date of the Report, no special resolutions are proposed to be conducted through postal ballot.

## IX. MEANS OF COMMUNICATION

Timely disclosure of consistent, comparable and relevant and reliable information on corporate financial performance is at the core of good governance and towards this end.

The quarterly and annual financial results of the Company are uploaded on BSE Listing Centre in accordance with the requirements of Listing Regulations. The financial results are displayed on BSE website. Financial results are also published in ‘The Pioneer’ newspaper and posted on the Company’s website at [www.atlasjewelleryindia.com](http://www.atlasjewelleryindia.com). In terms of the Listing Regulations, the Company has a designated email ID for dealing with Investors’ complaints viz., [investors@atlasjewelleryindia.com](mailto:investors@atlasjewelleryindia.com). Presentations made to institutional investors or to the analysts are not applicable on the company.

## X. GENERAL SHAREHOLDER INFORMATION

Shareholder information are provided under **Annexure- “2”** to this Corporate Governance Report

## XI. ATLAS CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR MANAGEMENT

The ATLAS Code of Conduct, adopted by the Board of Directors, is applicable to Directors, Senior Management of the Company. The Code is based on three non-negotiable principles of Good Corporate Governance, Good Corporate

Citizenship and Exemplary personal conduct in relation to the Company's business and reputation. The Code is available on the Company's corporate website.

All the Board Members and Senior Management of the Company have affirmed compliance with the ATLAS Code of Conduct for the financial year ended March 31, 2021. In this regards a certificate from Whole Time Director taken under Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as **Annexure- "E"** to the Board Report.

## **XII. VIGIL MECHANISM POLICY**

Synopsis of the Vigil Mechanism Policy of the Company is provided in the "Report of the Board of Directors" forming part of this Report. The Policy is also available on the Company's Corporate Website.

## **XIII. POLICY FOR PRESERVATION OF DOCUMENTS**

Pursuant to the requirements under Regulation 9 of the Listing Regulations, the Board has formulated and approved a Document Retention Policy prescribing the manner of retaining the Company's documents and the time period up to certain documents are to be retained. The policy percolates to all levels of the organization who handle the prescribed categories of documents.

## **XIV. POLICY ON RELATED PARTY TRANSACTION**

Details related to related party transactions have been provided in the "Report of the Board of Directors" forming part of this Report. The Policy is also available on the Company's Corporate Website. is <https://www.atlasjewelleryindia.com/wp-content/uploads/2021/04/RPT-V02-202111-11-20.pdf>

## **XV. CODE OF CONDUCT AND CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURES FOR PREVENTION OF INSIDER TRADING:**

In line with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has revised its earlier code with the new one "the ATLAS Insider Trading Code [COC(PIT-ITC)] & Code of Practices & Procedures for Fair Disclosures of Unpublished Price Sensitive Information [COP(PIT-FDC)]".

All the Directors, Employees of the Company and their immediate relatives and other connected persons who could have access to the Unpublished Price Sensitive Information of the Company, are governed under this revised Code. Mr. Chandan Mahapatra, Company Secretary and CFO of the Company is the Compliance Officer for the purpose of this Regulation.

The aforementioned code is applicable to all board members, senior management and other employees. The code is available on the Company's website at [www.atlasjewelleryindia.com](http://www.atlasjewelleryindia.com)

All Directors and the designated employees have confirmed compliance with the Code.

## **XVI. OTHER DISCLOSURES**

- a) Materially significant related party transactions which may have potential conflict with the interest of the Company at large: **NONE**
- b) Details of non-compliances, penalties and strictures by Stock Exchanges/SEBI/Statutory Authorities on any matter related to capital markets during the last three year: **NONE**
- c) Details of establishment of vigil mechanism policy, and affirmation that no personnel has been denied access to the audit committee:

The Company has a Vigil mechanism policy in place enabling the employees or other connected persons having interest in any transactions with the company to report of any unethical or improper practices noticed in the organization. The Policy also provides the procedure of making such representation and dealing with the said representation and also provides protection from victimization. During the year under review, no employee was denied access to the Audit committee in this behalf.

- d) The Company is in compliance with all the applicable mandatory requirements and has fulfilled the non-mandatory / discretionary requirements as prescribed in Listing Regulations.
- e) The Company does not have any subsidiary company therefore has not framed a Material Subsidiary Policy.
- f) During the financial year ended March 31, 2021 the company did not engage in commodity hedging activities
- g) Details of utilization of funds raised through preferential allotment or qualified institutions placement: NONE
- h) None of the Directors of the Company has been debarred or disqualified from being appointed or continuing as a Director by SEBI/Ministry of Corporate Affairs/ Statutory Authorities which has also been confirmed by M/s. Parveen Rastogi & Co., Practicing Company Secretaries is annexed as Annexure-"5" to this Corporate Governance Report.
- i) Material financial and commercial transactions of senior management, where they may have had personal interest, and which had potential conflict with the interest of the Company at large: NONE
- j) The total fees paid to M/s. Tarun Kandhari & Co. LLP; Statutory Auditors of the Company was Rs.1.10 lacs.
- k) The disclosures related to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are provided in the "Report of the Board of Directors" forming part of this Report
- l) Credit rating (s) obtained by the Company for any debt instrument, fixed deposit programme or any other scheme involving mobilization of funds: NONE
- m) Inter-se relationships between the Directors and Key Managerial Personnel of the Company: NONE
- n) Compliance Officer under the Listing Regulations 2015- Chandan Mahapatra, CFO & Company Secretary.

## **XVII. CONFIRMATION OF COMPLIANCE**

It is confirmed that the Company has complied with the requirements prescribed under Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The Statutory Auditors' Certificate that the Company has complied with the conditions of Corporate Governance is provided as **Annexure -"4"** to this Report and forming part of this Annual Report.

## **XVIII. ANNEXURES FORMING PART OF CORPORATE GOVERNANCE REPORT**

The Annexure referred to in this Report and other information which are required to be disclosed are annexed herewith and form a part of this Report:

<b>ANNEXURE</b>	<b>PARTICULARS</b>
<b>1</b>	Skill/ Expertise/ Competence of the Board of Directors
<b>2</b>	General Shareholders Information
<b>3</b>	WTD and CFO Certification as per Regulation 17(8) of Listing Regulations 2015
<b>4</b>	Independent Auditors' Certification on Corporate Governance
<b>5</b>	Certification of Non-Disqualification of Directors as per Regulation 34(3) of Listing Regulations 2015



## **ANNEXURE- “I” TO THE CORPORATE GOVERNANCE REPORT**

### **SKILL/ EXPERTISE/ COMPETENCE OF THE BOARD OF DIRECTORS**

The Company believes that it is the collective effectiveness of the Board that impacts Company performance and therefore its members of the Board amongst themselves should have a balance of skills, experience and diversity of perspective appropriate to the Company.

Given the challenges the Company faces, the Directors should possess one or more of the following skills, expertise and competencies:

#### **1. Organizational Purpose**

Ability to comprehend the socio-economic, regulatory and competitive environment in which the Company is operating and insight to identify opportunities and threats for the Company’s businesses.

#### **2. Leadership and Strategic Planning**

Ability to understand organization, processes, strategic planning and risk management. With experience in developing talent, succession planning and driving change and long term growth.

#### **3. Legal & Corporate Governance Acumen**

Ability to protect shareholders interests and observe appropriate governance practices. Monitor risk and compliance management system including legal framework.

#### **4. Policy Evaluation**

Ability to comprehend the Company’s governance philosophy and contribute towards its refinement periodically.

Ability to evaluate policies, systems and processes in the context of the Company’s businesses and review the same periodically.

#### **5. Board Cohesion**

Ability to comprehend the statutory roles and responsibilities of a Director and of the Board as a whole.

Ability to encourage and sustain a cohesive working environment and to listen to multiple views and thought processes and synergize a range of ideas for organizational benefit.

#### **6. Financial and Commercial Acumen**

Financial and Commercial acumen to critique the Company’s financial performance and evaluate the Company’s strategies and action plans in the context of their financial outcomes.

Ability to appreciate risks impacting the Company’s businesses and contribute towards development of systems and controls (financial as well as operational) for risk mitigation and compliance management and review and refine the same at periodical intervals.

In the table below, the skills / expertise / competencies of individual Director have been highlighted. However, the absence of mark against a Director’s name does not necessarily mean the Director does not possess the corresponding skill or competencies.

Name	Skills / Expertise / Competencies					
	Organizational Purpose	Leadership and Strategic Planning	Legal & Corporate Governance Acumen	Policy Evaluation	Board Cohesion	Financial and Commercial Acumen
Mr. Nanda Kumaran Puthezath	√	√	-	√	√	√
Mr. Mohandas K.	√	√	√	√	√	-
Ms. Reema Jain	√	√	√	√	√	-
Mr. Bashyakar Mattapalli	√	√	-	√	√	√
Ms. Pooja Solanki	√	√	√	√	√	-
Mrs. (Dr.) Gowri Ramachandran	√	√	√	√	√	√

**ANNEXURE- “2” TO THE CORPORATE GOVERNANCE REPORT**
**GENERAL SHAREHOLDER INFORMATION**

(i)	Annual General Meeting Date Time	:	Thursday, September 16, 2021 2.00 P.M. (IST)																																																																		
(ii)	Financial Year	:	April 1, 2020 to March 31, 2021																																																																		
(iii)	Dividend Payment Date	:	NA																																																																		
(iv)	Stock Exchanges on which the Company’s Shares are listed	:	BSE Limited Corporate Relation Department Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001																																																																		
(v)	Listing Fees	:	Listing fees as prescribed have been paid to the Bombay Stock Exchanges up to 31 <sup>st</sup> March 2022.																																																																		
(vi)	Stock Code BSE Security Code ISIN under depository system	:	514394 INE022N01019																																																																		
(vii)	<b>Market Price Data: High/Low during each month during the financial year 2020-21:</b> The details of Monthly High and Low price(s) on Bombay Stock Exchange for the financial year 2020-21 are as under:																																																																				
	<table><tr><th>Month</th><th>High</th><th>Low</th><th>S&amp;P BSE SENSEX Monthly High</th><th>S&amp;P BSE SENSEX Monthly Low</th></tr><tr><td>Apr-20</td><td>52.7</td><td>37.7</td><td>33887.25</td><td>27500.79</td></tr><tr><td>May-20</td><td>48.15</td><td>34.85</td><td>32845.48</td><td>29968.45</td></tr><tr><td>Jun-20</td><td>55.15</td><td>43.15</td><td>35706.55</td><td>32348.1</td></tr><tr><td>Jul-20</td><td>45.7</td><td>41.55</td><td>38617.03</td><td>34927.2</td></tr><tr><td>Aug-20</td><td>67.7</td><td>45.05</td><td>40010.17</td><td>36911.23</td></tr><tr><td>Sep-20</td><td>69.7</td><td>53.75</td><td>39359.51</td><td>36495.98</td></tr><tr><td>Oct-20</td><td>60.6</td><td>44.3</td><td>41048.05</td><td>38410.2</td></tr><tr><td>Nov-20</td><td>52.25</td><td>39.75</td><td>44825.37</td><td>39334.92</td></tr><tr><td>Dec-20</td><td>53.1</td><td>43.2</td><td>47896.97</td><td>44118.1</td></tr><tr><td>Jan-21</td><td>51</td><td>34.5</td><td>50184.01</td><td>46160.46</td></tr><tr><td>Feb-21</td><td>41</td><td>30.5</td><td>52516.76</td><td>46433.65</td></tr><tr><td>Mar-21</td><td>34.1</td><td>27.25</td><td>51821.84</td><td>48236.35</td></tr></table>				Month	High	Low	S&P BSE SENSEX Monthly High	S&P BSE SENSEX Monthly Low	Apr-20	52.7	37.7	33887.25	27500.79	May-20	48.15	34.85	32845.48	29968.45	Jun-20	55.15	43.15	35706.55	32348.1	Jul-20	45.7	41.55	38617.03	34927.2	Aug-20	67.7	45.05	40010.17	36911.23	Sep-20	69.7	53.75	39359.51	36495.98	Oct-20	60.6	44.3	41048.05	38410.2	Nov-20	52.25	39.75	44825.37	39334.92	Dec-20	53.1	43.2	47896.97	44118.1	Jan-21	51	34.5	50184.01	46160.46	Feb-21	41	30.5	52516.76	46433.65	Mar-21	34.1	27.25	51821.84	48236.35
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(viii)	<b>Performance in comparison to broad-based indices such as BSE Sensex</b>																																																																				
	<table><caption>Approximate data points from the graph</caption><thead><tr><th>Month</th><th>BSE SENSEX (Left Axis)</th><th>AJIL (Right Axis)</th></tr></thead><tbody><tr><td>April</td><td>35,000</td><td>45</td></tr><tr><td>May</td><td>33,000</td><td>42</td></tr><tr><td>June</td><td>38,000</td><td>48</td></tr><tr><td>July</td><td>35,000</td><td>40</td></tr><tr><td>August</td><td>40,000</td><td>55</td></tr><tr><td>September</td><td>40,000</td><td>58</td></tr><tr><td>October</td><td>42,000</td><td>52</td></tr><tr><td>November</td><td>45,000</td><td>45</td></tr><tr><td>December</td><td>48,000</td><td>45</td></tr><tr><td>January</td><td>50,000</td><td>42</td></tr><tr><td>February</td><td>52,000</td><td>35</td></tr><tr><td>March</td><td>51,000</td><td>30</td></tr></tbody></table>				Month	BSE SENSEX (Left Axis)	AJIL (Right Axis)	April	35,000	45	May	33,000	42	June	38,000	48	July	35,000	40	August	40,000	55	September	40,000	58	October	42,000	52	November	45,000	45	December	48,000	45	January	50,000	42	February	52,000	35	March	51,000	30																										
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(ix)	Registrar and Transfer Agents	:	Beetal Financial and Computer Services Pvt. Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062 Phone- 91-11-29961281-83, Fax- 91-11-29961284 Email- <a href="mailto:beetalrta@gmail.com">beetalrta@gmail.com</a>																																																							
(x)	Share transfer system	:	In order to expedite the process of share transfers, the Board has delegated the power to approve share transfers to Company Secretary who attend to share transfer formalities fortnightly. The Company has appointed Beetal Financial and Computer Services Pvt. Ltd as Registrar and Share Transfer Agents for physical transfer of securities as well as dematerialization/rematerialization of securities.																																																							
(xi)	Distribution of shareholding as on March 31, 2021																																																									
			<table><tr><td></td><td colspan="2">Shareholders</td><td colspan="2">% of Shareholding</td></tr><tr><td>No. of equity shares held (range)</td><td>Number</td><td>% to total</td><td>Number of Equity Shares</td><td>% to total</td></tr><tr><td>Up to 5000</td><td>5508</td><td>84.73</td><td>819555</td><td>0.8142</td></tr><tr><td>5001 to 10000</td><td>444</td><td>6.83</td><td>361757</td><td>0.3594</td></tr><tr><td>10001 to 20000</td><td>228</td><td>3.50</td><td>345435</td><td>0.3432</td></tr><tr><td>20001 to 30000</td><td>102</td><td>1.56</td><td>255597</td><td>0.2539</td></tr><tr><td>30001 to 40000</td><td>61</td><td>0.93</td><td>211520</td><td>0.2101</td></tr><tr><td>40001 to 50000</td><td>34</td><td>0.52</td><td>159700</td><td>0.1587</td></tr><tr><td>50001 to 100000</td><td>60</td><td>0.92</td><td>454556</td><td>0.4516</td></tr><tr><td>100001 and above</td><td>63</td><td>0.96</td><td>98046413</td><td>97.4088</td></tr><tr><td>Total</td><td>6500</td><td>100.00</td><td>100654533</td><td>100.0000</td></tr></table>		Shareholders		% of Shareholding		No. of equity shares held (range)	Number	% to total	Number of Equity Shares	% to total	Up to 5000	5508	84.73	819555	0.8142	5001 to 10000	444	6.83	361757	0.3594	10001 to 20000	228	3.50	345435	0.3432	20001 to 30000	102	1.56	255597	0.2539	30001 to 40000	61	0.93	211520	0.2101	40001 to 50000	34	0.52	159700	0.1587	50001 to 100000	60	0.92	454556	0.4516	100001 and above	63	0.96	98046413	97.4088	Total	6500	100.00	100654533	100.0000
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100001 and above	63	0.96	98046413	97.4088																																																						
Total	6500	100.00	100654533	100.0000																																																						
(xii)	Dematerialization of shares	:	The Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to handle dematerialization of shares. As on March 31, 2021, a total of 99606226 equity shares which form 98.95% of the share capital stand dematerialized.																																																							
(xiii)	Outstanding GDRs/ ADRs/ Warrants/ Convertible instruments	:	The Company has not issued Global Depository Receipts or American Depository Receipt or Warrants or any Convertible instruments																																																							
(xiv)	Commodity Price Risk/ Foreign Exchange Risk and Hedging	:	The Company did not engage in hedging activities.																																																							
(xv)	Plant Location	:	Company doesn't have any plant.																																																							
(xvi)	Address for correspondence	:	JA-710, 7th Floor, DLF Tower "A", Plot No. 10, Jasola District, New Delhi - 110025 <a href="mailto:info@atlasjewelleryindia.com">info@atlasjewelleryindia.com</a>																																																							
(xvii)	Credit Rating	:	The Company has not taken credit rating during the year under review.																																																							

**DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:**

The company does not have any outstanding Demat Suspense Account/Unclaimed Suspense Account.

**ANNEXURE- “3” TO THE CORPORATE GOVERNANCE REPORT****WTD & CFO CERTIFICATION**

**To**  
**The Board of Directors**  
**ATLAS Jewellery India Limited**

Dear Members of the Board,

We, the undersigned, to the best of our knowledge and belief, certify that:

- A. We have reviewed financial statements and the cash flow statement of the Company and all the notes on accounts for the Financial Year ended 31<sup>st</sup> March 2021:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. 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.
- B. During the year, we have identified one case of misappropriation and recovered Rs.12.06 Lakhs and the balance recoverable amount as on 31.03.2021 stands at Rs.27.29 Lakhs. The company further under its fidelity cover of Rs.5 Crore had already filed a claim with the insurance company as well as police complaint regarding the same. The detail of misappropriation has been shared with the statutory as well as the internal auditors of the company.
- C. 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 they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- D. 1. There has not been any significant change in internal control over financial reporting during the year under reference;
2. There has not been any significant change in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. The instance of misappropriation as described in point B. above has been indicated to the auditors and Audit Committee of the Company.

**For ATLAS Jewellery India Limited**

**Sd/-**  
**Nanda Kumaran Puthezhath**  
**Whole Time Director**  
**DIN: 02547619**  
**Kochi**

**Sd/-**  
**Chandan Mahapatra**  
**CFO**  
**Delhi**

**Date: August 11, 2021**

**ANNEXURE- “4” TO THE CORPORATE GOVERNANCE REPORT****COMPLIANCE CERTIFICATE**

To  
**The Members**  
**ATLAS Jewellery India Limited**

We have examined the compliance of conditions of Corporate Governance by ATLAS Jewellery India Limited (the “Company”) for the year ended on March 31, 2021, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as applicable.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

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

**For Tarun Kandhari & Co LLP**  
**(Chartered Accountants)**  
**Firm Regn. No. 006108C/N500042**

**Date: 11.08.2021**  
**Place: New Delhi**

**Sd/-**  
**Renu Suri**  
**Partner (M No. 091662)**

**ANNEXURE- “5” TO THE CORPORATE GOVERNANCE REPORT**
**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

**TO,  
THE MEMBERS OF  
ATLAS JEWELLERY INDIA LIMITED  
OFFICE NO. JA-710, 7TH FLOOR, DLF TOWER “A” PLOT NO. 10,  
JASOLA DISTRICT, NEW DELHI - 110025**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **ATLAS JEWELLERY INDIA LIMITED** having CIN: L74140DL1989PLC131289 and having registered office at Office No. JA-710, 7<sup>th</sup> Floor, DLF Tower “A” Plot No. 10, Jasola District, New Delhi - 110025 (hereinafter referred to as ‘the Company’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company	Date of cessation in Company
1	NANDA KUMARAN PUTHEZHATH	02547619	18/05/2015	-
2	MATTAPALLI BASHYAKAR	06738582	05/03/2017	-
3	REEMA JAIN	07234917	23/04/2016	-
4	KALIDAS MOHANDAS	07321049	14/11/2015	
5	MANDIRA MUTUM	07747235	01/04/2017	01/04/2020

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

**For PARVEEN RASTOGI & CO.  
COMPANY SECRETARIES**

Sd/-  
**PARVEEN RASTOGI**  
M. NO.: 4674  
C.P. NO. 2883

**Date: 29/06/2021  
Place: New Delhi  
UDIN: F004764C000542171**



## MANAGEMENT DISCUSSION AND ANALYSIS

(Forming Part of Director's Report)

### ECONOMIC SCENARIO

#### Indian Economy Overview

Financial Year 2020-21 witnessed what has probably been the most pervasive pandemic in the history of mankind. The pandemic led to severe loss of lives and livelihood resulting in decline in incomes, increase in rate of unemployment, financial distress in industries which are more contact led and outdoors and increase in poverty levels across the world.

The pandemic continues to impact the world and the second wave of Covid-19 has hit some of the countries like India extremely hard. The GDP numbers plummeted in Q1 of FY2020-21 to -24.4% on account of strict lockdowns imposed by the government to curb the spread of the virus. There were mobility restrictions, disruption in sales and distribution and supply chain, reverse migration of labour force, shifts in consumer behavior towards essential categories and severe impact on retail sales channels.

With gradual unlocking of the economy, Q2 FY2020-21 saw sequential recovery, albeit the GDP growth rate remained in the negative on account of declines in construction activity and non-essential services like travel, entertainment, and hospitality industries.

Indian economy returned to the growth side in Q3 of FY2020-21 on account of pent-up demand, festive spending, and a jump in government expenditure. The big surprise in terms of the sectors of production was the healthy expansion in financial, real estate and professional services (+6.6%), and construction (+6.2%).

During Q4 the GDP reported growth of 1.6% and was on the path to recovery when the second wave of Covid-19 came like a bolt from the blue. This deadly wave has led to a huge humanitarian crisis in the country making India the second highest in the world in terms of number of cases and third highest in number of deaths. The lockdowns in various parts of the country during April and May have once again put a shadow on economic growth and is likely to impact the GDP growth going forward.

Retail inflation (average) in India, based on consumer price index (CPI), accelerated from 4.8% in FY2020 to 6.2% in FY2021. This pick-up in inflation was largely driven by food inflation which rose from 6.0% in FY2020 to 7.5% in FY2021. (Source: WHO coronavirus (COVID-19) dashboard as on April 10, 2021, International Monetary Fund (January 2021), National Statistics Office, Bloomberg)

#### Gems and Jewellery Retail Industry in India

The supply chain disruption and restrictions over movement of non-essential goods in April and May resulted in Jewellery demand falling sharply by 74 per cent during the first quarter of FY21. Sales linked to Akshaya Tritiya was lost and the sharp rise in gold prices further dented the consumer sentiments.

Demand also remained weak in the second quarter, declining 48 per cent year-on-year with sustained rise in gold prices and extended lockdown in key metro cities like Chennai and Mumbai.

Although Jewellery demand showed continued signs of quarterly recovery from the lows reached in Q1 when market lockdowns were at their peak, it remained very weak in Q3 and registered a fall of nearly 42 per cent year-on year basis.

Substantial wedding purchases, encouraged by declining gold prices, and improving consumer sentiment buoyed by a pick-up in economic activity, supported Indian gold Jewellery demand in Q4 of FY2020-21. Demand was 39% higher y-o-y but remained subdued compared with previous historical levels.

### OPPORTUNITIES AND THREATS

Despite the immediate uncertain future which the entire economy is facing as new lock downs are imposed in various areas of the nation in response to rising Covid-19 cases, consumer confidence has dipped. This is likely to impact the recovery cycle of the industry. It is predicted there will be revival of consumer interest in gold Jewellery due to-

- Customer's preference in choosing hallmarked products over products made by un-organized manufacturers.
- In the coming years, growth in gems and Jewellery sector would largely be contributed by the development of large retailers/brands and the Company is expected to benefit from this growth in organized retail.

- Strong possibility of revival of the Indian economy after a one year pause and result in favour of discretionary spending categories.

## **RISKS AND CONCERNS**

Currently the sales of the Company are adversely impacted due to COVID-19 and the subsequent lockdown conditions. Though the lock down is now being relaxed gradually the consumer sentiments and the footfalls are expected to remain muted for the coming few months and the situation is expected to start returning to normal only in end of FY 2021-22. However, the complete FY 2021-22 is also expected to be a de-growth year for the Company with emphasis on consolidation only.

Given the traditional nature of the category, the risks to the business are essentially regulatory (as opposed to product substitution through technology or a sudden onslaught by international brand/s) and gold price volatility.

Due to macro-economic forces, during times of great uncertainty, gold prices tend to rise internationally as well as in the domestic market. Coupled with a slide in rupee versus the dollar, this could make the base gold rate extremely high and would impact customer demand temporarily, till people get used to the new normal. However, if volatility continues in either direction, customers tend to defer their purchases. It is presently unclear how the situation would evolve in the midterm.

The company's operations has also been severally hampered due to the pending open offer approval of the promoter with SEBI from June 2014 onwards and as result the entire promoter shareholding is locked in an escrow account as per SEBI guidelines and continues. As a consequence, the Company has not been unable to raise any funds and with the promoters unable to take charge of the Company the same is presently managed by a Board consisting of a majority of Non- Executive Independent Directors.

SEBI has passed an order on June 17, 2021, allowing the Promoter to go ahead with the open offer subject to certain conditions. This order is expected to have a positive impact on the Company in the near future.

## **OUTLOOK**

While impact of the second wave of Covid-19 is coming down as this report goes into print, the future is still uncertain. As per recent estimates released by RBI, the GDP is likely to grow at 9.5% during FY2021-22. As per estimates provided by World Bank in Global Economic Prospects June 2021, the Indian economy is expected to grow by 8.3% in 2021.

Considering that the gold Jewellery retail industry witnessed more than 35% volume contraction in FY2021, the pace of recovery is likely to be slow.

However, the sector's long-term outlook remains favorable supported by cultural underpinnings, an evolving lifestyle, growing disposable income, favorable demographic dividend, and the growing penetration of organized sector

## **PRODUCT-WISE PERFORMANCE**

The Company is a single product entity, viz jewellery and its operations include retail and export of jewellery. The jewellery has three subsets consisting of gold, diamonds and others.

During the year under review there was no export of jewellery. 100% revenue from operation was from domestic sale.

## **FINANCIAL PERFORMANCE**

The financial statements of the Company have been prepared in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and in compliance with IND-AS requirements as applicable to the Company. The financial statements have been prepared on a going concern basis and the accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

The highlights of the financial performance of the Company during the year are as under:

**(Rs. In Lacs)**

Particulars	2020-21	2019-20
Gross Income	143.50	1516.35
Profit/ (Loss) before tax and Exceptional items	(485.48)	911.79
Less: Exceptional items	-	-
Profit/ (Loss) before tax	(485.48)	911.79
Less: Tax Expenses	14.67	(13.10)
Profit/ Loss after tax	(500.14)	924.89

The aforementioned Profit/ Loss figures includes un-realized foreign exchange gains/loss on the over-due export receivable as referred already in the financial statements and notes thereon.

### INTERNAL CONTROLS AND COMPLIANCE WITH LAW

The Company has designed and implemented a process driven framework for Internal Financial Controls (“IFC”) within the meaning of the explanation to Section 134(5) (e) of the Companies Act, 2013. For the year ended 31<sup>st</sup> March 2021, the Board is of the opinion that the Company has sound IFC commensurate with the nature and size of its business operations and operating effectively and no material weakness exists. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and/or improved controls wherever the effect of such gaps would have a material effect on the Company’s operations.

The internal auditors of the company conduct audit of various department and areas. The Internal Audit Department reports its findings and observations to the Audit Committee which meets to review the audit issues and to follow up implementation of corrective actions. The statutory auditors also provide assurance on the adequacy of the internal control systems in the Company.

During the year, the company had identified one case of misappropriation and recovered Rs.12.06 Lakhs and the balance recoverable amount as on 31.03.2021 stands at Rs.27.29Lakhs. The company further under its fidelity cover of Rs.5Crore had already filed a claim with the insurance company as well as police complaint regarding the same. The detail of misappropriation has been shared with the statutory as well as the internal auditors of the company.

### HUMAN RESOURCES

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.

As part of its business streamlining and cost management strategies it also looks at effective human capital management and as on 31<sup>st</sup> March 2021 had 11 employees of which 4 were women employees.

### CAUTIONARY STATEMENT

Some of the statements in this report, describing your Company’s objectives and expectations expressed in good faith, may constitute ‘forward looking statements’ within the meaning of applicable laws and regulations. Actual results might differ materially from those, in the event of changes in the assumptions/market conditions including regulatory changes.

The Company assumes no responsibility in respect of the forward-looking statements herein, which may undergo changes in future for reasons beyond its control.

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF ATLAS JEWELLERY INDIA LIMITED

#### Report on the Audit of the Financial Statements

#### Opinion

We have audited the accompanying financial statements of **Atlas Jewellery India Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the effects or possible effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the Loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Qualified Opinion

##### A. Non-provision of the expected credit loss/impairment

The Company has not recognized provision for the expected credit loss/ impairment as required under Ind-AS 109 relating to overdue overseas Trade Receivables - "M/S Satwa Precious Metals & Bullion Trading (FZE)" of INR 15,270.23 Lakh (including unrealized foreign currency exchange gain of INR 2,569.31 Lakh as per Ind AS 21). There have been defaults in payment obligations by this overseas debtor on due date, which is outstanding for more than six years. The matter is pending before the Court and the recovery of this trade receivable is dependent upon outcome of the Court proceedings initiated by the Company. Also, the Company has applied to RBI for further extension of the timeline for realization of export proceeds (which was earlier granted up to 28<sup>th</sup> February 2021), the same has not yet been granted. In our opinion, as a consequence of no provision and non-recovery of trade receivables, the outstanding amount of the trade receivables in the financial statements would have decreased by INR 15,270.23 Lakh and would become INR 8.31 Lakh, accordingly the loss for the year would increase by INR 15,270.23 Lakh and would become loss of INR 15,770.37 Lakh; and retained earnings under other equity would have decreased by INR 15,270.23 Lakh and would become negative.

##### B. Material Uncertainty related to going concern

The Company's operating results have been materially affected due to various factors including non-realization of overseas trade receivables (which constitute more than 90% of the total assets), notional unrealized foreign exchange gain/loss on overseas debtor, reliance on cash sales for meeting out expenses and pending income tax demands with Income Tax Authorities. These facts/events cause significant doubts on the ability of the Company to continue as a going concern which is not only dependent on recoveries from overseas trade receivable but also on the Company's ability to raise adequate finance from alternative means to meet its obligations as and when they arise and as well as to establish consistent business operation. In the absence of any convincing audit evidences regarding certainty and time frame for recovery from trade receivables, outcome of pending legal action initiated against debtor, impact of actions and forthcoming actions that may be taken by income tax department cause a material uncertainty related to going concern as stated above, our opinion is qualified to that extent due to their effects or possible cumulative effect on the financial statements.

#### Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, subject to the possible effects of the matters described in the Basis for Qualified Opinion paragraphs, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally

accepted in India of the state of affairs of the Company as at March 31, 2021, its losses, and its cash flows for the year ended on that date.

### **Emphasis of Matters**

We draw attention to

- i) Valuation of Inventory is based on determination of estimated net realizable value and specific identification involving technical judgment of management and which has been relied upon by us.
- ii) Refer to Note No. 1( C) to the financial statements, which describes uncertainties due to the outbreak of COVID - 19 pandemic, the company operations were impacted as all its showrooms and offices were closed. The impact of these uncertainties on the Company's operations is significantly dependent on future developments.

Our opinion is not modified in respect of above stated matters.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

1. Due to the second wave of Covid - 19 pandemic and lockdowns imposed by the State Governments and local authorities, the audit has been conducted remotely, through coordination and obtaining information and data online in our Office located in Delhi which has limited our ability to verify physically the documents/files and internal controls. We have relied on various statements, data and information provided online by the accounts team in our Office in Delhi. Under these circumstances, the opinion expressed in the present report is based on the limited information, facts and input made available to us in soft copy through electronic mails by the Company.

### **Information Other than the Financial Statements and Auditor's Report Thereon**

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibilities for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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

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

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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



**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and except for the effects or possible effects of the matters described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) Except for the effects or possible effects of the matters described in the Basis for Qualified Opinion, in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of accounts;
  - d) Except for the effects or possible effects of the matters described in Basis for Qualified Opinion paragraph, 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, Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e) The matters described in the Basis for Qualified Opinion paragraph and Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
  - f) On the basis of written representations received from the directors as on March 31, 2021, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021, from being appointed as a director in terms of Section 164(2) of the Act;
  - g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure A” to this report;
  - h) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - i) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - (a) Except for the effects or possible effects of the matter described in the Basis for Qualified Opinion paragraph and Emphasis of Matter paragraph, the Company has disclosed the impact of pending litigations on its financial position in its financial statements;
    - (b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
    - (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “Annexure B” a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For Tarun Kandhari & Co LLP**  
**Chartered Accountants**  
FRN - 006108C/N500042

Place: New Delhi  
Date: 11<sup>th</sup> August 2021

**Sd/-**  
**Renu Suri**  
**Partner**  
M No. 091662  
UDIN: 21091662AAAAC14A33

## **ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

**(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Atlas Jewellery India Limited of even date)**

### **Report on the Internal Financial Controls Over Financial Reporting 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 **Atlas Jewellery India Limited** (the “Company”) as of March 31, 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

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

#### **Auditor’s Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, 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 Tarun Kandhari & Co LLP**  
**Chartered Accountants**  
FRN - 006108C/N500042

Place: New Delhi  
Date: 11<sup>th</sup> August 2021

**Sd/-**  
**Renu Suri**  
**Partner**  
M No. 091662  
UDIN: 21091662AAAACI4A33

**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Atlas Jewellery India Limited of even date)**

- i. In respect of the Company's fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) As explained to us, fixed assets have been physically verified by the management at regular intervals, which in our opinion is reasonable, having regard to the size of the company and nature of its business. No material discrepancies were noticed on such physical verification;
  - (c) According to the information and explanations given to us and the records (lease and license agreement) examined by us, in respect of immovable properties that been taken on lease and disclosed as property, plant and equipment in the Ind AS financial statements, the lease agreements are in the name of the Company.
- ii. In respect of its inventories:
  - (a) The Inventories of the Company have been physically verified by the management at reasonable intervals during the year.
  - (b) The discrepancies between physical stocks and the book stocks, which have been properly dealt with, were not material.
- iii. The Company has not granted any loan, secured or unsecured to companies, firms Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon
- iv. In our opinion and according to the information and explanations given to us, the company has not made any loans, investments, guarantees and security as per the provision of section 185 and 186 of the Companies Act, 2013.
- v. The company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2021 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus, reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2021 for a period of more than six months from the date they became payable.
  - (c) Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty, Value Added Tax and Goods and Service Tax which have not been deposited as at March 31, 2021 on account of dispute are given below:

Nature of the statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount Lakh
The Income Tax Act, 1961	Income Tax	ITAT	A.Y. 2014-15	39.07
	Income Tax	Income Tax Authority upto Commissioner's Level for Appeal	A.Y. 2017-18	199.13

- viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- ix. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. For the year ended March 2021, the company had identified one case of misappropriation and recovered Rs.12,06,239/- and the balance recoverable amount as on 31.03.2021 stands at Rs.27,28,529/-. The company further under its fidelity cover of Rs.5 Crore had already filed a claim with the insurance company as well as police complaint regarding the same.
- xi. In our opinion and according to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. The Company has not made any related party transactions prescribed with the provision of section 177 and 188 of the Companies Act 2013.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Tarun Kandhari & Co LLP**  
**Chartered Accountants**  
FRN - 006108C/N500042

Place: New Delhi  
Date: 11<sup>th</sup> August 2021

**Sd/-**  
**Renu Suri**  
**Partner**  
M No. 091662  
UDIN: 21091662AAAACI4A33

## Balance Sheet as at 31st March 2021

(All amounts in Indian Rupees unless otherwise stated)

(Amount in Rs.)

	Notes	As at 31st March 2021	As at 31st March 2020
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	1	841,483	1,416,728
Intangible assets	2	154,016	154,016
Right of Use Assets	3	2,661,536	5,328,058
Financial assets			
i) Investments		-	-
ii) Loans & Advances	4(a)	-	-
iii) Others Financial Assets	4(b)	936,000	1,373,000
Deferred tax assets (net)	5	13,237,052	14,702,032
Other non-current assets	6	82,550	82,550
		<b>17,912,637</b>	<b>23,056,384</b>
<b>Current assets</b>			
Inventories	7	119,198,431	128,535,982
Financial assets			
i) Investments			
ii) Trade receivables	8	1,527,853,627	1,566,119,013
iii) Cash and cash equivalents	9	40,021	45,239
iv) Bank balances	10	772,046	644,996
v) Loans & Advances		-	-
Other current assets	11	6,188,886	3,565,154
		<b>1,654,053,011</b>	<b>1,698,910,384</b>
<b>TOTAL ASSETS</b>		<b>1,671,965,648</b>	<b>1,721,966,768</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	12	1,007,115,330	1,007,115,330
Other equity	13	609,159,511	659,174,097
Other reserve			
<b>Total Equity</b>		<b>1,616,274,841</b>	<b>1,666,289,427</b>
<b>Non-current liabilities</b>			
Financial liabilities			
Lease Liabilities	3	2,630,850	5,522,952
Other non-current financial liabilities		-	-
Provisions			
Deferred tax liabilities (net)			
Other non-current liabilities			
<b>Total Non-current liabilities</b>		<b>2,630,850</b>	<b>5,522,952</b>
<b>Current liabilities</b>			
Financial liabilities	14	-	-
Borrowings			
Trade payables	14(a)	10,092	-
Other financial liabilities			
Other current liabilities	15	47,447,955	44,554,389
Short term provisions	16	5,601,910	5,600,000
<b>Total Current Liabilities</b>		<b>53,059,957</b>	<b>50,154,389</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,671,965,648</b>	<b>1,721,966,768</b>
Significant accounting policies	[1]B		
Notes Forming Part of Financial Statements	1-33		

The notes referred to above form an integral part of the standalone financial statements.  
As per our report of even date

For and on behalf of the Board of Directors of

**For Tarun Kandhari & Co. LLP**  
**ICAI Firm Registration No. 006108C/N500042**  
**Chartered Accountants**

**ATLAS JEWELLERY INDIA LIMITED**  
CIN - L74140DL1989PLC131289

**Sd/-**  
**Renu Suri**  
**Partner**  
**Membership No.: 091662**  
Place : New Delhi

**Sd/-**  
**Nanda Kumaran Puthezhath**  
Chairman  
DIN - 02547619  
Place : Kochi

**Sd/-**  
**Bashyakar Mattapalli**  
Director  
DIN - 06738582  
Place : Chennai

**Date : August 11, 2021**

**Sd/-**  
**Chandan Mahapatra**  
(Chief Financial Officer & CS)  
Place : Delhi



## Statement of Profit & Loss for the Year ended 31st March 2021.

(All amounts in Indian Rupees unless otherwise stated)

		(Amount in Rs.)	
Particulars	Notes	YEAR ENDED 31st March 2021 (Audited)	YEAR ENDED 31st March 2020 (Audited)
<b>Income</b>			
I Revenue from operations	17	13,053,763	21,878,362
II Other income	18	1,295,981	129,756,662
<b>III Total Income</b>		<b>14,349,744</b>	<b>151,635,024</b>
<b>IV Expenses</b>			
a) Cost of raw material and components consumed		-	-
b) Purchases of Stock in trade	19	568,084	4,137,857
c) (Increase)/decrease in inventories of finished goods, work-in-progress and stock in trade	20	9,337,551	15,816,532
d) Employee benefit expenses	21	6,679,862	10,058,938
e) Depreciation and amortisation expenses	22	2,130,220	3,169,217
f) Other expenses	23	43,856,463	26,906,638
g) Finance Costs	24	325,256	366,872
<b>Total Expenses</b>		<b>62,897,436</b>	<b>60,456,054</b>
<b>V Profit/(Loss) before Exceptional items &amp; Tax</b>		<b>(48,547,692)</b>	<b>91,178,970</b>
Exceptional items		-	-
<b>VI Profit/(Loss) before tax</b>		<b>(48,547,692)</b>	<b>91,178,970</b>
<b>VII Tax expenses</b>			
a) Current tax		1,910	-
b) Deferred Tax	5	1,464,980	(1,310,148)
c) Provision for Tax Demand of Earlier Years		-	-
<b>VIII Profit/(Loss) for the year</b>		<b>(50,014,582)</b>	<b>92,489,118</b>
<b>IX Other Comprehensive Income</b>			
a) Items that will not to be reclassified to profit or loss		-	-
b) Items to be reclassified to profit or loss in subsequent periods		-	-
<b>Other Comprehensive income for the year (net of tax)</b>		<b>-</b>	<b>-</b>
<b>X Total Comprehensive income for the year (net of tax)</b>		<b>(50,014,582)</b>	<b>92,489,118</b>
<b>XI Earnings per equity share</b>	25		
Basic & Diluted		(0.50)	0.92
Significant accounting policies	[1]B		
Notes Forming Part of Financial Statements	1-33		

The notes referred to above form an integral part of the standalone financial statements.

As per our report of even date

**For Tarun Kandhari & Co. LLP**  
**ICAI Firm Registration No. 006108C/N500042**  
**Chartered Accountants**

**Sd/-**  
**Renu Suri**  
**Partner**  
**Membership No.: 091662**  
**Place : New Delhi**

**Date : August 11, 2021**

For and on behalf of the Board of Directors of

**ATLAS JEWELLERY INDIA LIMITED**  
**CIN - L74140DL1989PLC131289**

**Sd/-**  
**Nanda Kumaran Puthezhath**  
**Chairman**  
**DIN - 02547619**  
**Place : Kochi**

**Sd/-**  
**Bashyakar Mattapalli**  
**Director**  
**DIN - 06738582**  
**Place : Chennai**

**Sd/-**  
**Chandan Mahapatra**  
**(Chief Financial Officer & CS)**  
**Place : Delhi**

## Cash Flow Statement for the Year ended 31st March 2021

(All amounts in Indian Rupees unless otherwise stated)

(Amount in Rs.)

	Year Ended 31st March 2021	Year Ended 31st March 2020
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax	(48,547,692)	91,178,970
Adjustment to reconcile profit before tax to net cash flows :		
Depreciation and amortisation expense	2,130,220	3,169,217
(Gain)/loss on sale/disposal/scraping of property, plant and equipment(net)	151,830	9,946,749
Finance Cost	325,256	366,872
Unrealized Foreign Exchange - (Gain)/loss	39,096,496	(129,756,662)
Lease Payment waiver	(250,250)	-
Interest received	(7,362)	-
Gain on preclosure of lease contract	(315,403)	-
<b>Operating profit before working capital changes</b>	<b>(7,416,905)</b>	<b>(25,094,854)</b>
<b>Adjustments for :</b>		
Decrease/(increase) in trade receivables	38,265,386	(129,756,662)
Decrease/(increase) in inventories	9,337,551	15,816,532
Decrease/(increase) in other current assets	(2,623,732)	15,135
Decrease/(increase) financial assets	437,000	(1,040,000)
(Decrease)/increase in trade payables	10,092	(20,837)
(Decrease)/increase in Other Current Liabilities	2,893,566	(1,772,770)
<b>Cash generated from operations</b>	<b>40,902,958</b>	<b>(141,853,456)</b>
-Direct Taxes Paid	-	-
<b>Net cash flow from/(used in) operating activities (A)</b>	<b>40,902,958</b>	<b>(141,853,456)</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Decrease/(Increase) in Long Term Loan and Advances	-	8,534,000
Interest received	7,362	-
Purchase of Property, Plant and Equipment, Intangible Assets	(32,306)	(1,074,291)
Proceeds from sale of Property Plant & Equipment	-	873,528
<b>Net cash flow (used in)/from investing activities (B)</b>	<b>(24,944)</b>	<b>8,333,237</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Issue of Share Capital	-	-
Payment of Lease Liabilities	(1,588,881)	(1,639,850)
Other Payment-Initial Direct Costs	(70,805)	(88,425)
<b>Net cash used in financing activities (C)</b>	<b>(1,659,686)</b>	<b>(1,728,275)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A + B +C)</b>	<b>39,218,328</b>	<b>(135,248,494)</b>
Effect of exchange rate changes on cash & cash equivalents	(39,096,496)	129,756,662
Cash and cash equivalents at the beginning of the year	690,235	6,182,067
<b>Cash and cash equivalents at the end of the year</b>	<b>812,067</b>	<b>690,235</b>
<b>Components of cash and cash equivalents</b>		
Cash and cash equivalents	9 40,021	45,239
With banks on current account	10 772,046	644,996
<b>Total cash and cash equivalents</b>	<b>812,067</b>	<b>690,235</b>
Cash credit from banks	-	-
<b>Balances per statement of cash flows</b>	<b>812,067</b>	<b>690,235</b>
Significant accounting policies		
Notes Forming Part of Financial Statements	[1]B	
1. The notes referred to above form an integral part of the standalone financial statements.		
2. Figures in brackets indicate cash outflow.		
3. The above Cash flow statement has been prepared under the Indirect method set out in Ind AS-7 'Statement of Cash Flow' notified under the Companies (Indian Accounting Standards) Rules, 2015.		
4. Previous year figures have been regrouped and recasted wherever necessary to conform to the current year classification.		

As per our report of even date

For and on behalf of the Board of Directors of

**For Tarun Kandhari & Co. LLP**  
**ICAI Firm Registration No. 006108C/N500042**  
**Chartered Accountants**

**ATLAS JEWELLERY INDIA LIMITED**  
**CIN - L74140DL1989PLC131289**

**Sd/-**  
**Renu Suri**  
**Partner**  
**Membership No.: 091662**  
**Place : New Delhi**

**Sd/-**  
**Nanda Kumaran Puthezhath**  
**Chairman**  
**DIN - 02547619**  
**Place : Kochi**

**Sd/-**  
**Bashyakar Mattapalli**  
**Director**  
**DIN - 06738582**  
**Place : Chennai**

**Date : August 11, 2021**

**Sd/-**  
**Chandan Mahapatra**  
**(Chief Financial Officer & CS)**  
**Place : Delhi**

**Statement of changes in equity as at 31st March, 2021**
*(All amounts in Indian Rupees unless otherwise stated)*

<b>a. Equity Share Capital</b>	<b>Amount</b>
<b>As at 1 April 2019</b>	<b>1,006,545,330</b>
Changes in equity Share Capital during the Year	-
<b>As at 31 March 2020</b>	<b>1,006,545,330</b>
Changes in equity Share Capital during the Year	-
<b>As at 31 March 2021</b>	<b>1,006,545,330</b>

**b. Other Equity**

Particulars	Attributable to the equity holders of ATLAS Jewellery India Limited					Total
	Reserves and Surplus				Other Reserves	
	Securities premium (i)	Capital reserve (ii)	Share based payment reserve (iii)	Retained earnings (iv)	FVTOCI (v)	
<b>As at 1 April 2019</b>	<b>685,797,332</b>	<b>2,637,908</b>	-	<b>(121,750,261)</b>	-	<b>566,684,979</b>
Total profit for the year & Appro.	-	-	-	92,489,118	-	<b>92,489,118</b>
Other comprehensive income for the year	-	-	-	-	-	-
<b>Total comprehensive income for the year</b>	-	-	-	92,489,118	-	<b>92,489,118</b>
Share based payment expense	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-
<b>As at 31 March 2020</b>	<b>685,797,332</b>	<b>2,637,908</b>	-	<b>(29,261,143)</b>	-	<b>659,174,097</b>
<b>As at 1 April 2020</b>	<b>685,797,332</b>	<b>2,637,908</b>	-	<b>(29,261,143)</b>	-	<b>659,174,097</b>
Total profit for the year	-	-	-	(50,014,582)	-	<b>(50,014,582)</b>
Other comprehensive income for the year	-	-	-	-	-	-
<b>Total comprehensive income for the year</b>	-	-	-	<b>(50,014,582)</b>	-	<b>(50,014,582)</b>
Share based payment expense	-	-	-	-	-	-
Deferred employee stock compensation	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-
<b>As at 31 March 2021</b>	<b>685,797,332</b>	<b>2,637,908</b>	-	<b>(79,275,725)</b>	-	<b>609,159,515</b>

The notes referred to above form an integral part of the standalone financial statements.

As per our report of even date

For and on behalf of the Board of Directors of

**For Tarun Kandhari & Co. LLP**  
**ICAI Firm Registration No. 006108C/N500042**  
**Chartered Accountants**
**ATLAS JEWELLERY INDIA LIMITED**  
**CIN - L74140DL1989PLC131289**
**Sd/-**  
**Renu Suri**  
**Partner**  
**Membership No.: 091662**  
**Place : New Delhi**
**Sd/-**  
**Nanda Kumaran Puthiezath**  
**Chairman**  
**DIN - 02547619**  
**Place : Kochi**
**Sd/-**  
**Bashyakar Mattapalli**  
**Director**  
**DIN - 06738582**  
**Place : Chennai**
**Date : August 11, 2021**
**Sd/-**  
**Chandan Mahapatra**  
**(Chief Financial Officer & CS)**  
**Place : Delhi**

## NOTES FORMING PART OF THE FINANCIAL STATEMENT

### Note [1](A)

#### Company Overview

ATLAS Jewellery India Limited (referred to as “the Company”) is a public limited company incorporated in India. (CIN NO: L74140DL1989PLC131289), with its registered office at JA- 710, 7th Floor, DLF Tower A, Plot No-10, Jasola, New Delhi-110025. Its equity shares are listed on the Bombay Stock Exchange (BSE) in India.

The Company is primarily involved in sale of Jewellery and related items and accessories.

### Note [1] (B)

#### Significant Accounting Policies

##### a) Statement of Compliance

The Company’s financial statements have been prepared in accordance with the provisions of the Companies Act, 2013 and the Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and amendments thereof issued by Ministry of Corporate Affairs in exercise of the powers conferred by section 133 of the Companies Act, 2013. In addition, the guidance notes/announcements issued by the Institute of Chartered Accountants of India (ICAI) are also applied except where compliance with other statutory promulgations require a different treatment. These financial statements have been approved for issue by the Board of Directors at its meeting held on August 11, 2021.

##### b) Basis of Measurement

The financial statements have been prepared on an accrual basis under the historical cost convention.

##### c) Use of estimates and judgement

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Such estimates and assumptions are based on management’s evaluation of relevant facts and circumstances as on the date of financial statements. The actual outcome may diverge from these estimates.

Estimates and assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

##### d) Presentation of Financial Statements

The Balance Sheet, Statement of Profit and Loss and Statement of Changes in Equity are prepared and presented in the format prescribed in the Schedule III to the Companies Act, 2013 (“the Act”). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 “Statement of Cash Flows”. The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

##### e) Functional and presentation currency

The financial statements are presented in Indian Rupee, the national currency of India, which is the functional currency of the Company. All amounts have been rounded-off to the nearest rupee, unless otherwise indicated.

##### f) Revenue

Revenue from sale of products is recognized when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable, the associated cost can be estimated reliably, there is no continuing effective control or managerial involvement with the goods, and the amount of revenue can be measured reliably. Revenue from sale of products is measured at the fair value of the consideration received or receivable which is, net of customer incentives, discounts, variable considerations, payments made to customers, other similar charges, as specified in the contract with the customer excluding taxes or duties collected on behalf of the government.

Service income: Service income is recognised on rendering of services based on the agreements / arrangements with the concerned parties.

**g) Exceptional items**

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and disclosed as such in the financial statements.

**h) Property, Plant and Equipment (PPE)**

**i. Recognition and measurement**

PPE is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation, and cumulative impairment, if any. All directly attributable costs related to the acquisition of PPE and borrowing costs in case of qualifying assets are capitalized in accordance with the Company's accounting policy.

**ii. Depreciation**

The Company depreciates property, plant and equipment from the date the assets are available for use using written down value method based on the balance useful life of the asset retaining its residual value.

Depreciation on additions to/deductions from, owned assets is calculated pro rata to the period of use. Depreciation charge for impaired assets is adjusted in future periods in such a manner that the revised carrying amount of the asset is allocated over its remaining useful life.

Leasehold improvements are amortized over the shorter of estimated useful life of the asset or the related lease term.

The estimated useful lives of items of property assets are reviewed and where appropriate are adjusted, annually. The estimated useful lives of assets are as follows:

Computer Equipment's	3 years
Office Equipment's	5 years
Electricals Equipment's	10 years
Furniture & Fixtures	10 years
Plant & Machinery	15 years
Vehicles	8 Years

Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above represents the period over which the management expects to use the assets.

Repairs and maintenance costs are recognised in the statement of profit and loss when incurred.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognised in the statement of profit and loss.

Advance paid towards acquisition of fixed assets outstanding at each balance sheet date is disclosed as capital advances under noncurrent assets.

**iii. Disposal of assets**

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

**i) Intangible Assets**

Intangible Assets are stated at cost of acquisition net of recoverable taxes, trade discount and rebates less accumulated amortization/depletion and impairment loss, if any. Intangible Assets are amortized over their respective individual estimated useful life on a Written down Value Method Basis, commencing from date of Assets is available to the company for its use.

The estimated useful life of an identifiable intangible assets is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

The estimated useful lives of intangible assets are as follows:

Software - License period or 5 years, whichever is lower.

Intellectual properties - 5 years

Brand and trademark - Infinite period.

The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization period is revised to reflect the changed pattern, if any.

**j) Impairment of assets**

As at the end of each accounting year, the Company reviews the carrying amounts of its PPE, investment property, intangible assets, and investments to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, PPE, investment property, intangible assets and investments are tested for impairment so as to determine the impairment loss, if any. Intangible assets with indefinite life are tested for impairment each year.

**k) Employee Benefits Expense****i. Short term benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are recorded as expense as the related service is provided. A liability is recognized for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

**ii. Defined Contribution Plans**

The expenditure for defined contribution plans is recognized as an expense during the period when the employee provides service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees.

Provident Fund:

Employees receive benefits from a provident fund, which is a defined contribution plan. The company makes specified monthly contribution towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

**iii. Defined Benefit Plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods.

Gratuity:

In accordance with the Payment of Gratuity Act, 1972, applicable for Indian companies, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company.



**iv. Other long-term employee benefits**

The employees of the company are entitled to compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation based on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the balance sheet date. The expense on non-accumulating compensated absences is recognised in the Statement of Profit and Loss in the period in which the absences occur.

**i) Leases**

Leases are accounted as per Ind AS 116. The Company evaluates each contract or arrangement, whether it qualifies as lease at the inception as defined under Ind AS 116 i.e., if the contract conveys the right to –

- i. control use of an identified asset.
- ii. obtain substantially all the economic benefits from use of the identified asset and
- iii. direct the use of the identified asset

The company applies a single recognition and measurement approach for all leases except for short-term leases. The company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. The nature of expenses related to those leases has changed from lease rent in previous periods to (i) amortization for the right-to-use asset, and (ii) interest accrued on lease liability.

The Company enters into an arrangement for lease of buildings. Such arrangements are generally for a fixed period but may have extension or termination options.

Lease payments associated with following leases are recognised as expense on straight-line basis:

- (i) Low value leases; and
- (ii) Leases which are short-term.

The Company determines the lease term as the non-cancellable period of a lease, together with periods covered by an option to extend the lease, where the Company is reasonably certain to exercise that option.

The Company at the commencement of the lease contract recognizes a Right-of-Use (ROU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term leases) and low-value assets. For these short term and low value leases, the company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

**Right Of Use Assets:**

Right-of-use assets are measured at cost comprising the following:

- i) the amount of the initial measurement of lease liability
- ii) any initial direct costs
- iii) restoration costs

Right-of-use assets are depreciated over the lease term on a straight-line basis.

**Lease Liabilities:**

For lease liabilities at the commencement of the lease, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate that the Company would have to pay to borrow funds, including the consideration of factors such as the nature of the asset and location, collateral, market terms and conditions, as applicable in a similar economic environment.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made.

Lease liability payments are classified as cash used in financing activities in the statement of cash flows.

**m) Financial instruments**

Financial assets and/or financial liabilities are recognised when the Company becomes party to a contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction values and where such values are different from the fair value, at fair value. Transaction costs that are attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from, as the case may be, the fair value of such financial assets or liabilities on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

A financial asset and a financial liability is offset and presented on net basis in the balance sheet when there is a current legally enforceable right to set-off the recognised amounts and it is intended to either settle on net basis or to realize the asset and settle the liability simultaneously.

Impairment of financial assets: The Company recognizes impairment loss on trade receivables using expected credit loss model which involves use of a provision matrix constructed on the basis of historical credit loss experience as permitted under Ind AS 109.

For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

**n) Inventories**

Items of inventories are measured at lower of cost and net realizable value as prescribed in Ind AS 2. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition. Net realizable value represents the estimated selling price for inventories less estimated costs of completion and costs necessary to make the sale.

**o) Cash and bank balances**

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and bank balances.

**p) Securities premium**

Securities premium includes the difference between the face value of the equity shares and the consideration received in respect of shares issued.

The issue expenses of securities which qualify as equity instruments are written off against securities premium.

**q) Foreign Currencies**

The functional currency and presentation currency of the Company is Indian Rupee. Functional currency of the company and foreign operations has been determined based on the primary economic environment in which the company and its foreign operations operate considering the currency in which funds are generated, spent, and retained.

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the date of the transaction. Foreign currency denominated monetary assets and liabilities are translated at the exchange rate prevailing on the balance sheet date and exchange gains and losses arising on settlement or restatement are recognised in the statement of profit and loss.

**r) Taxation**

Tax Expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Current Tax:

The current tax is based on taxable profit (or on the basis of book profits wherever minimum alternate tax is applicable) for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The

company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period. And the related tax credits computed in accordance with the provisions of the applicable tax laws and based on the expected outcome of assessments/appeals.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

#### Deferred Tax:

Deferred tax assets and liabilities are recognised on temporary differences between the carrying amounts of assets and liabilities in the Companies' financial statements and the corresponding tax bases used in computation of taxable profit.

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

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

The company offsets deferred income tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

#### s) **Provisions and Contingent Liabilities**

Provisions are recognised only when:

- (i) the Company has a present obligation (legal or constructive) as a result of a past event; and
- (ii) it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- (iii) a reliable estimate can be made of the amount of the obligation Provision is measured using the cash flows estimated to settle the present obligation and when the effect of time value of money is material, the carrying amount of the provision is the present value of those cash flows. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of:

- (i) a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation; and
- (ii) a present obligation arising from past events when no reliable estimate is possible.

#### t) **Statement of Cash Flows**

Statement of Cash Flows are reported using indirect method, whereby net profits before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from regular revenue generating (operating activities), investing and financing activities of the company are segregated.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as at the date of Balance Sheet.

#### u) **Cash and cash equivalents and bank balances**

Cash and cash equivalents include cash on hand, balances with banks, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less.

**v) Earnings Per Share**

Basic earnings per share ('EPS') is computed by dividing profit or loss attributable to equity shareholders of the company by the weighted average number of equity shares outstanding during the year. The company did not have any potentially dilutive securities in any of the years presented.

**w) Key sources of estimation**

The preparation of financial statements in conformity with Ind AS and requires that the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. The estimates and underlying assumptions made by the Company have been explained under respective policies and are reviewed on an ongoing basis. Revisions to accounting estimates include useful lives of property, plant and equipment & intangible assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit plans, expected cost of completion of contracts, provision for rectification costs, fair value measurement etc. Difference, if any, between the actual results and estimates is recognised in the period in which the results are known.

**x) Recent accounting pronouncements**

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from 1st April, 2021.

The Ministry of Corporate Affairs ("MCA") issued notifications dated 24th March, 2021 to amend Schedule III to the Companies Act, 2013 to enhance the disclosures required to be made by the Company in its financial statements. The amendments are extensive, and the company will evaluate the same to give effect to them as required by law.

The amendments revise Division I, II and III of Schedule III and are applicable from 1st April 2021. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

Balance Sheet:

- Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc.

**Note [1] (C) Impact of Covid-19**

With the declaration of COVID-19 as a pandemic in mid-March 2020, the performance of the retail stores were affected during the first half of the last financial year due to store closures consequent upon declaration of national lockdown by the Government and subsequent state-wise lockdowns.

The retail industry as a whole has been adversely impacted due to COVID-19 and consequent lockdown resulting out of it. The company being in the retail segment has also faced significant headwinds due to COVID-19 due to closure of its business establishment and retail showroom. The performance for the year ended 31 March 2021 has been impacted due to this unprecedented disruption which continued for nearly whole calendar year of 2020 in lockdown. Any impact in future will largely depend on factors such as overall improvement in Covid situation, customer confidence, etc.

During the financial year ended 31st March 2021 has indeed been a most testing one for the Company with the pandemic hitting its retail operations very significantly, particularly the first half of the financial year. However, the company did quite well on cost management including re-negotiating with certain landlords on the rent reduction/ waiver.

While resuming operations, we followed the directives issued by the authorities from time to time and also put in place various safety measures at all units like social distancing, sanitization of place and people, compulsory mask etc. to ensure the safety of our employees. A large segment of our employees worked from home, and we provided various amenities and support to make this transition comfortable.

If there is a continued and pro-longed disruption of Company's retail operations due to Covid- 19, the Company may have to resort to significant downsizing of its retail infrastructure and employee base which would have an impact on its sales and related functions.

The Company has considered such impact to the extent known and available currently. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration.

The company has considered the possible effects that may result from the global pandemic relating to COVID-19 on the financial statements of the company. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the company, as at the date of approval of these financial statements has used internal and external sources of information. The company has performed an analysis on the assumptions used and based on current estimates expects that the carrying amount of its assets will be recovered. The impact of COVID-19 on the financial statements may differ from that estimated as at the date of approval of these financial statements.

**Notes to financial statements as at 31 March 2021**
*(All amounts in Indian Rupees unless otherwise stated)*
**Note [2]**
**1. PROPERTY, PLANT AND EQUIPMENT**

	Computer Equipments	Electricals Equipments	Furniture & Fixtures	Generator	Leasehold Improvements	Office Equipments	Vehicles	Total
<b>Cost</b>								
As at 01st April 2019	21,98,286	36,638	44,35,706	6,70,000	8,89,59,142	31,84,963	8,84,315	10,03,69,050
Additions	20,466		60,000		8,96,646	97,179	-	10,74,291
Disposals/Adjustments	-	36,638	39,49,874	6,70,000	3,27,52,451	3,88,228	-	3,77,97,191
<b>As at 31st March 2020</b>	<b>22,18,752</b>	<b>-</b>	<b>5,45,832</b>	<b>-</b>	<b>5,71,03,337</b>	<b>28,93,914</b>	<b>8,84,315</b>	<b>6,36,46,150</b>
As at 01st April 2020	22,18,752	-	5,45,832	-	5,71,03,337	28,93,914	8,84,315	6,36,46,150
Additions			11,017			21,289		32,306
Disposals					2,52,048			2,52,048
<b>As at 31st March 2021</b>	<b>22,18,752</b>	<b>-</b>	<b>5,56,849</b>	<b>-</b>	<b>5,68,51,289</b>	<b>29,15,203</b>	<b>8,84,315</b>	<b>6,34,26,408</b>
<b>Accumulated Depreciation</b>								
As at 01st April 2019	20,92,086	26,011	32,60,213	3,83,686	7,81,21,809	28,48,293	8,65,919	8,75,98,017
Charge for the Year	7,467	920	1,09,197	284	13,30,396	1,57,794	5,761	16,11,819
Disposals/Adjustments	-	26,931	29,79,442	3,83,970	2,32,17,013	3,73,059	-	2,69,80,415
<b>As at 31st March 2020</b>	<b>20,99,554</b>	<b>-</b>	<b>3,89,968</b>	<b>-</b>	<b>5,62,35,192</b>	<b>26,33,028</b>	<b>8,71,680</b>	<b>6,22,29,422</b>
Charge for the Period	8,433	-	42,410	-	3,20,538	80,392	3,946	4,55,719
Disposals/Adjutment					1,00,216			1,00,216
<b>As at 31st March 2021</b>	<b>21,07,987</b>	<b>-</b>	<b>4,32,378</b>	<b>-</b>	<b>5,64,55,514</b>	<b>27,13,420</b>	<b>8,75,626</b>	<b>6,25,84,925</b>
<b>Net carrying Value</b>								
<b>As at 31st March 2020</b>	<b>1,19,198</b>	<b>-</b>	<b>1,55,864</b>	<b>-</b>	<b>8,68,145</b>	<b>2,60,886</b>	<b>12,635</b>	<b>14,16,728</b>
<b>As at 31st March 2021</b>	<b>1,10,765</b>	<b>-</b>	<b>1,24,471</b>	<b>-</b>	<b>3,95,775</b>	<b>2,01,783</b>	<b>8,689</b>	<b>8,41,483</b>

**2 INTANGIBLE ASSETS**

	Softwares & Licenses
<b>Cost</b>	
As at 01st April 2019	31,53,378
Additions	-
Deletion	73,050.00
<b>As at 31st March 2020</b>	<b>30,80,328</b>
As at 01st April 2020	30,80,328
Additions	
Deletion	-
<b>As at 31st March 2021</b>	<b>30,80,328</b>
<b>Amortisation</b>	
As at 01st April 2019	29,94,759
Charge for the year	1,102
Adjustment	69,549
<b>As at 31st March 2020</b>	<b>29,26,312</b>
As at 01st April 2020	29,26,312
Charge for the year	-
Deletion	-
<b>As at 31st March 2021</b>	<b>29,26,312</b>
<b>Net carrying Value</b>	
<b>As at 31st March 2020</b>	<b>1,54,016</b>
<b>As at 31st March 2021</b>	<b>1,54,016</b>



## Notes to financial statements as at 31st March 2021

(All amounts in Indian Rupees unless otherwise stated)

### 3 LEASES

	As at 31st March 2021	As at 31st March 2020
<b>Right of Use Assets:</b>		
Balance at the Beginning	53,28,058	36,29,193
Additions	19,17,675	32,55,161
Less: Deletions	(29,09,696)	-
Less : Depreciation Lease Assets	(16,74,501)	(15,56,296)
<b>Balance at the End</b>	<b>26,61,536</b>	<b>53,28,058</b>
<b>Lease Liabilities:</b>		
Balance at the Beginning	55,22,952	36,29,193
Additions	18,46,875	31,66,737
Add : Finance Cost	3,25,256	3,66,872
Less: Deletions	(32,25,102)	-
Less: Lease Payment	(18,39,131)	(16,39,850)
<b>Balance at the End</b>	<b>26,30,850</b>	<b>55,22,952</b>

Short-term leases have been accounted by applying Paragraph 6 of Ind AS 116- Leases and accordingly recognised as expense in the statement of profit and loss.

During the year ended 31 March 2021, and 31 March 2020 there was addition and deletion to right of use assets and lease liabilities due to new lease agreement and a lease termination of properties for which, IndAS116 is applicable.

### 4. (a) LOANS & ADVANCES

	As at 31st March 2021	As at 31st March 2020
Other Loans & Advances	-	85,34,000
Less: Loss allowance/Impairment	-	(85,34,000)
<b>Total</b>	<b>-</b>	<b>-</b>

### (b) OTHER FINANCIAL ASSETS

Security Deposits	9,36,000	13,73,000
<b>Total</b>	<b>9,36,000</b>	<b>13,73,000</b>

Security deposits are the advances given against the lease hold properties. Which includes short term leases and otherwise.

### 5. INCOME TAXES

	As at 31st March 2021	As at 31st March 2020
<b>DEFERRED TAX (NET)</b>		
Deferred Tax Liabilities	-	-
Deferred Tax Assets	1,32,37,052	1,47,02,032
<b>Total</b>	<b>1,32,37,052</b>	<b>1,47,02,032</b>

**Tax expense recognised in Profit and Loss**

	As at 31st March 2021	As at 31st March 2020
<b>Current Tax</b>		
- Current Year	1,910	-
<b>Deferred Tax Change</b>		
- Origination and reversal of temporary differences	14,64,980	(13,10,148)
<b>Total</b>	<b>14,66,890</b>	<b>(13,10,148)</b>

Tax rate applicable to the company for the year ended 31 March 2021 is 25% plus applicable cess.

Current tax for the year amounting Rs.1,910 was charged to profit & loss due to tax relating to other income as interest received from bank deposits.

**6. OTHER NON-CURRENT ASSETS**

	As at 31st March 2021	As at 31st March 2020
Others	82,550	82,550
<b>Total</b>	<b>82,550</b>	<b>82,550</b>

**7. INVENTORIES**

	As at 31st March 2021	As at 31st March 2020
Finished goods	11,91,98,431	12,85,35,982
<b>Total</b>	<b>11,91,98,431</b>	<b>12,85,35,982</b>

The cost of inventories recognised as an expense during the year is disclosed in Note 20.

**8. TRADE RECEIVABLE**

	As at 31st March 2021	As at 31st March 2020
Trade Receivable-Unsecured	1,52,70,22,517	1,56,61,19,013
Unsecured and Considered Good	8,31,110	-
<b>Total</b>	<b>1,52,78,53,627</b>	<b>1,56,61,19,013</b>

Note:

**Overseas Trade Receivables**

- Trade receivables amounting to Rs 1,52,70,22,517 relates an overseas debtor "M/S Satwa Precious Metals & Bullion Trading (FZE)", export debtor of Rs. 1,52,70,22,517 ((Rupees One Hundred Fifty-Two Crores Seventy Lacs Twenty two Thousand Five Hundred Seventeen- Only) (including foreign currency exchange gain or loss) which are outstanding for more than five years.
- The Actual export invoices which are due as on date is to the tune of USD 20,774,488.11 (INR 1,270,091,707.37).
- The balance figure (Rs.1,52,70,22,517 minus 1,270,091,707.31) amounting to Rs.25,69,30,809.63 is the impact of notional foreign exchange gain the Company is has provided as required under Ind-AS 21 "The effects of changes in foreign exchange rates".

- d. Further against the above exports the Company has withheld an export commission of INR 1,73,97,825.
- e. The company has filed a recovery suit in 2016 against the export debtor for USD 20,774,488.11 (INR 1,270,091,707.37) along with interest. The matter is being heard and presently posted before the principal judge North Paravoor, Kerala.
- f. Further the Company is given to understand that as per Bilateral legal and judicial cooperation treaty between India and United Arab Emirates (UAE) dealing with the reciprocal recognition and enforcement of foreign judgements with India (Federal Decree No.83 of 2000) the Company has the option of seeking enforcement of any judgment issued in its favour in the Indian Court of law in UAE.
- g. The Company had also received approval under the FEMA Regulations which was valid till February 2021. The Company has duly filed extension application as well.
- h. As per RBI Master Circular of Export of Goods and Services the Company is eligible to write-off up to 5% of its export dues under self-write-off. Since the Company is confident of recovering its dues, it does deem it necessary to under-take any kind of write-off at the present moment.
- i. Trade Receivables are classified as Financial Instruments under Ind-AS 109 and the Company is required to provide for impairments/ obligations as per “Expected Credit Loss (ECL) Method. Since the matter is still being decided by the Honorable Court the Company is presently not in a position to quantify the impairment amount as per the said accounting standards and hence has decided to wait for the Court’s outcome before providing for any “Expected Credit Loss” under Ind-AS 109.

#### 9. CASH AND CASH EQUIVALENTS

	As at 31st March 2021	As at 31st March 2020
Cash on hand	40,021	45,239
<b>Total</b>	<b>40,021</b>	<b>45,239</b>

#### 10. OTHER BANK BALANCES

	As at 31st March 2021	As at 31st March 2020
Balance with Scheduled Banks in Current Accounts	7,72,046	6,44,996
<b>Total</b>	<b>7,72,046</b>	<b>6,44,996</b>

#### 11. THER CURRENT ASSETS

	As at 31st March 2021	As at 31st March 2020
Others	61,88,886	35,65,154
<b>Total</b>	<b>61,88,886</b>	<b>35,65,154</b>

## 12. SHARE CAPITAL

	As at 31st March 2021	As at 31st March 2020
<b>Authorised share capital</b>		
199,980,000 Equity Shares of par value Rs. 10/- each	1,99,98,00,000	1,99,98,00,000
(Previous year 199,980,000 Equity shares of par value of Rs. 10/- each)		
20,000 Preference Shares of par value Rs. 10/- each	2,00,000	2,00,000
(Previous year 20,000 Equity shares of par value of Rs. 10/- each)		
	<b>2,00,00,00,000</b>	<b>2,00,00,00,000</b>
<b>Issued share capital</b>		
100,797,133 Equity Shares of par value Rs. 10/- each	1,00,79,71,330	1,00,79,71,330
(Previous Year - 100,797,133 Equity Shares of par value Rs. 10/- each)		
<b>Total</b>	<b>1,00,79,71,330</b>	<b>1,00,79,71,330</b>
<b>Subscribed and fully paid-up share capital</b>		
100,797,133 Equity Shares of par value Rs. 10/- each	1,00,65,45,330	1,00,65,45,330
(Previous Year - 100,797,133 Equity Shares of par value Rs. 10/- each)		
Add : Forfeited Shares Account	5,70,000	5,70,000
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>1,00,71,15,330</b>	<b>1,00,71,15,330</b>

### Terms / Rights attached to equity shares.

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder of equity shares is entitled to one vote per share.

### Reconciliation of number of shares

Equity shares	Year Ended 31st March 2021		Year Ended 31st March 2020	
	31 March 2021	31 March 2020	31 March 2021	31 March 2020
At the beginning of the year	10,06,54,533	1,00,65,45,330	10,06,54,533	1,00,65,45,330
Issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>10,06,54,533</b>	<b>1,00,65,45,330</b>	<b>10,06,54,533</b>	<b>1,00,65,45,330</b>

### Details of shareholders holding more than 5% shares in the Company.

Equity shares	As at 31st March 2021		As at 31st March 2020	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
<b>Equity Shares of Rs. 10 each fully paid</b>				
DAFSPL AJIL OPEN OFFER ESCROW ACCOUNT*	5,00,00,000	49.67	5,00,00,000	49.67
AL MAREJIA PRECIOUS METALS AND BULLIONS (FZE)	1,24,94,680	12.41	1,24,94,680	12.41
AL LAYYAH GENERAL TRADING (FZE)	1,21,88,737	12.11	1,21,88,737	12.11
MANKOOL GENERAL TRADING (FZE)	1,21,10,748	12.03	1,21,10,748	12.03
AL JURAINA PRECIOUS METAL AND BULLIONS (FZE)	96,55,168	9.59	96,55,168	9.59

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents legal ownerships of shares.

### 13. OTHER EQUITY

Statement of changes in equity as at 31<sup>st</sup> March 2021.

Securities premium reserve: Securities premium reserve is used to record the premium on issue of shares. The reserve is utilized in accordance with the provisions of the Act.

### 14. FINANCIAL LIABILITIES

Trade Payables

	As at 31st March 2021	As at 31st March 2020
Trade payables	10,092	-
<b>Total</b>	<b>10,092</b>	<b>-</b>

Note:

The Company has no amounts due to suppliers under The Micro, Small and Medium Enterprises Development Act, 2006, [MSMED Act] as at March 31, 2021.

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

### 15. OTHER CURRENT LIABILITIES

	As at 31st March 2021	As at 31st March 2020
Advance from the Customers	4,58,000	1,46,093
Advertising Expenses Payable	1,44,11,156	1,38,98,796
Audit Fee Payable	94,500	1,25,228
Export Commission Payable	1,73,97,825	1,73,97,825
Contractor Dues	84,95,005	84,95,005
Other Expenses Payables	14,76,727	8,38,123
PF,ESI & Prof Tax	48,935	78,770
Rent Payable	60,600	2,67,900
Salary Payable	45,63,860	29,75,580
Sitting Fees Payable	3,57,875	2,62,800
TDS Payable	83,472	68,269
<b>Total</b>	<b>4,74,47,955</b>	<b>4,45,54,389</b>

### 16. SHORT TERM PROVISIONS

	As at 31st March 2021	As at 31st March 2020
Provision for income tax [Tax Demand of Earlier Years]	56,00,000	56,00,000
Current Year Tax Provision	1,910	-
<b>Total</b>	<b>56,01,910</b>	<b>56,00,000</b>

**17. REVENUE FROM OPERATIONS**

	YEAR ENDED 31st March 2021	YEAR ENDED 31st March 2020
Sale of Gold & Jewellery	1,30,51,644	2,18,73,203
Other Operating Income	2,119	5,159
<b>Total</b>	<b>1,30,53,763</b>	<b>2,18,78,362</b>

**18. OTHER INCOME**

	YEAR ENDED 31st March 2021	YEAR ENDED 31st March 2020
Unrealized Foreign Exchange - Gain	-	12,97,56,662
Provisions & Expenses Written Back	7,22,966	-
Termination of Lease Agreement	3,15,403	-
Miscellaneous Income	7,362	-
Lease payment waiver	2,50,250	-
<b>Total</b>	<b>12,95,981</b>	<b>12,97,56,662</b>

During the year ended 31 March 2021, there was unrealized foreign exchange loss of Rs.3.90 crores, compared to gain of Rs.12.97 crore in the immediately preceding year of 31 March 2020.

Expenses and provisions provided in earlier years have been reversed during the year ended 31 March 2021, as there was no definite obligation.

During the year ended 31 March 2021, the Company has renegotiated with certain landlords on the rent reduction/ waiver due to COVID 19 pandemic. The Management believes that such reduction/ waiver in rent is short term in nature and also meets the other conditions in accordance with the notification issued by the Central Government in consultation with National Financial Reporting Authority dated 24 July 2020 as Companies (Indian Accounting Standards) Amendment Rules, 2020 with effect from 1 April 2020. Thus, in accordance with the said notification, the Company has elected to apply the practical expedient available and the reduction/ waiver does not necessitate a lease modification as envisaged in the Standard. Accordingly, the Company has recognised Rs.2.50 lacs in the statement of profit and loss as other income for the year ended 31 March 2021.

**19. PURCHASE OF TRADED GOODS**

	YEAR ENDED 31st March 2021	YEAR ENDED 31st March 2020
Purchases of Gold, Silver & Diamonds Jewellery	5,68,084	41,37,857
<b>Total</b>	<b>5,68,084</b>	<b>41,37,857</b>

**20. (INCREASE) / DECREASE IN INVENTORIES**

	YEAR ENDED 31st March 2021	YEAR ENDED 31st March 2020
<b>Inventories at the end of the year</b>		
Closing Stock	11,91,98,431	12,85,35,982
<b>Inventories at the beginning of the year</b>		
Opening Stock	12,85,35,982	14,43,52,514
<b>(Increase) / decrease in inventories</b>	<b>93,37,551</b>	<b>1,58,16,532</b>

**21. EMPLOYEE BENEFIT EXPENSES**

	YEAR ENDED 31st March 2021	YEAR ENDED 31st March 2020
Salary, wages, and bonus	61,09,975	90,64,570
Contribution to provident and other fund	3,18,750	5,47,316
Staff Welfare Expenses	2,51,137	4,47,052
<b>Total</b>	<b>66,79,862</b>	<b>1,00,58,938</b>

**22. DEPRECIATION AND AMORTISATION EXPENSE**

	YEAR ENDED 31st March 2021	YEAR ENDED 31st March 2020
Depreciation	4,55,719	16,11,819
Amortization of intangible assets	-	1,102
Depreciation - Lease Assets	16,74,501	15,56,296
<b>Total</b>	<b>21,30,220</b>	<b>31,69,217</b>

**23. OTHER EXPENSES**

	YEAR ENDED 31st March 2021	YEAR ENDED 31st March 2020
Advertising Expenses	1,15,606	88,513
Audit Fee	1,35,000	1,25,000
Bank Charges	62,535	1,44,705
Brokerage & Commission	20,000	29,250
Business & Sales Promotion Expenses	20,763	1,27,970
Electricity Expenses	1,63,645	3,19,401
Fees & Subscription (CDSL & Others)	1,50,000	1,50,000
Freight Charges	582	46,633
Hotel Expenses	14,777	39,839
Housekeeping Expenses	1,47,002	2,04,315
Insurance Charges	5,04,391	5,34,291
IT Services Expenses	2,19,446	3,60,740
Misc Debit Balances (Written off)	40,945	-
Miscellaneous Expenses	12,041	76,802
Office Expenses	1,97,847	6,93,860
Ornaments Repair & Making Charges	41,460	24,811
Postage & Courier	33,942	2,70,606
Printing & Stationery	35,802	2,02,456
Professional & Legal Fees	3,89,873	8,08,196
Rates & Taxes	56,113	3,46,725
Rent	7,50,774	13,86,678
Repair & Maintenance	1,95,939	3,46,538
ROC & Listing Fee	3,31,900	3,30,400
Security Services	-	1,92,470
Sitting Fees - Directors	3,20,000	4,15,000
Telephone and Internet Charges	2,28,658	2,71,355



	YEAR ENDED 31st March 2021	YEAR ENDED 31st March 2020
Transfer & Connectivity Charges	48,000	48,000
Travelling & Conveyance Expenses	3,71,096	8,41,335
Loss on Sale/Disposal of Assets	1,51,830	99,46,749
Impairment loss recognized / (reversed)	-	85,34,000
Unrealized Foreign Exchange -Loss/(Gain)	3,90,96,496	-
<b>Total</b>	<b>4,38,56,463</b>	<b>2,69,06,638</b>

Note:

Auditor's remuneration (excluding taxes):

	YEAR ENDED 31st March 2021	YEAR ENDED 31st March 2020
<b>As auditor:</b>		
Statutory Audit fee	1,10,000	1,00,000
Tax audit fee	25,000	25,000
<b>In other capacity</b>		
Other services (certification fees)	-	-
Reimbursement of expenses	-	-
<b>Total</b>	<b>1,35,000</b>	<b>1,25,000</b>

During the year ended 31<sup>st</sup> March 2021 company has disposed and sold assets from property plant & equipment and had incurred a loss of Rs.1.52 lacs.

## 24. FINANCE COST

	YEAR ENDED 31st March 2021	YEAR ENDED 31st March 2020
Finance Cost-Leases	3,25,256	3,66,872
	<b>3,25,256</b>	<b>3,66,872</b>

## 25. EARNINGS PER SHARE

	Year Ended 2020-21	Year Ended 2019-20
Net Profit / (Loss) (After Tax)	(5,00,14,582)	9,24,89,118
Number of Shares	10,06,54,533	10,06,54,533
Basic/Diluted EPS	(0.50)	0.92

## 26. CONTINGENT LIABILITIES AND COMMITMENTS

Claims against the Company not acknowledged as debts:

S No.	Name of the Statute	Nature of Dues	Assessment Year	Forum where Disputes is pending	Amount (In Lacs)
1.	Income Tax Act, 1961	Income Tax	2014-15	ITAT	39.07
2.	Income Tax Act, 1961	Income Tax	2017-18	Commissioner of Appeals	199.13

Notes:

- a. As against the favorable order passed by Commissioner Appeals under section 250 for Assessment Year 2014-15, the Income tax department have gone for appeal before Income tax Appellate Tribunal.
  - b. As against the Income Tax demand for Assessment Year 2017-18 of Rs.199.13 the Company has filed an appeal from the Commissioner of Income Tax- Appeals.
  - c. Further the aforementioned demand has not considered certain credits due to the company amounting to Rs.11,55,000 (Assessment Year 2015-16) and other credits as granted by the department.
  - d. It is not practicable to estimate the timing of cash outflows, if any, in respect of the aforementioned matters which are pending resolution of the arbitration/appellate proceedings.
  - e. The above amounts are based on the notice of demand or the Assessment Orders or notification by the relevant authorities, as the case may be, and the Company is contesting these claims with the Income Tax authorities. Outflows, if any, arising out of these claims would depend on the outcome of the decisions of the appellate authorities and the Company's rights for future appeals before the judiciary. No reimbursements are expected.
27. For the year ended March 2021, the company had identified one case of misappropriation and recovered Rs.12.06 Lakhs and the balance recoverable amount as on 31.03.2021 stands at Rs.27.29 Lakhs. The company further under its fidelity cover of Rs.5 Crore had already filed a claim with the insurance company as well as police complaint regarding the same.
  28. During the year, the Company has undertaken no import of exports. CIF/Expenditure in Foreign Currency – NIL (Previous Year: NIL). Earnings in Foreign Currency- NIL (Previous Year: NIL)
  29. There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at March 31,2021.
  30. The company has no loans and advances in the nature of loans to the related parties as required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  31. Related Party transactions  
Related Party & Relationship:  
Mr. Nanda Kumaran Puthezhath, Whole Time Director  
Mr. Chandan Mahapatra, Chief Financial Officer and Company Secretary  
During the year, the Company has not entered into any material transactions which would attract the provisions of Indian Accounting Standards (Ind AS-24) "Related Party Disclosures".
  32. The Company's operations predominantly comprise of only one segment – Gold & Jewellery, therefore operationally segment reporting does not apply.
  33. Previous Year's figures have been re-grouped/re-arranged wherever necessary to render them comparable with the current year's figures.

As per our report of even date

**For Tarun Kandhari & Co. LLP**  
**ICAI Firm Registration No. 006108C/N500042**  
**Chartered Accountants**

**Sd/-**  
**Renu Suri**  
**Partner**  
**Membership No.: 091662**  
**Place : New Delhi**

**Date : August 11, 2021**

For and on behalf of the Board of Directors of

**ATLAS JEWELLERY INDIA LIMITED**  
**CIN - L74140DL1989PLC131289**

**Sd/-**  
**Nanda Kumaran Puthezhath**  
**Chairman**  
**DIN - 02547619**  
**Place : Kochi**

**Sd/-**  
**Bashyakar Mattapalli**  
**Director**  
**DIN - 06738582**  
**Place : Chennai**

**Sd/-**  
**Chandan Mahapatra**  
**(Chief Financial Officer & CS)**  
**Place : Delhi**



## **ATLAS JEWELLERY INDIA LIMITED**

### **Registered Office :**

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