Evolving with Changing Times

The original since 1864
TRIBHOVANDAS BHIMJI ZAVERI
SHRIKANT ZAVERI GROUP

TRIBHOVANDAS BHIMJI ZAVERI LIMITED

Annual Report
2018-19

Contents

12TH ANNUAL GENERAL MEETING

Day & Date: Wednesday, 25th September, 2019

Time: 3.30 p.m.

Venue: Rangaswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, (Y. B. Chavan), General Jagannath Bhosle Marg, Besides Sachivalaya Gymkhana, Nariman Point, Mumbai - 400 021.

We are India's most trusted and well-known jewellery brand, known for our strong pedigree, vast library of designs, advanced manufacturing capabilities and a long history of successfully serving our customers across diverse markets.

With a strong market position and a long track record, we are evolving with changing times in the jewellery business in India. We are sharpening the basics, gradually improving our manufacturing capabilities and increasing our geographic diversity.

With Indian jewellery business having transformed over the years, we are moving along with the change by enhancing the appeal of our brands and finding new and innovative ways of reaching out to our ever-evolving Indian customers. We are also using digitisation as a platform to further shape our brand identity.

Moving ahead, we will continue to benefit from our established market position. We will also continue to derive strengths from the experience of our promoters, a presence across the value chain and our established and wide customer base associated with us over generations.

Evolving with Changing Times

Our Corporate Identity

With a strong legacy of more than 150 years built on trust, we design, manufacture and sell studded gold, diamond, jadau and platinum jewellery. We have successfully built on this century-old legacy of enthralling India with stunning and inspiring designs and have transformed into a modern and innovative brand. Our unique combinations of aesthetically designed collections encompass the aspiration and preference of different generations for all occasions.

What differentiates us:

- Backed by our strong pedigree, exclusive designs, innovative offerings
- Focussed on wedding and fashion segments
- Appreciated for our originality and exquisite detailing
- Widening reach and a committed team
- Credited for introducing 100% pre-hallmarked jewellery in India

First
to launch
lightweight jewellery

First
to offer buyback
guarantee

29
Designers

14
CAD Designers

8-10
Jewellery Lines added each year

₹ 89,000
Average ticket size for Gold

₹ 103,000
Average ticket size for Diamond

Sitara
An affordable diamond jewellery collection range launched with Sara Ali Khan

Tatva
An affordable gold jewellery collection launched with Sara Ali Khan

Being the jewellery destination for every occasion

Our Product

- Pendants
- Earrings
- Necklaces
- Bracelets
- Rings
- Chains
- Bangles

Our Styles

- Gold jewellery
- Diamond studded jewellery
- Precious and semi-precious stone studded jewellery
- Plain and diamond studded platinum jewellery
- Jewellery with coloured stones in gold and diamond
- Loose diamond solitaires
- Loose precious and semi-precious stones
- Jadau jewellery
- Silver jewellery

Jewellery for Every Occasion

- Wedding jewellery
- Festival jewellery
- Lightweight and trendy jewellery
- Everyday wear jewellery
- Contemporary jewellery
- Traditional jewellery

Our Manufacturing Capabilities

- In-house diamond jewellery manufacturing leading to exclusive designs, lower costs, and higher margins
- Manufacturing facility at Kandivali, Mumbai spread over ~24,000 sq. ft. with capacity of ~200,000 cts (on dual shift basis)
- Facility has capacity for 4,000 kg of gold refining and 4,500 kg of gold jewellery components manufacturing

Our Retail Presence

Pan India presence with **42 Retail Stores**

Presence in **30 Cities** in **14 States**

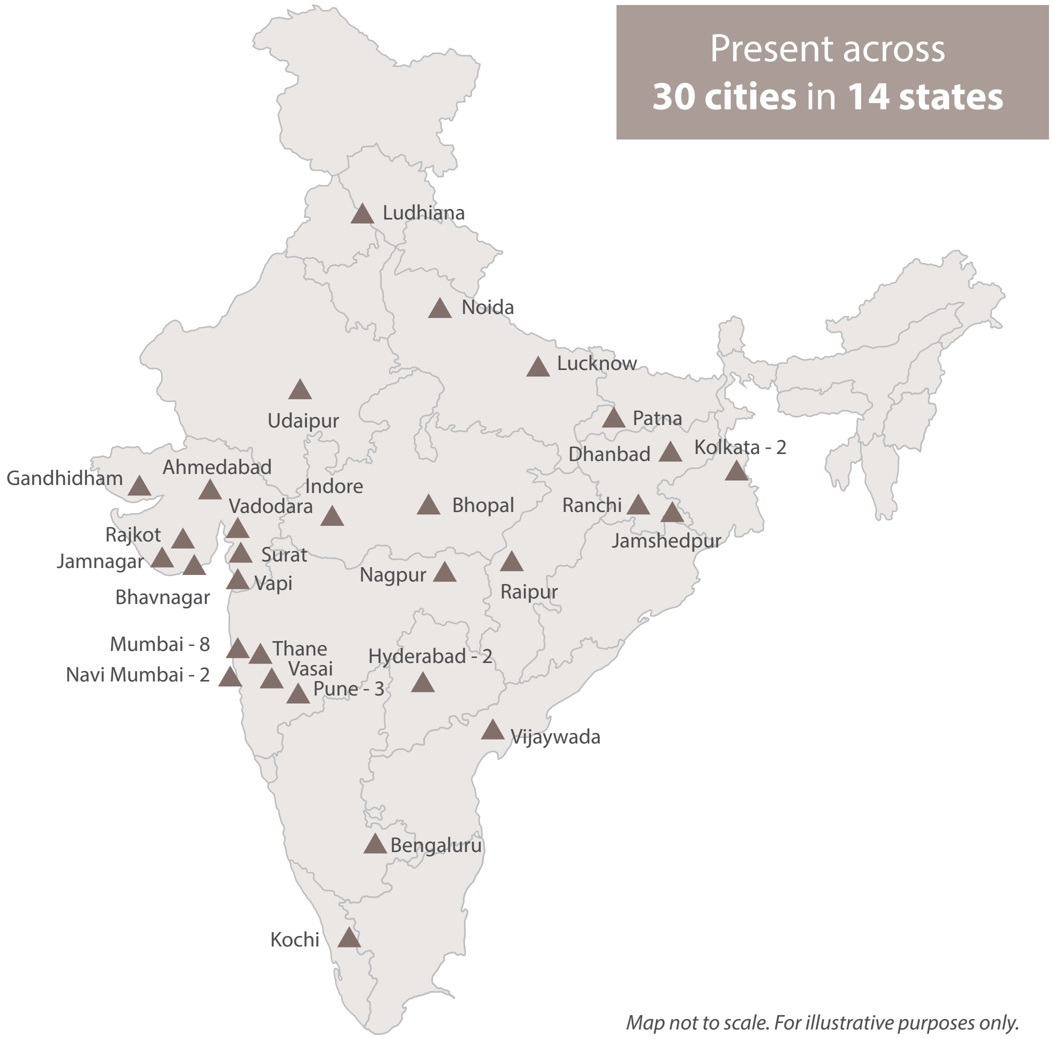
123,219 Sq. Ft.
Total Retail Space

32
Small Format Stores

10
Large Format Stores

New Stores added at:

- Lucknow
- Bengaluru
- Ludhiana
- Pune
- Noida



Map not to scale. For illustrative purposes only.

Our Competitive Advantages

PEDIGREE
150+ years in jewellery business
First jeweller to offer buyback guarantee in 1938
Professional organisation spearheaded by 5th generation of the family

STRONG BRAND VALUE
Healthy sales productivity
High footfalls conversion - 80%
High ticket size - Gold - ₹ 89 k, Diamond - ₹ 103 k

SPECIALTY WEDDING PLANNER
~ 65% of sales are wedding & wedding related purchases
Compulsion buying
Stable fixed budget purchases by customers

DESIGN EXCLUSIVITY
29 designers (including 14 CAD)
8-10 new jewellery lines/year
In-house diamond jewellery production
Customer loyalty
Premium pricing

SCALABILITY AND REACH
42 stores (123,219 sq. ft.)
Presence - 30 cities, 14 states
Expansion Plan ~1,50,000 sq. ft.

Message to Shareholders

Our vision for the future will be to continue to strive hard to maximise our potential and to propel sustainable and purpose-driven growth. We will also have an overarching commitment towards sustainable value creation.

Dear Shareholders,

We present to you the performance of our Company for the financial year ending March 2019. Even though the year under review proved challenging amidst a difficult industry environment, we continued to leverage the emerging opportunities, powered by our intrinsic strengths and continue to grow our footprint in new markets.

Constant innovation, our core expertise in designing, market and consumer understanding, competitive pricing and launch of attractive collection provided the right momentum during the year.

Financial Performance

Our total operating revenue increased by 0.46% from ₹ 1,75,568.51 lacs in FY2018 to ₹ 1,76,382.65 lacs in FY2019. Revenue growth slowed down due to soft consumer demand, in early part of the year and a difficult regulatory environment. However, gross margins were steady at around 14%. EBITDA stood at ₹ 7,380.03 lacs in FY2019, as compared to ₹ 7,309.87 lacs in FY2018. EBITDA margins remain steady.

Operational Performance

The year has been eventful for our business. Our retail area increased to 123,219 sq. ft. spread across 30 cities and 14 states. This has made TBZ - The Original a truly national jewellery brand. We further strengthened our presence by adding 5 new stores, taking our total store count to 42 across the country. In an endeavour to make the brand accessible, we are expanding our retail footprint across the country.

Geographic Diversity

During the year, we entered into some key jewellery markets by setting up our maiden stores in Noida, Ludhiana, Bengaluru and Lucknow. The newly launched stores showcase a vast range of contemporary and modern jewellery collections, ranging from wedding wear to evening wear and everyday wear. There is an eclectic mix of gold, diamond and precious stones, along with exquisite studded jewellery for discerning customers.

Traditionally, these cities have been large jewellery markets. Our stores in these cities will cater to diverse consumer demand in the city. These stores will also aid our "hub-and-spoke" model, as we gradually plan to add new stores in the nearby emerging Tier 1&2 markets.

During the year, we also launched a contemporary diamond jewellery collection for the millennial. We signed Bollywood's actress Sara Ali Khan as the official Brand Ambassador, to be the face of the brand for the young ever-evolving Indian tastes and designs. Our new collections are meticulously crafted for today's modern woman and Sara will play an integral role in promoting the brand portfolio further in India.

Evolving with Changing Times

With transformational changes happening in the Indian jewellery business, we too are moving along with the changing industry landscape. Besides using digitisation as a platform to further shape our brand identity, we also evolved with innovative ways of reaching out to our ever-evolving Indian customers.

We have plans to expand our retail area to 150,000 sq. ft. over the next two years. We have clear strategies to further penetrate into the current markets, while also foraying into new markets with high potential. We are confident that our new stores added last year, will make a meaningful contribution to our sales in the coming year. We are constantly creating value to achieve profitable growth by drawing inspiration from the past. Going forward, we aim to leverage our expertise and innovation.

Moving Ahead

FY2019-20 has begun on a positive note with rising consumer demand. With new store additions, we will continue aiming towards improving financial performance and sales growth, even as we will continuously strive to keep our operating expenses under control. However, delighting the customer through our collection and expanding our footprint will always continue to be the mainstay of our business.

Our vision for the future will be to continue to strive hard to maximise our potential and to propel sustainable and purpose-driven growth. We will also have an overarching commitment towards sustainable value creation. We will continuously seek and strive to do what is best for us and all our stakeholders.

Best Regards,

Shrikant Zaveri
Chairman & Managing Director

Board of Directors

The Board of Directors comprises highly renowned professionals drawn from diverse fields. They bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision-making process.

The brief profile of your Company's Board of Directors is as under:

MR. SHRIKANT ZAVERI
(Chairman & Managing Director)

Mr. Shrikant Zaveri is a doyen of the Indian Gems and Jewellery Industry and is one of the most respected personalities of the Gems and Jewellery Industry in India. He has a rich experience of more than thirty-seven years in the Gems and Jewellery industry. He has completed his education up to matriculation. He took over as the managing partner of the business in 2001. He continued his forefather's business with one flagship store at Zaveri Bazar, and given his immense efforts, your Company as on 31st March, 2019 has forty-two stores, out of which thirty-eight are Company's own stores and four are franchisee stores, in thirty cities and fourteen states across India.

He is discharging the additional responsibility of Chief Executive Officer of your Company.

Mr. Zaveri was the founding member and chairman of the Gems and Jewellery Trade Federation. He has been awarded the Retail Jewellery Award for lifetime achievement in the year 2007. He also won the Retail Leadership Award from the Asia Retail Congress in the year 2013.

With his considerable wealth of experience, Mr. Shrikant Zaveri brings great value and insight to the Board of TBZ.

MS. BINAISHA ZAVERI
(Whole-time Director)

Ms. Binaisha Zaveri holds a bachelor's degree in marketing and finance from the Stern School of Business, New York. She joined the business in 2004 and has an experience of more than fifteen years. She is involved in all aspects of the business including human capital management, operations, finance, business development. She has been actively involved and has been a key player in the opening of new stores.

MS. RAASHI ZAVERI
(Whole-time Director)

Ms. Raashi Zaveri holds a bachelor's degree in finance and entrepreneurship from the Kelly School of Business, Indiana University and is a graduate gemologist from the Gemological Institute of America. She joined the business in 2008 and has an experience of more than eleven years. She is involved in the management of your Company's marketing, enterprise resource planning systems and is actively engaged in accounting, designing, merchandising and general corporate management.

MR. KAMLESH VIKAMSEY
(Independent Director)

Mr. Kamlesh Vikamsey has a bachelor's degree in commerce from the University of Mumbai and is a qualified Chartered Accountant. He has more than thirty-six years of experience in Accounting, Finance, Taxation, Corporate and Advisory services. He is Chairperson of the Audit Advisory Committee of United Nations Children's Fund (UNICEF) and Member of the Independent Management Advisory Committee (IMAC) of International Telecommunication Union (ITU) and the Audit Committee of World Meteorological Organization (WMO).

He was Chairperson & Member of the External Audit Committee (EAC) of International Monetary Fund (IMF) from 2015 to 2018 and the Audit Advisory Committee of the United Nations Development Programme (UNDP) from 2010 to 2015. He was the President of the Confederation of Asian and Pacific Accountants (CAPA) from 2007 to 2009. He was a Board Member of the International Federation of Accountants (IFAC) from 2005 to 2008. He was the President of the Institute of Chartered Accountants of India (ICAI) during 2005-06. He was Chairman of Centre of Excellence on Education, Training and CPD of South Asian Federation of Accountants (SAFA – An Apex Body of SAARC) from 2005 to 2007. He has served as a member of various advisory and expert committees at national and international levels, including as a member of the expert committee constituted by the Central Government for the promotion of the Gems and Jewellery industry in 2007 and was a member of the Accounting Standards Committee of SEBI during 2005-06.

Mr. Vikamsey joined the TBZ Board on 26th August, 2010 and has given valued contribution to the Board of Directors. He is Chairman of the Audit Committee and member of the Nomination and Remuneration Committee. He has brought to bear upon these Committees, his vast and varied experience gained from his profession and as Director on the numerous companies on whose Board he serves.

MR. AJAY MEHTA

(Independent Director)

Mr. Ajay Mehta has a bachelor's degree in science from University of Mumbai and a master's degree in chemical engineering from the University of Texas, USA. He has over thirty-four years of experience with chemical, petrochemical, fertiliser, manufacturing and investment companies. He is presently a non-Executive Director in Deepak Nitrite Limited and a Managing Director of Deepak Novochem Technologies Limited. He is a member of the executive Committee of Mahratta Chamber of Commerce, Industries and Agriculture and various other developmental institutions and social organisations.

Mr. Mehta joined the TBZ Board on 14th December, 2010 and has given valued contribution to the Board of Directors. He is the Chairman of the Nomination and Remuneration Committee and the Stakeholders Relationship Committee and a member of the Audit Committee, the Corporate Social Responsibility Committee (CSR Committee) and the Risk Management Committee. He has brought to these Committees, his vast and varied experience gained from his profession and as Director on the numerous companies on whose Board he serves.

MR. SANJAY ASHER

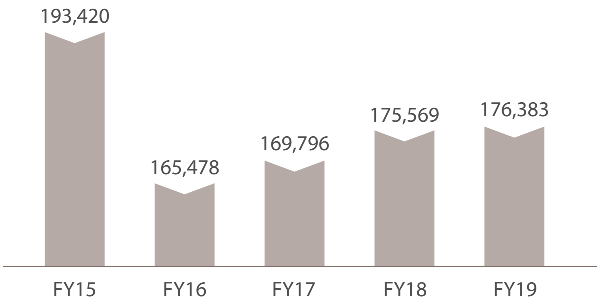
(Independent Director)

Mr. Sanjay Asher has a bachelor's degree in commerce and a bachelor's degree in law from the University of Bombay. He has been a practising advocate since 1991, and was admitted as a solicitor in 1993. He is also a qualified chartered accountant. He has over twenty-five years of experience in the field of law and corporate matters. He is presently a senior partner with M/s. Crawford Bayley and Co. which is India's oldest law firm, established in 1830. He specialises in the fields of corporate law and commercial law, cross-border M&A, joint ventures, mergers and acquisitions and capital markets.

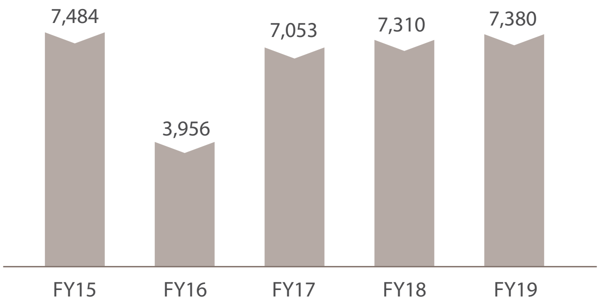
Mr. Asher joined the TBZ Board on 14th December, 2010. He is a member of the Nomination and Remuneration Committee.

Our Financial and Operational Performance

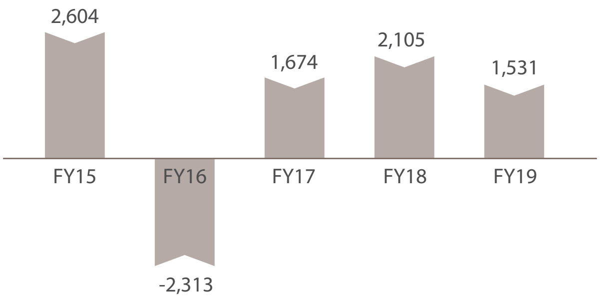
Operating Income (₹ in Lacs)



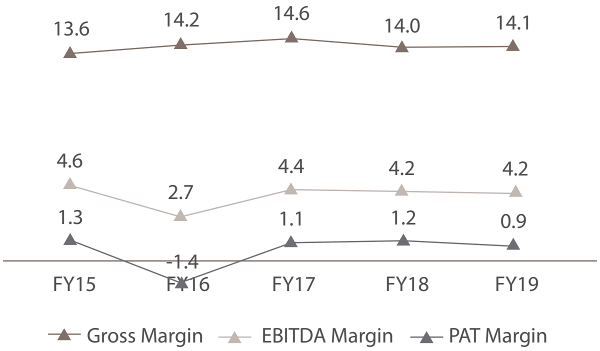
EBITDA (₹ in Lacs)



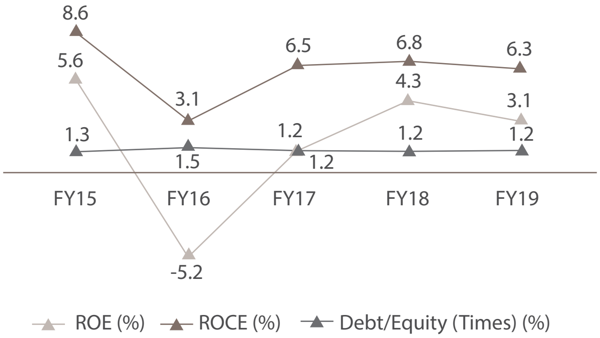
PAT (₹ in Lacs)



Margins (%)



Leverage and Returns



Key Operational Highlights

4,027 Kgs
Gold Volumes

₹ **89,000**
Average ticket size for Gold

44,913 Carats
Diamond Volumes

₹ **103,000**
Average ticket size for Diamond

80%
Average conversion rate of customer footfalls

₹ **1.43** Lac/Sq. Ft.
Average Revenue across Stores Per Annum

Our Scalable Business Model

We plan to expand our retail space by adding a mix of franchisees and our own stores. The expansion plan is aimed at increasing our aggregate retail space from 123,219 sq. ft. currently to 150,000 sq. ft. in the near term.

No. of Stores

FY2012
14

FY2019
42

TARGET
57

Retail Sq. Ft.

FY2012
48,000

FY2019
123,219

TARGET
150,000

No. of Cities

FY2012
10

FY2019
30

TARGET
43

Creating a Positive Impact on the Society

DIRECTOR'S FOREWORD:

At the outset, I am happy to share the TBZ CSR Annual Report 2018-19 with you. It is always a sheer pleasure for us to put together all the social initiatives undertaken by our Company. Through this document, we aim to share our key initiatives on integrated community development, awareness and education and gender empowerment efforts with all our stakeholders.

At TBZ, we acknowledge that being a leading national player in our industry, we have an innate responsibility to create long-term value for each stakeholder group. This requires us to constantly innovate, adapt our business model and develop new products and services. Besides, it also compels us to maintain an open dialogue with our stakeholders and take into consideration the social and environmental impact of our business decisions.

We are increasingly using our assets, expertise, and passion to look for sustainable solutions for women empowerment challenges. We are also expanding our access for women in distress and need rehabilitative services, besides strengthening the communities.

It has been an exceptionally rewarding year as we successfully expanded our flagship project PANKHI to a pan-India level. And, with the help of our partners, we also extended our services to other parts of Maharashtra.

It is indeed great to see that corporate social responsibility and personal social responsibility go hand-in-hand at our Company. Through our Cancer Aid and Awareness project, we served the underprivileged women in both preventive and curative stages. We also have been able to foster a positive attitude in employees giving and volunteering through our Paperboat project and other initiatives.

Binaisha Zaveri
Whole-time Director
Tribhovandas Bhimji Zaveri Limited

PRACTISING OUR "PEOPLE FIRST" STRATEGY

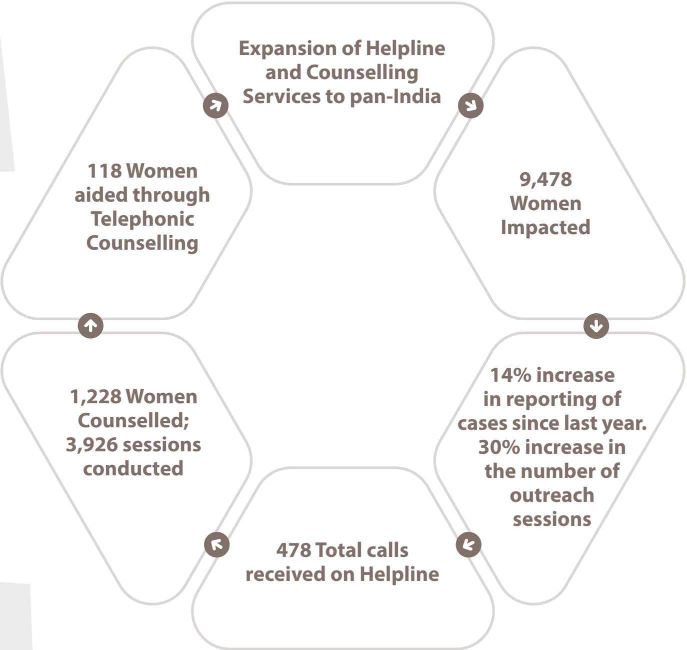
We acknowledge our social responsibility well and continue to live by our mission to extend the benefits of economic prosperity. With an objective of economic and social development of the people of our society, we are constantly demonstrating our commitment of giving back to the **"disadvantaged sections"**.

Key Objective:

The project aims at providing counselling and rehabilitation to women victims of domestic violence through a central helpline - Project PANKHI. By way of phone and face-to-face counselling services, we support such women in accordance with The Protection of Women from Domestic Violence Act, 2005.

Partners for Implementation:

- Stree Mukti Sanghatana (Parel and Chembur)
- Bharatiya Stree Shakti (Santacruz and Borivali)
- TBZ Pankhi Centre (Kandivali)
- Women's Action Group (Ahmedabad)
- Baroda Citizens Council (Baroda)



Achievements of FY2018-19:

- 13.7% increase in number of cases registered at Community Centres. From 1,080 cases registered in April 2017-March 2018, the number increased to 1,228 cases in April 2018-March 2019.
- Through campaigns and events at various communities and TBZ showrooms across Mumbai, the project impacted 8,250 people.
- 118 survivors of violence received support through Pankhi helpline, of which 11 women received face-to-face counselling.
- A full-fledged TBZ Helpline Service 8767000000 has been set up. There is also a new toll-free number 18003139535 which has also been launched to provide victims with telephonic counselling pan-India.
- To scale up our project operations, Project PANKHI will be expanded to Kochi, Lucknow, Patna, Delhi and Ludhiana. Various NGOs shall be empanelled for providing counselling and awareness on Domestic Violence.

1. **Running Community Centres in four vicinities of Mumbai and Expansion in Gujarat:**

   Data of our crisis intervention and counselling services

   A. Clientele:

   During the year, of the six vicinities that we implemented our project, we were able to reach out to 1,228 clients. Of these, 1,122 cases (86%) were referred by community leaders, while the remaining 106 cases were referred by staff of NGOs, former clients, self, helpline, and campaigns.

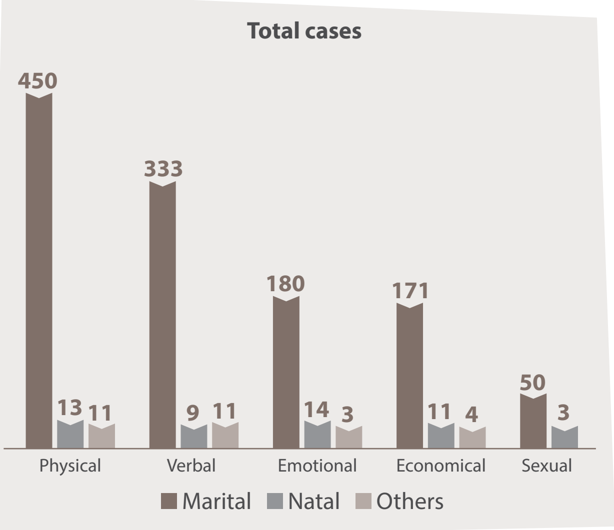


Diagram showcasing the forms of violence on women counselled

B. Intervention Provided:

A total of 3,926 individual sessions were conducted. In some of these cases, women required more than one counselling session. There were 568 joint counselling sessions held between survivors of violence and perpetrators (their spouses or marital/natal family members). This was aimed at helping the woman negotiate the outcome, whether it was reconciliation, separation, alimony or legal processes. There were 855 sessions devoted to follow-up of unregistered cases.

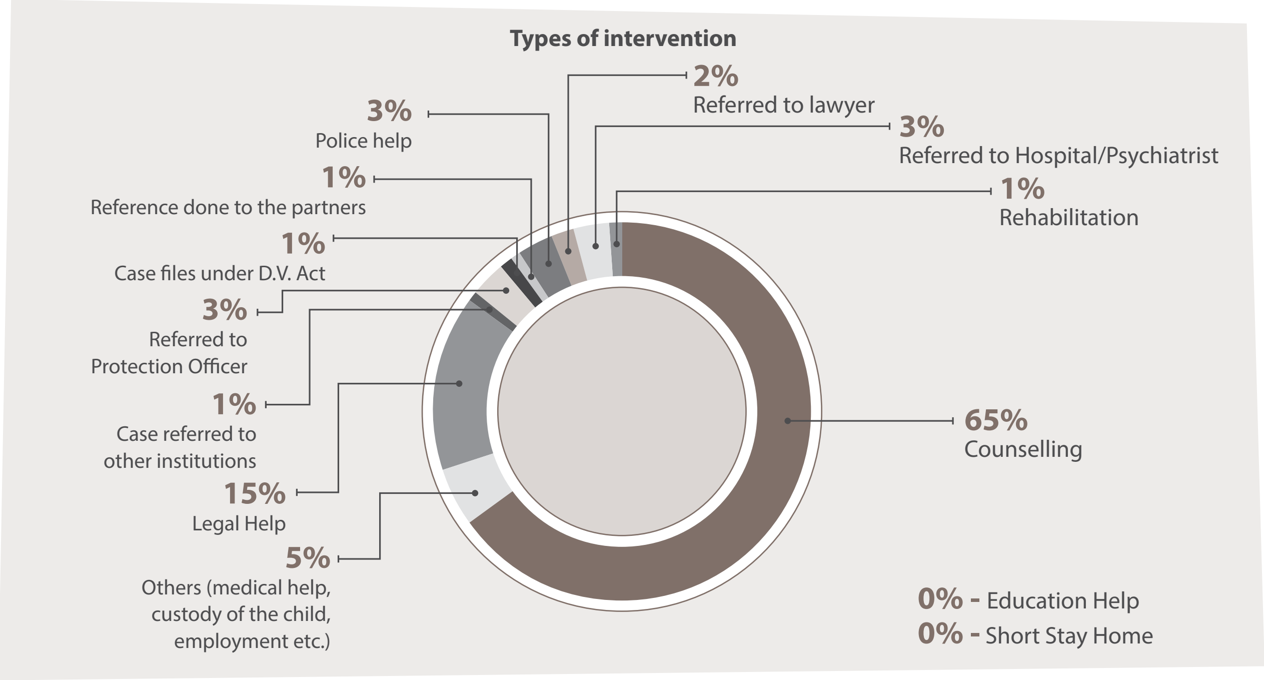


Diagram showcasing the services provided by the Counsellors in Community Centres

2. Awareness-raising Events and Campaigns:

Awareness programmes were conducted in schools, society, communities, offices, community centres on gender-based violence and the help available through these sessions. Awareness sessions were also conducted at TBZ showrooms with customers in Mumbai. The Showroom staff at Mumbai and Gujarat were made equipped to handle queries of women seeking help.

The Pankhi Helpline number was promoted through press releases in regional and English language dailies. The Project was also heavily promoted on Facebook and Instagram pages. Apart from social media promotion, Tent Cards were placed at every TBZ Showroom and a Pankhi leaflet was attached with every bill card issued to customers. The Project targeted has women, children, men, school and college students for sessions. The table below depicts the number of people reached through the project.

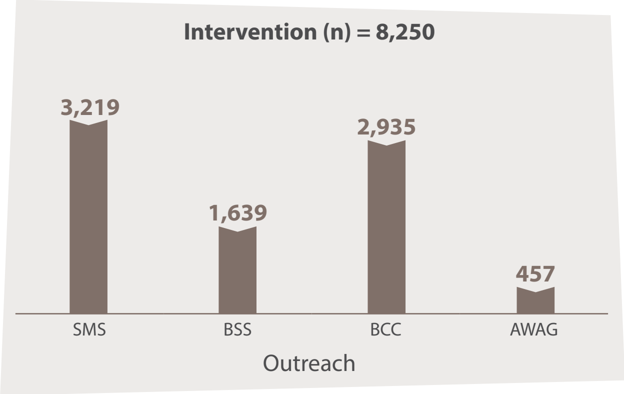


Diagram showcasing the people reached through awareness sessions, Centrewise

Women's Day Campaign:

As part of the various Awareness Campaigns, we also conducted the Women's Day Campaign on 8th March, 2019 to celebrate the event. The partner organisation conducted a rally on International Women's Day which witnessed participation from 1,000 women. We also conducted an informative Cancer Awareness session at Nariman Point office with the staff, where Cancer Survivors shared their stories and personal traumas.

3. **Pankhi Helpline:**

During the year under review, a total of 478 calls were received by the Helpline. The Table below shows the calls of 118 women received between April 2018 and March 2019. The assistance provided varies from client to client as they were given telephonic counselling, Police and legal help, rehabilitation, and so on.

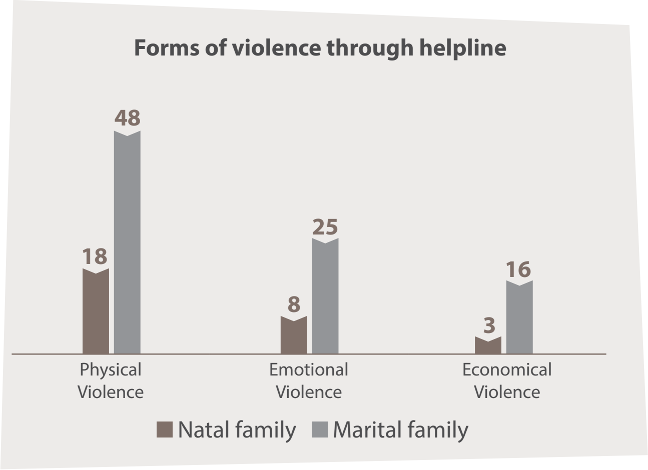


Diagram showcasing the forms of violence reported through Helpline

The phone number was promoted through TBZ Marketing Channels and Partners' website. Many clients were comfortable in approaching an organisation for help.

PROJECT PAPERBOAT

The Paperboat Project, started in FY2016-17, is an in-house mentorship programme which provides individuals an opportunity to design the future of young children as their mentor, teacher and a playful friend. As part of this, a CSR Day was conducted at the corporate office of TBZ. Employees were motivated to volunteer and become mentors of children studying in municipal schools in Worli and Colaba, and belonging to the under-privileged sections of the society. A total of 25 employees became an active part of this initiative, with 12 sessions conducted throughout the year.

PROJECT BREAST CANCER AWARENESS AND AID

Around
500 women
were impacted directly through this project.

We also collaborated with Cancer Patients Aid Association in Mumbai and Pune, which works on the concept of Total Management from the time Cancer is diagnosed, through treatment and family support, and finally, till rehabilitation.

1. Adopted Breast Cancer Awareness and Aid Programmes aimed at financial assistance towards medical treatment.
2. Interpreted and imparted education about the illness to the patient and his/her family members.
3. Extended guidance, counselling and emotional support to patients to help them come to terms with the illness, and to infuse hope and an optimistic attitude.
4. Organised institutional, hospital and home visits.
5. Conducted five Cancer Detection camps in underprivileged areas of Pune and Mumbai districts.
6. Made arrangements for prosthesis and ambulance.
7. Social rehabilitation of patient was looked into by Partner Organisations.

Employees showcased personal social responsibility and gave back to the society in numerous ways:

1. The Joy of Giving week was celebrated at corporate office premises where NGOs set up their stalls to sell products made by Self Help Groups. Employees were encouraged to buy their products which led to a total sale of ₹ 45,642.
2. Blood Donation Camps were held at the corporate office on the occasion of Blood Donor's Day, where about 25 people volunteered to donate blood.
3. During Christmas Week, in collaboration with Child Help foundation, TBZ conducted a fund-raising campaign for children residing in tribal areas at the Corporate office and two more offices at Zaveri Bazaar and Kandivali, where the employees generously contributed ₹ 69,611.

EMPLOYEE GIVING & OTHER INITIATIVES

Awards & Recognition

Showstopper Couture (Contemporary Diamond Jewellery)
GJC – National Jewellery Award (NJA) - 2018

Treasure of Ocean (Pearl Jewellery of the Year)
GJC – National Jewellery Awards (NJA) - 2018

India's Retail Champions
Retail Association of India (RAI)

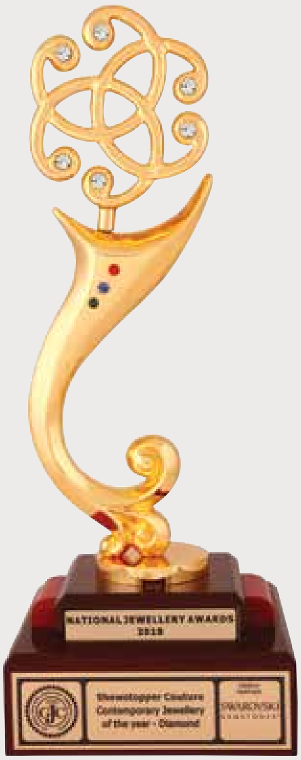
Learning & Development Team of the Year
Indian HR Summit and Award - 2019

Diamond Vivah Jewellery of the Year
Retail Jeweller India Awards - 2018

India's Most Preferred Jewellery Brand
UBM India - 2017

Global Powers of Luxury Goods
Top 100 brands Deloitte

TV Campaign of the Year
12th Gemfields Retail Jeweller India Awards - 2016



Corporate Information

BOARD OF DIRECTORS

Shrikant Zaveri
Chairman & Managing Director

Binaisha Zaveri
Whole-time Director

Raashi Zaveri
Whole-time Director

Kamlesh Vikamsey
Independent Director

Ajay Mehta
Independent Director

Sanjay Asher
Independent Director

AUDITORS

S R B C & CO LLP
12th Floor, The Ruby,
Senapati Bapat Marg,
Dadar (West), Mumbai - 400 028.

CHIEF FINANCIAL OFFICER

Saurav Banerjee

HEAD - LEGAL & COMPANY SECRETARY

Niraj Oza

BANKERS

State Bank of India
HDFC Bank Limited
ICICI Bank Limited
Kotak Mahindra Bank Limited
Union Bank of India
Central Bank of India
AXIS Bank Limited

REGISTRAR & SHARE TRANSFER AGENT

Karvy Fintech Private Limited

Unit: Tribhovandas Bhimji Zaveri Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500 032.

Tel. No. (040) 6716 1606
Fax No. (040) 6716 1791
Toll Free No. 1800 345 4001

Email: einward.ris@karvy.com
Web.: www.karvyfintech.com

REGISTERED OFFICE

241/43, Zaveri Bazar,
Mumbai - 400 002.

CIN No.: L27205MH2007PLC172598
Tel. No. (022) 39565001/ 40465000/ 01

Email: investors@tbzoriginal.com
Web.: www.tbztheoriginal.com

CORPORATE OFFICE

1106 to 1121, 11th Floor,
West Wing, Tulsiani Chambers,
212, Backbay Reclamation,
Free Press Journal Road,
Nariman Point, Mumbai - 400 021.

Tel. No. (022) 30735000 / 49255000

12TH ANNUAL GENERAL MEETING

Day & Date: Wednesday, 25th September, 2019

Time: 3.30 p.m.

Venue: Rangaswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, (Y. B. Chavan), General Jagannath Bhosle Marg, Besides Sachivalaya Gymkhana, Nariman Point, Mumbai - 400 021.

MANAGEMENT DISCUSSION & ANALYSIS

GLOBAL ECONOMY

2018 was a tumultuous year for the global economy, marked by elevated trade tensions, policy uncertainty, geo-political risks and stressed financial conditions across many economies. The International Monetary Fund (IMF) estimates indicate that the global economy grew by 3.6% in 2018, as against 3.8% in 2017. Trade wars between the United States (US) and China, heightened uncertainty about the Brexit outcome and subdued performance across advanced and emerging economies were the major factors that dimmed economic growth.

The Emerging Market and Developing Economies (EMDEs) witnessed a sluggish environment, primarily due to mounting trade tensions, volatile oil prices and softening market sentiments. On the other hand, growing concerns about a no-deal Brexit, fiscal policy uncertainty and weakening consumer and investor confidence softened the growth momentum across the Euro zone. The US economy, however, posted a strong growth, led by fiscal stimulus and rise in consumption. IMF projects global economic growth to moderate further to 3.3% in 2019. Nonetheless, it is seen picking up and rising to 3.6% in 2020, aided by accommodative monetary policy in the US, ongoing fiscal stimulus in China, fading of temporary bottlenecks in the Euro zone and gradual stabilisation in stressed emerging economies.

(Source: IMF World Economic Outlook, April 2019)

INDIAN ECONOMY

On the domestic front, India recorded a growth of 6.8% in its Gross Domestic Product (GDP) during FY 2018-19 vis-à-vis 6.7% in FY 2017-18. However, it retained its spot as the fastest-growing major economy in the world. Its macro-economic fundamentals continue to remain healthy. Foreign Direct Investment (FDI) inflows in India stood USD 42 billion in 2018, demonstrating the growing investor confidence in the Indian economy.

The most recent Ease of Doing Business Report released by the World Bank indicates India having leapfrogged to the 77th rank among a total of 190 countries. A jump of 23 notches from the previous year is significant and can be attributed to the implementation of bold and path-breaking reforms by the Government. Some of these include GST, Insolvency and Bankruptcy Code (IBC), FDI liberalisation norms, Real Estate (Regulatory and Development) Act (RERA), and bank recapitalisation programme, among others. These structural reforms have helped improve the business climate and boosted growth prospects.

Estimates from IMF suggest the Indian economy will grow by 7.3% in FY 2019-20 and 7.5% in FY 2020-21. The Government has been intensifying its efforts towards creating better infrastructure, enhancing rural incomes and easing the liquidity and banking sector concerns. Accelerated resolution of Non-Performing Assets (NPAs) and unshackling of balance sheets of banks and financial institutions will strengthen the pace of economic expansion. Further, private consumption and investment will strengthen on the back of systemic credit flow, moderate inflation and accommodative monetary policy. With key indicators on track, the roadmap has been laid to make India a USD 5 trillion economy by 2024.

INDIA – GEMS & JEWELLERY

The Gems and Jewellery industry plays a significant role in the Indian economy, contributing around 7% of the country's GDP. One of the largest and fastest growing sectors in the world, the domestic industry contributes nearly 29% to the global jewellery consumption. Its market size of USD 75 billion in 2018 is poised to rise and reach a level of USD 100 billion by 2025. The domestic industry is home to over 3,00,000 players, and is widely recognised for providing employment opportunities to millions of people. The current recruitment of 4.64 million people in the industry is expected to almost double to 8.23 million by 2022. The sector also holds major significance, being a key foreign exchange earner for India and contributing nearly 15% to total merchandise exports.

(Source: IBEF Report on Gems & Jewellery Sector)

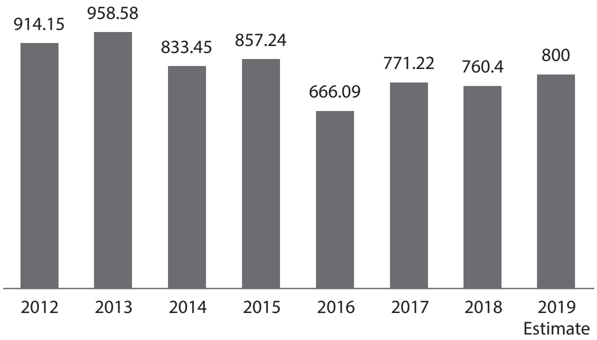
Demand for Gold

According to the World Gold Council (WGC), demand for gold in India stood at 760.4 tonnes in CY 2018, lower by 1% compared to 771.2 tonnes in CY 2017. The marginal decline in 2018 can be attributed to fewer auspicious wedding days, higher price volatility and various transparency measures implemented by the Government.

During the January-March quarter of 2019, gold demand rose 5% to 159 tonnes as a firmer rupee, decline in local gold prices, ongoing festivals and the wedding season boosted sentiment. Demand rose 13% to 213.2 tonnes during the April-June period in 2019, compared to 189.2 tonnes in the correspondent period in 2018. India's gold demand could rebound in 2019, rising above the 10-year average, as the Government seeks to bolster consumer confidence and spending.

Gold consumption in 2019 is likely to be 750-850 tonnes, as compared to 760.4 tonnes in 2018. Indian demand has averaged at 838 tonnes over the last 10 years. Expectations of a normal monsoon and landmark reform initiatives by the Government are expected to augur well for the rural economy and augment spending. Going forward, demand will be high on the back of the forthcoming wedding and festive season, easing banking concerns and higher income levels.

Gold Demand in India (in Tonnes)



(Source: World Gold Council, https://www.livemint.com/market/commodities/normal-monsoon-festive-sales-to-push-gold-demand-up-wgc-1556799717510.html)

Gems & Jewellery Imports

India's total gems and jewellery imports stood at USD 26.4 billion, registering a 17% decline from the previous fiscal. Imports of rough diamonds also contracted 17% to USD 15.72 billion, indicating subdued demand for cut and polished diamonds. During the same period, gold imports dropped by a meagre 3% to USD 32.8 billion due to softening prices of gold in the global markets.

Organised Jewellery Market - India

The share of organised jewellery market in India is estimated to have increased from 5% in 2000 to 23% in 2015, and is expected to touch 35% to 40% by 2020. According to a CRISIL Report, the organised jewellery segment grew 11.9% from 2016 to 2019. Going ahead, it is expected to continue to grow at a rate of 10% to 11% until 2022, maintaining its current growth rate, on estimates of increase in wedding and festival sales to drive volumes. Organised jewellery retailers are likely to see an improvement in EBITDA margins on the back of an increased share of high margin diamond jewellery and higher gold prices.

Gold and diamonds are the primary segments and account for the highest share in the market. The industry is witnessing changes in preferences, with consumers increasingly demanding unique designs and branded jewellery, driven by rising disposable incomes and evolving aspirations. This has led to organised players rapidly expanding their footprint to strengthen their reach and enhance market share. Rising penetration of organised players reflects a wider collection of exquisite and differentiated products. As a consequence, the share of organised segment has been growing substantially. It is expected to grow strongly, aided by the emergence of organised jewellery manufacturers serving the rapidly growing organised retail industry.

Growth Potential in Tier 2&3 cities

Branded jewellery retailers are tapping the growing demand in Tier 2&3 cities for higher volume growth. There has been a tectonic shift in consumer behaviour in these cities as they are increasingly moving from traditional and small jewellery retailers to organised retailers. Consumers in smaller cities and rural markets are increasingly opting for organised jewellery chains due to trendy gold and diamond designs, rising spending capacities, quality assurance certificates and celebrity brand ambassadors who make the products aspirational. Localisation in terms of design and customer service play a big role in attracting consumers from these cities.

Domestic Regulatory Scenario

Recent Reform Measures:

January 2018	Revision of BIS Hallmarking Scheme
August 2018	Proposal to set up Gold Spot Exchange
September 2018	Hike in import duty on cut and polished diamonds, gemstones and jewellery
September 2018	Declaration of constitutional validity of Aadhaar scheme by the Supreme Court
February 2019	Announcement of tax rebates and income package scheme for middle class and farmers

OPPORTUNITIES

Demand for gold and diamond jewellery has been steadily rising, driven by a combination of factors, including expanding urbanisation, higher affluence, growing aspirations and burgeoning income levels. Gold jewellery has been a central part of the Indian culture, and is considered a store of value, a symbol of wealth and status and a fundamental part of several rituals and festivals.

Key Emerging Trends:

Women Empowerment

Increasing awareness and education among women has increased the percentage of female workforce in India, resulting in higher incomes and spending. Women are becoming more affluent and aspirational. Young working women, modern housewives and rural Indian women are increasingly demanding branded and modern jewellery appropriate for the workplace, regular lives, social occasions and other festivals.

High Cultural Value

In India, gold has been a vital ingredient for celebrations, weddings and festivals in India. Also, gifting of gold is a deeply ingrained part of marriage rituals in the Indian culture. Gold also provides a tangible way of preserving wealth, while at the same time serving the cultural function of displaying wealth. Further, gold jewellery is also popular amongst the rural populace and a demand upsurge is likely with good monsoon and a spike in farm income.

Stable Asset-Class

Gold has historically proved to be a safe haven and a stable asset-class, providing maximum returns over the long term, despite investing not leading to steady income generation.

Rising Demand for Diamond Jewellery

Demand for diamond jewellery is increasing, particularly during the festival season, due to its increasing popularity and growing disposable incomes in India. Young consumers are also driving demand for diamond jewellery, and emerge as the largest group of diamond consumers. The opportunity is huge as only 10% of Indian women own a diamond, as against 20% in China and 70% in US. As the middle-class grows, India will become a major diamond jewellery market.

Growing Demand

India is poised for robust economic growth and is home to one of the world's youngest populations. Increasing aspirations and changing preferences of young demographics, coupled with rising disposable incomes, will propel demand for fashion jewellery.

E-Commerce

Rapid internet penetration and availability of multiple online platforms has expanded the presence of e-commerce in India. Consumers are increasingly opting to buy jewellery online with access to a wide range of designs, attractive discounts, quality assurance, several payment options and a hassle-free experience.

Government Support

Given its immense potential, the Government has identified Gems & Jewellery as a focus area for export promotion. It is making proactive strides to accelerate investments and upgrade technology. An ambitious target of USD 100 billion has been set under Vision 2025 programme. Measures like Make in India, Brand India, and establishment of Common Facility Centres (CFCs) and the largest jewellery park in Mumbai are seen pushing the sector growth.

THREATS

Liquidity Constraints

The jewellery industry is highly capital intensive due to its long working capital and realisation cycle. A few recent incidents of financial defaults have created a liquidity squeeze in the industry, prompting banks and financial institutions to reduce their exposure to industry players. This liquidity crunch has caused a blip in profitability and growth of the jewellery industry.

Highly Regulated Industry

The jewellery industry is susceptible to continuous changes in the regulatory framework and market conditions. Adverse economic factors, regulatory upheavals and unfavourable Government policies can lead to disruptions in the industry performance.

Synthetic Diamonds

Increasing proliferation of synthetic and laboratory-made diamonds is creating a parallel market for such products. However, it hasn't led to any shift of consumer demand for natural diamonds.

Rising Customer Preferences

Today, jewellery is considered as a fashion accessory and a style statement with changing fashion trends and growing preferences for unique and appealing designs, rather than conventional products. Consumers are willing to spend more on modern fashion jewellery to fulfil their emotional, aspirational and social needs. Thus, it is extremely important for the industry players to keep revamping the business and be more responsive towards evolving customer demands and aspirations.

INDUSTRY OUTLOOK

Growth is estimated to be largely contributed by large retailers and established brands guiding the organised market and opening opportunities to grow. Online sales are expected to account for 1-2% of the fine jewellery segment by FY2021-22. Increasing penetration in Tier 2&3 cities and rural markets have been driving scale amidst the bulk of growth for luxury jewellery brands. Another key focus is the industry's export potential. With India being a cutting and polishing hub for diamonds, the Government aims to make India a preferred destination for diamond manufacturing too and an international diamond trading hub.

(Source: IBEF Report on Gems & Jewellery Industry)

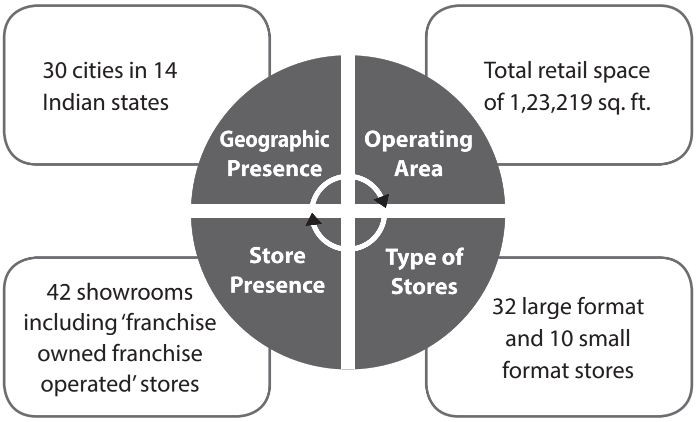
COMPANY OVERVIEW

Tribhovandas Bhimji Zaveri Ltd (TBZ - The Original, hereinafter also referred to as the Company or TBZ) is a leading player in the organised jewellery market. With a legacy spread over 150 years, it has established a unique reputation of delivering innovative and exemplary quality jewellery.

Founded and professionally led by a strong management, the Company is currently spearheaded by the fifth generation of the family. It has a strong pan-India retail presence. The Company has positioned itself as one of the leading jewellery players in India. It emphasises on good corporate governance which encompasses ethical business practices, better value for stakeholders and maximum transparency in its business operations.

Our Retail Architecture

The Company has developed an endearing relationship of trust with its customers and skilled craftsmen over the years. It was the first jeweller in India to offer buyback guarantees for jewellery purchased through its stores in 1938. Its dedicated team places a sharp focus on brand building and marketing activities.



Our Competitive Advantages

Maintaining an edge in the Marketplace

- Regularly map and verify latest international trends, global styles and customer preferences to introduce and deliver newer and exclusive designs each year
- Leverage creative strength of designers, skilled craftsmanship, research and exclusivity of designs to exceed expectations
- Makes regular investments in training of craftsmen and designers to ensure they are well-versed with the updated trends - both global and local - and execute designs to suit all tastes and preferences

The Company aims to maximise its retail revenue with increased footfalls of customers at its stores. The retail staff serve as trained goodwill ambassadors who are inspired to always remain sensitive to the buying needs and habits of the customers. They ensure that, at TBZ, each visit is a memorable experience for the customer. As a result, the Company records healthy sales productivity from a high footfall conversion rate of 80%.

PRODUCT PORTFOLIO

The design team of the Company has a sound understanding of the changing preferences of the customers as well as market forces, resulting in creation of new trends and styles. Being thoroughly aware of global trends, the intricately crafted designs find the perfect infusion of contemporary and traditional tastes. Thus, TBZ - The Original has become a trendsetter in jewellery designing. The jewellery designed by the brand transcends to the hearts of customers and enables them to develop a long-lasting and emotional bond with them, which has proved to be valuable for the Company.

1 Product Category	2 Product Range	3 Product Mix
Gold, Diamond, Jadau and Platinum jewellery	Rings, earrings, necklaces, pendants, bangles, bracelets, coins	Plain gold, diamond studded, semi-precious stone studded, lightweight, temple, diamond studded platinum jewellery, jewellery with coloured stones in gold and diamond, loose diamond solitaires, loose precious and semi-precious stones

KEY STRENGTHS

Strong Brand Recall

With its rich legacy spanning over one-and-a-half centuries, the Company has become one of the most trusted names in the Indian jewellery space. The brand's identity has been strengthened by its pan-India network, which has made it a household name. The right branding and marketing efforts coupled with positive customer engagement activities has taken the brand closer to its customers and helped it build intimate trust-based relationships.

The Company is undertaking targeted digital media campaigns to expand its reach beyond the traditional households to the youth and millennials on social media. Sustained investments in marketing and brand building initiatives and recent appointment of the Bollywood actress Sara Ali Khan as TBZ's brand ambassador are expected to further strengthen brand recall and presence.

Exquisite Designs and Focus on Quality

TBZ - The Original brand stands for exclusivity and uniqueness in its designs. Its fundamental policies are focussed on customer-centricity, the basis of which is precision, perfection and skilled craftsmanship in designs. The Company has earned its name for creating eye-catching, beautiful and delicately crafted designs, which suit the diverse social and cultural preferences across different parts of the nation.

- An efficient team of 29 highly experienced and skilled designers, including 14 exclusive CAD designers
- 8-10 new jewellery lines launched each year in line with changing contemporary tastes
- Exclusive collection of gold, diamond and jadau jewellery in contemporary and affordable segments
- Recent launches of innovative jewellery for millennials has been widely accepted
- Stringent quality methods and standards to monitor purity, value and finish of each product
- High value diamond jewellery production done in-house with global benchmarks and highest quality standards

Wedding Jewellery

Indian weddings are known for their scale and grandeur and are incomplete without jewellery. Wedding jewellery purchases made by Indians are non-discretionary in nature. For generations, TBZ has earned the trust of such families who have been patronising it. Approximately, 65% of the total revenue of the Company is generated from wedding jewellery sales.

Discretionary Purchases

Jewellery is high on customers' discretionary spending ladder. Spending on jewellery continues to increase due to discretionary spends by affluent and aspirational consumers.

Affordable Jewellery

Increasing demand for affordable jewellery and fascination for innovative jewellery designs is attracting today's youth.

Manufacturing Capabilities

The Company has a state-of-the-art manufacturing facility at Kandivali in Mumbai spread over 24,000 sq. ft. It has an annual production capacity of 2,00,000 carats of diamond jewellery on a dual-shift basis, enabling it to lower operational costs and enhance margins. The facility is also equipped to refine 4,000 kg of gold and manufacture 4,500 kg of gold jewellery components. Apart from this, a major portion of gold jewellery manufacturing is outsourced to around 150 trusted and loyal vendors, who have been associated with the Company for decades. These vendors are known for their expertise in crafting regional handmade jewellery designs.

Sourcing of Gold and Diamonds

The Company procures diamonds from conflict-free and ethical sources only such as DTC (Diamond Trading Company) and ensures adherence to Responsible Jewellery Council (RJC) guidelines. Gold is obtained in the form of bullion from bullion dealers, banks and through purchase and exchange of old jewellery.

Pleasant Shopping Experience

Besides the aesthetically appealing, brilliant and premium quality jewellery offerings, its large and modern stores are instrumental in enhancing the buying experience of customers. The jewellery is effectively put on display in stores to appeal to the customers senses. Personalised attention is given to each customer as the Company appreciates the value of their time and investment. The Company is steadfast on its commitment to follow a customer-centric business philosophy to generate the highest value for its stakeholders.

Judicious Inventory Management

As an important component in the supply chain, a constant focus is given on efficient inventory management to manage its working capital requirement. The Company has been making concerted efforts to right size the inventory for both gold and diamond segments and promote fresh designs which are new and match the expectations of customers.

Research & Development

The Company puts a strong emphasis on R&D to constantly innovate its offerings and keep up with the changing trends. Its in-house R&D centre gives the Company a competitive edge in terms of design, service and quality in the highly competitive jewellery industry. Developing and constantly leveraging new and advanced technology into manufacturing and refining processes is a differentiating factor for the Company.

OPERATIONAL HIGHLIGHTS

- Added 5 new stores during the year, taking total store count to 42 in 30 cities across 14 states
- Added new stores at Lucknow, Bengaluru, Ludhiana, Pune-Aundh and Noida
- Operational area increased from 1,10,666 sq. ft. to 1,23,219 sq. ft.
- Appointed Bollywood actress Sara Ali Khan as its new brand ambassador to feature in several brand campaigns endorsing "TBZ - The Original" brand across India
- Launched Sitara, an affordable diamond jewellery collection range, with Sara Ali Khan
- Launched Tatva, an affordable gold jewellery collection with Sara Ali Khan

GROWTH STRATEGY

The Company consistently endeavours to expand its retail footprint and attract customers beyond just the metros and Tier I cities. Its current strategy is to increase sales by generating a higher footfall and translating the same into higher wallet share. A key focus is also on augmenting revenue from the fast-growing diamond jewellery segment.

The Company's expansion policy will see a mix of its own stores as well as franchisee stores. The Company's recent venture into North and South India, with the addition of its own stores at Noida, Ludhiana, Lucknow, Bengaluru and Pune, indicates the rising demand for its jewellery brand in these regions.

Strong thrust on sustainable high-margin products

High margin products which constantly deliver better results remain a prime focus area. An increased focus on enhancing margins is being given through cost optimisation and increased productivity.

Inventory Rationalisation

The strategy of optimal use and rationalisation of inventories is adopted to enhance the profitability of the Company through improved working capital.

'Kalpavruksha' Easy Pay Plan

One of the most successful strategies of the Company has been the 'Kalpavruksha' policy for its customers. The policy not only ensures purchases in the form of redemption, but upscales the value of purchases by around 50% to 60% from the base value. Customers can avail the benefit offered and can effectively plan their purchases in advance, getting a better value for money.

MANAGEMENT OUTLOOK

The Indian economy is the world's fastest-growing major economy. With a stable government, focus will continue to be on sustainable economic expansion through dynamic reform policy measures. Consumption growth will be supported by a mammoth population, rising purchasing power, improved rural spending coupled with strong macro-economic fundamentals of the country. Post GST, the Company is confident about the immense opportunities in organised jewellery retailing. Demand for branded jewellery among aspirational and young population in emerging Tier II and III markets has been steadily increasing, which the Company is focussing on.

Going ahead, demand is likely to improve on the back of rapidly-evolving consumer behaviour and expenditure patterns. The Company aims to capture the growing opportunities by widening retail presence and attracting higher store footfalls, focussing on same-store sales growth, increasing share of studded gold and diamond jewellery in its revenue mix and investing strategically in marketing and branding campaigns.

The Company remains confident that its strong capabilities will enable it to garner a higher market share across all product categories and ranges. Apart from its forte in wedding jewellery, the Company aims to proliferate significantly into the lightweight affordable jewellery section. Towards this end, it has been launching exquisite designs and collections to target the country's youth. The Company plans to strategically open new stores in an asset-light manner in newer markets and also penetrate deeper into the existing markets to ensure a greater pan-India presence. This will facilitate better cost optimisation and enhanced productivity. As newer stores enter the phase of settlement and stability in new markets, they are expected to drive growth, improved margins and profitability in the coming years.

OPERATING REVENUE

The Company's total operating revenue in FY 2019 stood at ₹ 1,76,382.65 lacs as against ₹ 1,75,568.51 lacs in FY 2018, higher by 0.5%.

₹ in Lacs	FY 2019	FY 2018
Net Sales	1,76,358.11	1,75,507.20
Total Income from Operations	1,76,382.65	1,75,568.51
Gross Profit	24,892.68	24,609.98
EBITDA	7,380.03	7,309.87
Depreciation	991.91	849.35
Finance Costs	4,637.20	3,974.34
PBT	2,311.40	3,190.45
Tax	780.82	1,084.97
PAT	1,530.58	2,105.48
Gross Margin	14.11%	14.02%
EBITDA Margin	4.18%	4.16%
Basic Earnings Per Share (EPS)	2.29	3.16
Dividend Per Share (₹)	0.75	0.75
Net Worth	49,413.87	48,667.11
Short-Term Borrowings (including working capital loans)	60,542.73	56,856.88
Borrowings	60,544.08	56,864.78
Inventory	1,18,692.91	1,02,180.79
Debtors	2,586.18	2,296.19
Net Block	10,752.55	10,009.07
Cash and Bank Balance	3,971.85	3,742.34

Gross Profit

The Company's Gross Profit increased by 1% from ₹ 24,609.98 lacs in FY 2018 to ₹ 24,892.68 lacs in FY 2019. The Company was able to retain its margins at 14%, the same level as last year despite a challenging environment. The marginal rise was due to better margins for diamond jewellery.

EBITDA

The EBITDA margin of the Company was the same as last year at 4.2%. Overall EBITDA of the Company stood at ₹ 7,380.02 lacs as against ₹ 7,309.87 lacs in the previous year.

Profit After Tax (PAT)

Profit After Tax (PAT) dropped by 27% to ₹ 1,530.58 lacs in FY 2019 compared to ₹ 2,105.48 lacs in FY 2018 primarily on account of increase in finance cost by 16.7% to ₹ 4,637.20 lacs compared to ₹ 3,974.34 lacs in the previous year.

Net Worth

The Company's Net Worth stood at ₹ 49,413.87 lacs as on 31st March, 2019, as against ₹ 48,667.11 lacs as on 31st March, 2018, reflecting a growth of 2%.

Reserves

Total Reserves of the Company grew from ₹ 41,994.05 lacs as on 31st March, 2018 to ₹ 42,740.81 lacs as on 31st March, 2019.

Borrowings

The Company's Total Debt stood at ₹ 60,550.16 lacs as on 31st March, 2019, as against ₹ 56,854.91 lacs as on 31st March, 2018. Net Debt/Equity Ratio increased from 1.15 times as at 31st March, 2018 to 1.21 times as at 31st March, 2019.

Significant Changes in Key Financial Ratios

Key Financial Ratios	Formula used	FY 2018-19	FY 2017-18	Reason
Debtors Turnover Ratio	Sale of products/Trade receivables	136	153	No Significant change
Inventory Turnover Ratio	COGS/Inventory	2.55	2.95	No Significant change
Interest Coverage Ratio	EBIT/Finance Cost	1.50	1.80	No Significant change
Current Ratio	Current Assets/Current Liabilities	1.40	1.51	No Significant change
Debt Equity Ratio	Net Debt/Total Equity	1.21	1.15	No Significant change
Return on Net Worth (%)	PAT/Net Worth	3.10%	4.33%	Lower RONW attributed to lower PAT for the current year
Operating Profit Margin (%) (EBIT)	EBIT/Revenue from operations	3.94%	4.08%	No Significant change
Net Profit Margin (%) (PBT)	PAT/Revenue from operations	0.87%	1.20%	Lower PAT margin during current year due to higher borrowing cost

RISKS AND CONCERNS

Economic Risk

Volatile economic environment and firming of interest rates may affect consumer sentiment and impact the jewellery industry.

Mitigation

The Indian economy is on a high growth trajectory, with several favourable macroeconomic indicators supporting the growth momentum. The jewellery industry is expected to benefit from the recent developments in the economy. Higher income in the hands of farmers and rural population, driven by normal monsoon forecast, will translate into robust spending and consumption, thus fuelling the demand for jewellery.

Margin Risk

Frequent regulatory changes and fluctuations in gold and commodity prices may pose a challenge to the Company's margins.

Mitigation

The Company strongly focusses on optimising overhead expenses and resources, procuring inventory through higher utilisation of gold loan schemes and maintaining relationships with suppliers for bulk purchases. This robust strategy enables the Company to mitigate the risk of margin pressure due to a volatile market.

Competition Risk

Presence of unorganised players and expansion of regional players results in intense competition in the jewellery industry.

Mitigation

Over the years, the Company has emerged as a leading and trusted jewellery brand in India. Its distinctive product portfolio, rich legacy, customer-centric philosophy and quality consciousness have enabled it to build a strong brand equity in the industry. Besides, sustained investments in marketing and branding activities has been augmenting its brand visibility, attracting the uninitiated customers, offering a highly rewarding experience to the first-time TBZ customers, and deepening the connect with existing customers.

Raw Material Risk

Instances, if any, of difficulty to procure raw materials at lower rates may have an impact on the Company's production capability and profitability.

Mitigation

The Company's highly skilled professional team, along with a well-structured central procurement policy, ensures judicious inventory management. Establishing long-term relationships with leading suppliers and leveraging the gold loan scheme facilitates the Company to source inventory at competitive rates.

HUMAN RESOURCES

The ability of the Company to create innovative and exemplary designs is credited to the creative excellence and technical proficiency of its diverse workforce. Its rich talent pool enables the Company to cater to the evolving customer aspirations and maintain a competitive edge in the marketplace.

Development of human resources is crucial for the Company as it is engaged in the business of jewellery retailing, which includes dealing with diverse and affluent customers visiting its stores with an intent to make high-end and lavish jewellery purchases. Consequently, the employees, particularly the retail teams, are constantly trained and upskilled to engage with customers in a professional and cordial manner so as to enrich the experience of every customer visiting their stores.

Human capital is the most important asset of the Company. Its HR strategy is aimed towards fostering a safe, friendly and conducive work environment, and thereby encouraging personal and professional growth of its workforce. Regular learning and development programmes, trainings and workshops are conducted by the Company to boost employee morale and enhance their skills and capabilities. A steadfast focus is provided on creating opportunities for employees to learn, innovate and provide them job security and stability. As on 31st March, 2019, the Company had a total of 1,264 employees.

INTERNAL CONTROLS

The Company has adequate internal control systems in place commensurate with the size, nature and complexity of its business operations. This internal control framework ensures efficient utilisation of resources, proper and accurate recording of transactions, compliance with the applicable laws and statutes and safeguarding of assets and interests of the Company. The Company has appointed a reputed audit firm to conduct its internal audit. The audit firm periodically reviews the internal controls, monitors operations and suggests measures for strengthening the internal controls. Any observations or deviations are reported to the Management and Audit Committee for their necessary action. Moreover, the Company continuously invests in best-in-class information technology system in order to maintain data integrity and confidentiality.

Cautionary Statement

This document contains forward-looking statements about expected future events, financial and operating results of the Company. These forward-looking statements are based on assumptions and the Company does not guarantee the fulfilment of the same. These statements may be subject to risks and uncertainties. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of TBZ Limited's Annual Report 2018-19.

NOTICE

Notice is hereby given that the Twelfth Annual General Meeting of the Members of Tribhovandas Bhimji Zaveri Limited will be held at Rangaswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan (Y. B. Chavan), General Jagannath Bhosle Marg, Besides Sachivalaya Gymkhana, Nariman Point, Mumbai – 400 021, on Wednesday, 25th September, 2019 at 3.30 p.m. to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2019, including audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

2. To declare dividend on Equity Shares for the financial year ended 31st March, 2019.

3. To appoint a Director in place of Ms. Binaisha Zaveri (DIN: - 00263657), who retires by rotation and being eligible, offers herself for re-appointment.

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited

Date: 12th August, 2019
Place: Mumbai

Shrikant Zaveri
Chairman & Managing Director
(DIN: 00263725)

Registered Office:
241 / 43, Zaveri Bazar,
Mumbai - 400 002, India.
CIN: L27205MH2007PLC172598
Tel. No. 022 - 39565001 / 40465000/ 01
Email: investors@tbzoriginal.com
Web: www.tbztheoriginal.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of total share capital of the Company may appoint a single person as proxy who shall not act as proxy for any other person or Member. A proxy is not entitled to vote except on a poll. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than forty-eight hours before the commencement of the meeting. A proxy form is annexed to this Report. Proxies submitted on behalf of the limited companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.

3. Details under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect to the Director retiring by rotation and seeking re-appointment at the ensuing Annual General Meeting as set out in item no. 3 of the Notice, is annexed.

4. Corporate Members intending to send their authorized representative to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the relevant Board Resolution together with specimen signatures of their authorized representatives to attend and vote at the Meeting.

5. The documents referred to in the proposed resolution(s) are available for inspection at the Corporate Office of the Company situated at 1106 to 1121, 11th Floor, West Wing, Tulsiani Chambers, 212, Backbay Reclamation, Free Press Journal Road, Nariman Point, Mumbai - 400021 between 11.00 am to 1.00 pm on any working days except Saturdays, Sundays and Public Holidays up to the date of Annual General Meeting.

6. Members are requested to note that for the convenience of the Members and proper conduct of the meeting, entry to the meeting hall/ venue will be regulated by Attendance Slips, which is enclosed with this Annual Report. Members/ Beneficial Owners holding duly filled in and signed attendance slips and proxies holding valid proxy forms are requested to hand it over at the Registration Counter at the venue.

7. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 19th September, 2019 to Wednesday, 25th September, 2019** (both days inclusive).

8. Share transfer documents and all other correspondence relating thereto, should be addressed to the Registrar and Share Transfer Agent (R & T Agent) of the Company, Karvy Fintech Private Limited at Karvy Selenium

Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Tel No: +91 (040) 6716 1606; Fax No: +91 (040) 6716 1791 or a toll-free number 1800 3454 001. E-Mail: einward.ris@karvy.com. Website Add.: www.karvyfintech.com.

9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, changes of address, change of name, email address, contact numbers etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Share Transfer Agents, Karvy Fintech Private Limited (Karvy) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Karvy.

10. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desired to avail of this facility may send their nomination in the prescribed Form No. SH.13 duly filled in to the office of Karvy Fintech Private Limited, Registrar and Share Transfer Agent of the Company. Members holding shares in electronic mode may contact their respective Depository Participants for availing this facility.

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, required to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

12. The Equity Shares of the Company are listed on the following Stock Exchanges in India w.e.f. 9th May, 2012:

    BSE Limited
    25, Phiroze Jeejeebhoy Towers, Dalal Street,
    Mumbai – 400 001.

    National Stock Exchange of India Ltd.
    Exchange Plaza, Bandra Kurla Complex, Bandra (East),
    Mumbai – 400 051.

    The Company has paid the applicable annual listing fees to each of the above Stock Exchanges for the financial year 2019–20.

13. Non-Resident Members are requested to inform the Company immediately about:

    (a) The Change in the Residential Status on return to India for permanent settlement;

    (b) The Particulars of NRE Bank Account maintained in India with complete name and address of the bank, if not furnished earlier.

14. The Company has designated an exclusive e-mail ID called investors@tbzoriginal.com for redressal of Members' complaint/ grievances. In case you have any queries/ complaints or grievances, then please write to us at investors@tbzoriginal.com.

15. Members are requested to intimate to the Company, queries if any, regarding the accounts at least 10 days before the Annual General Meeting to enable the Management to keep the information ready at the Meeting. The queries may be addressed to: Company Secretary, Tribhovandas Bhimji Zaveri Limited, 1106 to 1121, 11th Floor, West Wing, Tulsiani Chambers, 212, Backbay Reclamation, Free Press Journal Road, Nariman Point, Mumbai - 400 021. (Email: investors@tbzoriginal.com).

16. As a matter of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.

17. Pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report for 2018-19 is being sent through electronic mode to all the Members whose E-mail IDs are registered with the Company / Depository Participants for communication purposes, unless any member has requested for physical copy of the same. For Members who have not registered their E-mail IDs with the Company/ Depository Participants, a physical copy of the Annual Report 2018-19 is being sent by the permitted mode. Please note that as a Member you will be entitled to receive physical copies of all notices and documents free of cost, upon specific request to the Company. Members holding shares in physical mode and wishing to register / update their E-mail ID to receive the Annual Report and other documents in electronic mode are requested to fill the form "Consent for Receiving Documents in Electronic Form" {which is forming part of this Annual Report and is also available on the website of the Company (www.tbztheoriginal.com)} and send the same to our Registrar and Share Transfer Agents viz., Karvy

Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.

To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Karvy Fintech Private Limited/ their respective Depository Participants.

18. In case of joint holders, attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the meeting.

19. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the Annual General Meeting.

20. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividends not encashed/ claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against the Company.

21. Members are requested to contact M/s. Karvy Fintech Private Limited/ Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account. The detailed dividend history and due dates for transfer to IEPF are available on 'Investor Folder' on the website of the Company at www.tbztheoriginal.com.

22. Members may utilize the facility extended by the Registrar and Share Transfer Agent for redressal of queries. Members may visit https://evoting.karvy.com and click on Members option for query registration through free identity registration process.

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

24. Members may also note that the Notice of the 12th Annual General Meeting and the Annual Report 2018-19 will also be available on the Company's website www.tbztheoriginal.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the Members may also send request to the Company's investor email id: investors@tbzoriginal.com.

25. Voting Instruction:

The Company is providing remote e-voting to all the shareholders for voting. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Annual General Meeting (AGM) ("remote e-voting") will be provided by the Karvy Fintech Private Limited ('Karvy').

A Member can opt only one mode to vote either through remote e-voting or through poll paper at AGM. If Member casts vote through both modes, then only vote cast through remote e-voting will prevail. Members who have not cast their vote through remote e-voting shall be allowed to vote at the 12th AGM, through poll paper.

The Members who have cast their vote by remote e-voting shall not be entitled to cast their vote again at the 12th AGM, however, such Members will be entitled to attend the AGM.

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 [(including any statutory modification(s) or re-enactment thereof for the time being in force), as amended by the Companies (Management and Administration) Amendment Rules, 2015] and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members can exercise right to vote at the 12th AGM by electronic means and the business may be transacted through remote e-voting facility made available by Company's Registrar and Share Transfer Agent, Karvy Fintech Private Limited ('Karvy'). The remote e-voting facility is available at the link https://evoting.karvy.com.

The instructions for remote e-voting are as under:

A. Members whose e-mail ID(s) are registered with the Company's Registrar and Share Transfer Agent, Karvy Fintech Private Limited ('Karvy')/ Depository Participants (NSDL/CDSL). The procedure to vote electronically is as under:

(I) Click on the PDF file sent to you in the e-mail by the Company's Registrar and Share Transfer Agent, Karvy Fintech Private Limited (Karvy). The file will prompt for a password. Kindly input your Client ID or Folio No. as may be applicable in the box prompted for password. The said PDF file contains your user ID and password/ PIN for e-voting. Please note that this password is an initial password and for security purpose needs to be changed while doing first time login.

(II) Launch internet browser by typing the following URL: https://evoting.karvy.com.

(III) Click on Shareholder – Login.

(IV) Enter user ID and password as initial password /PIN noted in step (I) above. Click login.

(V) The Password Change Menu will appear on your screen. Change the password/ PIN with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(VI) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.

(VII) Select the "EVEN" (e-voting Event Number) of Tribhovandas Bhimji Zaveri Limited.

(VIII) Now you are ready for e-voting as Cast Vote page opens.

(IX) Cast your vote by selecting an appropriate option and click on "Submit" and also "Confirm" when prompted.

(X) Upon confirmation, the message "Vote cast successfully" will be displayed.

(XI) Once you have voted on the resolution, you will not be allowed to modify your vote.

(XII) Corporate/ Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pramodshah361@gmail.com, with a copy marked to evoting@karvy.com.

(XIII) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of https://evoting.karvy.com. Alternatively, you can also contact on evoting@karvy.com for any queries or grievances connected with remote e-voting service.

B. In case Member receive physical copy of the Notice of AGM (i.e. the Members whose e-mail ID(s) are not registered with the Company's Registrar and Share Transfer Agent, Karvy Fintech Private Limited (Karvy)/ Depositories or request for a physical copy), the procedure to vote electronically is as under:

(i) Initial password is provided in the following format in the E-voting instruction letter sent along with the Annual Report:

EVEN (E-voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sr. No. (II) to Sr. No. (XIII) of note 25(A) above, to cast vote.

C. Other Instructions:

If you are already registered with Company's Registrar and Share Transfer Agent, Karvy Fintech Private Limited (Karvy) for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

(i) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

(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 i.e. **Wednesday, 18th September, 2019** only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through poll paper.

(iii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of poll paper for all those Members who are present at the AGM but have not cast their votes by availing remote e-voting facility.

(iv) Members who have acquired shares after the dispatch of Notice of AGM and holding shares as on cut-off date i.e. **Wednesday, 18th September, 2019**, may obtain the user ID and Password by sending a request at evoting@karvy.com.

However, if you are already registered with Karvy Fintech Private Limited for remote e-voting, then you can use your existing user ID and Password / PIN for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/ Password" option available on https://evoting.karvy.com or contact Karvy at Tel No: +91 (040) 6716 1606, Fax No: +91 (040) 6716 1791 or at toll free number 1800 3454 001. Alternatively, you can also contact on evoting@karvy.com for any queries or grievances connected with remote e-voting service.

(v) The remote e-voting period shall commence on **Friday, 20th September, 2019 (9.00 a.m. IST) and ends on Tuesday, 24th September, 2019 (5.00 p.m. IST).** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, 18th September, 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy Fintech Private Limited for voting thereafter. Once the vote on a resolution is cast by the shareholder, Member shall not be allowed to change it subsequently. Electronic voting shall not be allowed beyond the said date and time.

(vi) The voting rights of the Members (for voting through remote e-voting or by Poll Paper at the Meeting) shall be in proportion to their shares of the paid up Equity Shares capital of the Company as on the cut-off date of **Wednesday, 18th September, 2019**.

(vii) Mr. Pramod Shah, Partner of M/s. Pramod S. Shah & Associates, Practicing Company Secretaries (Membership No. FCS 334) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process is conducted in a fair and transparent manner.

(viii) The scrutinizer shall, immediately after the conclusion of voting at the 12th AGM, first count the votes casted at the meeting and thereafter unblock the votes cast through remote e-voting in presence of at least two (2) witnesses not in the employment of the Company and make within a period not exceeding three (3) days from conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman & Managing Director of the Company or person authorized by him of the Company.

(ix) The results shall be declared after receiving consolidated Scrutinizer's Report from the Scrutinizer. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tbztheoriginal.com and on the websites of Company's Registrar and Share Transfer Agent, Karvy Fintech Private Limited (Karvy) https://evoting.karvy.com immediately after the declaration of the results by the Chairman & Managing Director or person authorized by him and forwarded to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

(x) The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of voting results (i.e. remote e-voting along with the voting held at the AGM).

26. The route map showing direction to reach the venue of 12th AGM is annexed at the end of Notice, as per the requirement of 'Secretarial Standard 2' (SS-2) for general meeting.

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited

Date: 12th August, 2019
Place: Mumbai

Shrikant Zaveri
Chairman & Managing Director
(DIN: 00263725)

Registered Office:
241 / 43, Zaveri Bazar,
Mumbai - 400 002, India.
CIN: L27205MH2007PLC172598
Tel. No. 022 - 39565001 / 40465000/ 01
Email: investors@tbzoriginal.com
Web: www.tbztheoriginal.com

Disclosure pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to provisions of Secretarial Standard 2 (SS 2) on General Meeting

Details of Directors retiring by rotation, seeking Re-appointment at 12th Annual General Meeting pursuant to Regulation 36(3) of SEBI(LODR), Regulations, 2015 and pursuant to provision of SS 2 on General Meeting:

Name of the Director	**Ms. Binaisha Zaveri**
Category	Whole-time Director
Date of Birth	28.12.1982
Date of first Appointment on the Board	24.07.2007
Qualification	Bachelor's degree in Marketing and Finance from Stern School of Business, New York.
Expertise in specific functional area	Experience in human capital management, operations, finance, business development.
No. of Meeting of the Board attended during the year	5 of 5
Directorships held in other Public Companies as on 31st March, 2019 (excluding foreign Companies and Section 8 companies)	Tribhovandas Bhimji Zaveri (Bombay) Limited (wholly owned subsidiary of the Company)
Chairmanships/ Memberships of the Committees of the Board of Directors of the Company as on 31st March, 2019	Stakeholders Relationship Committee - Member
Chairmanships/ Memberships of the Committees of other Public Companies as on 31st March, 2019	
a) Audit Committee	NIL
b) Stakeholders Relationship Committee	NIL
Disclosure of Relationship between Directors inter-se & Key Managerial Personnel	Mr. Shrikant Zaveri is father and Ms. Raashi Zaveri is sister
Nos. of Shares held in the Company	5,285,000

Note: Pursuant to Regulation 26(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees, viz. Audit Committee and Stakeholders Relationship Committee have been considered.

12th Annual General Meeting
Day & Date: Wednesday, 25th September, 2019
Time: 3.30 p.m.

Venue:

Rangaswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan (Y. B. Chavan),
General Jagannath Bhosle Marg, Besides Sachivalaya Gymkhana, Nariman Point, Mumbai – 400 021

Route Map to the venue of the AGM

DIRECTORS' REPORT

To,
The Members of
Tribhovandas Bhimji Zaveri Limited,

Your Directors are pleased to present the Twelfth Annual Report on the business and operations of your Company together with the audited financial statements and Auditor's Report for the financial year ended 31st March, 2019:

Financial Results:

The financial performance of your Company for the financial year ended 31st March, 2019 is summarized below:

Particulars	**Standalone Financials**	
	31-Mar-19	**31-Mar-18**
	(₹ in Lacs)	**(₹ in Lacs)**
Revenue from operations	176,382.65	175,568.51
Earnings before Finance Cost, Depreciation and Amortization	7,380.03	7,309.87
Add: Other Income	560.48	704.27
Less: Finance Cost	4,637.20	3,974.34
Less: Depreciation and Amortization expenses	991.91	849.35
Net Profit before Exceptional items & Taxes	**2,311.40**	**3,190.45**
Add: Exceptional items	-	-
Net Profit for the year before Taxes	**2,311.40**	**3,190.45**
Less: Provision for Taxes		
Current Tax/MAT	992.00	981.00
MAT Credit	-	-
Deferred Tax charge	(211.18)	103.97
Provision pertaining to earlier years	-	-
Profit for the year	**1,530.58**	**2,105.48**
Add/(less): Other Comprehensive income	(112.06)	(36.42)
Total Comprehensive income for the year	**1,418.52**	**2,069.06**
Add/(less): Balance Brought Forward from Previous Year	23,801.23	21,732.16
Add/(less): Opening provision for Franchisee sales return	(68.40)	-
Add/(less): Dividend for the year ended 31st March 2018	(603.35)	-
Surplus Available for Appropriation	**24,547.99**	**23,801.23**
Appropriations:		
Transfer to General Reserve	-	-
Total Appropriations	**-**	**-**
Surplus Available after Appropriation	**24,547.99**	**23,801.23**
Add: Balance in Security Premium Account	16,791.35	16,791.35
Add: Balance General Reserve	1,401.47	1,401.47
Add: Balance Capital Reserve	-	-
Balance carried forward to Balance Sheet	**42,740.81**	**41,994.05**

Financial Performance:

Your Company has reported revenue profit during the financial year 2018-19. Revenue from operations increased by 0.46% to ₹ 176,382.65 Lacs from ₹ 175,568.51 Lacs in the previous financial year. The profit before tax decreased by 27.55% to ₹ 2,311.40 Lacs, while net profit after tax decreased by 27.30% to ₹ 1,530.58 Lacs.

The Gross Profit Margin for the financial year 2018-19 has increased to 14.11% as compared to 14.05% in the previous financial year. In the absolute term the Gross Profit has increased to ₹ 24,892.68 Lacs as compared to ₹ 24,609.98 Lacs during the previous financial year.

The EBITDA for the financial year 2018-19 has increased to 4.18% as compared to 4.16% in the previous financial year.

During the current financial year, your Company has opened five owned stores at Noida, Uttar Pradesh, Aundh at Pune, Maharashtra, Ludhiana, Punjab, Phoenix Market city (mall store), Bengaluru and Lucknow, Uttar Pradesh. During the year under review your Company took over franchisee operating store at Jamnagar, Gujarat and run the store as its own store, totaling the number of stores to forty two, out of which thirty eight are your Company's own stores and four are franchise stores, in thirty cities and fourteen states as on 31st March, 2019. Post 31st March, 2019 and as on signing of this Report, your Company has shut down its own store at Nagpur and one franchise store at Bhopal, which brings the total number of stores to forty, out of which thirty seven are your Company's own stores and three are franchise stores, in twenty eight cities and fourteen states as on date of signing of this report.

Dividend:

Your Directors are pleased to recommend the dividend of 7.50%, i.e. dividend of ₹ 0.75 (Seventy Five Paise only) per equity share of face value of ₹ 10 each for the financial year ended 31st March, 2019, subject to the approval of the Members at the ensuing Annual General Meeting, against the dividend of ₹ 0.75 (Seventy Five Paise Only) per equity share of face value of ₹ 10 each, i.e. 7.50% for the previous financial year ended 31st March, 2018. Your Company will pay the tax on dividend as per the provisions of the Income Tax Act, 1961. It is not proposed to transfer any amount to General Reserve for the year under review.

The total outgo for the current financial year amounts to ₹ 60,335,471 (Rupees Six Crores Three Lacs Thirty Five Thousand Four Hundred Seventy One only) including dividend distribution tax of ₹ 10,287,506 (Rupees One Crore Two Lacs Eighty Seven Thousand Five Hundred Six only) for the current financial year ended 31st March, 2019, as compared to the total outgo of ₹ 60,335,471 (Rupees Six Crores Three Lacs Thirty Five Thousand Four Hundred Seventy One only) including dividend distribution tax of ₹ 10,287,506 (Rupees One Crore Two Lacs Eighty Seven Thousand Five Hundred Six only) for the previous financial year ended 31st March, 2018.

Changes in nature of business, if any:

During the financial year 2018-19 there was no change in nature of business of your Company.

Material Changes and Commitments:

There have been no material changes and commitments since the close of the financial year i.e. 31st March, 2019 till the date of signing of this Director's Report, affecting the financial position of your Company.

Changes in Authorised Share Capital:

During the financial year 2018-19 there was no change in the Authorised Share Capital of your Company.

Changes in Paid-up Share Capital:

During the financial year 2018-19 there was no change in the Paid-up Share Capital of your Company.

Wholly owned Subsidiary Company:

As required under Rule 8(1) of the Companies (Accounts) Rules, 2014, the Board's Report has been prepared on the basis of standalone financial statements and a report on performance and financial position of the wholly owned subsidiary included in the consolidated financial statements is presented and is stated in this report.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of your Company, containing therein its standalone and the consolidated financial statements has been placed on the website of your Company, www.tbztheoriginal.com. Further, as per fourth proviso of the said section, audited annual accounts of the subsidiary company has also been placed on the website of your Company, www.tbztheoriginal.com. Members interested in obtaining a copy of the audited annual accounts of the wholly owned subsidiary company may write to the Company Secretary at your Company's corporate office or email to investors@tbzoriginal.com.

Your Company has constituted "Policy on Determining Material Subsidiaries" in accordance with the Regulation 16(1)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy will be used to determine the material subsidiaries of your Company and to provide governance framework for such subsidiaries. As per the Policy and as per the requirements of the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 none of the wholly owned subsidiary companies are material subsidiary company of your Company. The Policy on determining material subsidiaries is available on your Company's website at the link:

https://www.tbztheoriginal.com/storage/TBZ-Material%20Subsidiary%20Policy(1.4.19).pdf.

As per the requirements of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the audited consolidated financial statements of your Company incorporating its wholly owned subsidiary company is prepared in accordance with applicable Indian Accounting Standards (Ind AS) are enclosed herewith.

For the year under review, i.e. as on 31st March, 2019, your Company has one wholly owned subsidiary company namely; Tribhovandas Bhimji Zaveri (Bombay) Limited.

Konfiaance Jewellery Private Limited

(Status of the company: Dissolved as on 31st March, 2019)

Konfiaance Jewellery Private Limited was a non-operational company and has no turnover in previous years and the Company was also not planning to do any business in that Company and due to that reason, it was decided to Liquidate the affairs (winding-up) of this wholly-owned subsidiary company as Voluntary Liquidation. To give effect to this the Board of Directors of holding company as well as wholly-owned subsidiary company at its Board Meeting dated 2nd August, 2017, had approved to Liquidate the affairs (winding-up) of Konfiaance Jewellery Private Limited, Wholly Owned Subsidiary of your Company under Voluntary Liquidation Process. At the Extra Ordinary General Meeting of Konfiaance Jewellery Private Limited held on 28th August, 2017 the members had approved by way of Special Resolution, the winding up of the affairs of the company by Members' Voluntary Liquidation Process. Your Company had voluntarily given intimation under the outcome of the Board Meeting to Stock Exchanges (NSE & BSE) on 2nd August, 2017 to follow a good corporate governance; as Konfiaance Jewellery Private Limited, is not a material wholly owned subsidiary company and not falling under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Konfiaance Jewellery Private Limited, which was wholly owned subsidiary company of your Company was under the process of Voluntary Liquidation. The Voluntary Liquidation process had begun on 28th August, 2017 in pursuance of provisions of Section 59 of the Insolvency and Bankruptcy Code, 2016 and Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 and the process of voluntary liquidation has been completed on 31st March, 2018. As required under Regulation 38 (2) and (3) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the liquidator has prepared and submitted the final report to the Insolvency and Bankruptcy Board of India and the Registrar of Companies and the application for dissolution of the company was filed with the National Company Law Tribunal (NCLT) as required by Section 59 (7) and all other applicable provisions of the Insolvency and Bankruptcy Code, 2016.

Tribhovandas Bhimji Zaveri (Bombay) Limited

Tribhovandas Bhimji Zaveri (Bombay) Limited is operating its manufacturing activities from 106, Kandivali Industrial Estate, Charkop, Kandivali (West), Mumbai-400 067. The said property is taken on Leave & License basis from your Company (i.e. holding company).

Tribhovandas Bhimji Zaveri (Bombay) Limited, during the financial year 2018-19, has reported a total revenue of ₹ 1,981.99 Lacs and has incurred profit before tax of ₹ 23.68 Lacs and profit after tax of ₹ 22.08 Lacs.

Performance of wholly owned subsidiary company:

Pursuant to provisions of Section 129(3) of the Companies Act, 2013 ('the Act'), a statement containing salient features of Financial Statements of wholly owned subsidiary company in Form AOC-1 is annexed as **'Annexure-A'.**

The Company does not have any Associate or Joint Venture Companies. The Company has adopted a Policy for determining the criteria of material subsidiaries which can be viewed on the Company's website at www.tbztheoriginal.com.

Performance/State of Company's Affairs:

As on 31st March, 2019, your Company was operating from forty two stores in thirty cities and fourteen states, out of which your Company has thirty eight owned stores and four franchise stores and your Company has one Corporate Office at Tulsiani Chambers, Nariman Point.

Recent Development(s):

During the current financial year, your Company has opened five owned stores at Noida, Uttar Pradesh, Aundh at Pune, Maharashtra, Ludhiana, Punjab, Phoenix Market city (mall store), Bengaluru and Lucknow, Uttar Pradesh. During the year under review your Company took over franchisee operating store at Jamnagar, Gujarat and run the store as its own store, totaling the number of stores to forty two, out of which thirty eight are your Company's own stores and four are franchise stores, in thirty cities and fourteen states as on 31st March, 2019. Post 31st March, 2019 and as on signing of this Report, your Company has shut down its own store at Nagpur and one franchise store at Bhopal, which brings the total number of stores to forty, out of which thirty seven are your Company's own stores and three are franchise stores, in twenty eight cities and fourteen states as on date of signing of this report.

Awards & Recognition:

During the year under review your Company has won following awards:

Year	Awards
2018	'Best Diamond Vivah Jewellery of the Year' award given at the 14th Retail Jeweller India Awards 2018
2019	The Company wins two prestigious awards GJC's National Jewellery Awards (NJA) 2018 in following two categories: (1) Showstopper couture (Contemporary Diamond Jewellery) and (2) Treasure of Ocean (Pearl Jewellery of the year).
2019	'India's Retail Champion Awards in Jewellery Category' in the event organized by Retail Association of India (RAI)

New Product Launch:

Riwayat Bridal Jewellery Collection: Your Company launched the new meticulously designed Riwayat Bridal Jewellery collection during the financial year 2018-19. Taking inspiration from the regal era, the range has been designed to perfection with splendid jewels and stones. The newly launched collection speaks volumes about your Company's unrivalled grace and impeccable quality for a quintessential modern bridal look.

Your Company focused on launching affordable and contemporary ranges starting from this new collection for today's modern woman.

Credit Rating

During the year under review, CRISIL has reviewed the Credit Rating on the long-term bank facilities of your Company at 'CRISIL BBB+/Stable' (Reaffirmed) vide letter Ref. No. TBZPL/204590/BLR/081800473 dated 7th August, 2018 which is stated as follows:

Total Bank Loan Facilities Rated	₹ 7,350 Million
Long-Term Rating	CRISIL BBB+/Stable (Reaffirmed)

Increase in Inventories:

The inventory of your Company as on 31st March, 2019 has increased by ₹ 16,512.13 Lacs as compared to the inventory on 31st March, 2018. The increase in inventory is due to addition of five new stores during the year.

Operations:

The operations of your Company are elaborated in the annexed Management Discussion and Analysis Report.

Hedge Accounting/Derivative Financial Instruments:

Embedded Derivative:

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract-with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. An embedded derivative cause some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified variable. Your Company enters into purchase gold contract, in which the amount payable is not fixed based on gold price on the date of purchase, but instead is affected by changes in gold prices in future. Such transactions are entered into to protect against the risk of gold price movement in the purchased gold. Accordingly, such unfixed payables (gold loan) are considered to have an embedded derivative. Your Company designates the gold price risk in such instruments as hedging instruments, with gold inventory considered to be the hedged item. The hedged risk is gold prices movement.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivative is measured at fair value, and changes there in are generally recognised in profit and loss.

At the inception of a hedge relationship, your Company formally designates and documents the hedge relationship to which your Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes your Company's risk management objective and strategy for undertaking hedge, the hedging/economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

Commodity forward contract of NIL is outstanding as on 31st March, 2019 (31st March, 2018: NIL was outstanding). Hedging loss is ₹ NIL as on 31st March, 2019 (31st March, 2018: loss of ₹ 9.99 Lacs).

Related Party Transactions:

All contracts/arrangements/transactions entered by your Company during the financial year under review with related parties were in the ordinary course of business and on an arm's length basis and is in compliance with the applicable provisions of the Act and the Listing Regulations. During the year, there are no materially significant related party transactions entered by your Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of your Company at large. There were no materially significant Related Party Transactions made by the Company during the year that required shareholders' approval under Regulation 23 of the Listing Regulations.

All related party transactions are placed before the Audit Committee and before the Board for their approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the Audit Committee and to the Board of Directors at their Board Meetings for their approval on a quarterly basis.

There are no material related party transactions which are not in ordinary course of business or which are not on arm's length basis and hence there is no information to be provided as required under Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014. The details of transactions with related parties as required are provided in Form AOC-2 is annexed as **'Annexure-B'.**

The policy on Materiality on Related Party Transactions and manner of dealing with Related Party Transactions as approved by the Board is uploaded on your Company's website at the link:

https://www.tbztheoriginal.com/storage/TBZ-Policy%20on%20Materiality%20and%20Dealing%20with%20RPT(1.4.19).pdf

None of the Independent Directors has any pecuniary relationships or transactions vis-a-vis your Company.

A statement of related party transactions pursuant to Indian Accounting Standard (Ind AS)-24 forms a part of notes to accounts.

Transfer to Reserves:

During the year under review, your Company has transferred ₹ NIL to the General Reserve.

Particulars of Loans given, Investments made, Guarantees given and Securities provided under Section 186 of the Companies Act, 2013:

Particulars of loans given, investments made, guarantees given and securities provided covered under the provisions of Section 186 of the Companies Act, 2013, are given in the notes to the standalone financial statements provided in this Annual Report.

Fixed Deposits/Deposits:

During the year under review your Company has not accepted or invited any fixed deposits from the public and there were no outstanding fixed deposits from the public as on the Balance Sheet date.

Your Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

Insurance:

All the insurable interests of your Company including inventories, buildings, plant and machinery and liabilities are adequately insured.

Corporate Social Responsibility (CSR) Initiatives:

As part of its initiatives under Corporate Social Responsibility (CSR), the Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by your Company, which has been approved by the Board and are in accordance with Schedule VII of the Companies Act, 2013.

The CSR Policy may be accessed on your Company's website at the link:

http://www.tbztheoriginal.com/storage/Investors/Investor%20In%20formation/TBZ-%20CSR%20Policy%20-%2004.08.2014.pdf.

Your Company is committed towards the "Corporate Social Responsibility (CSR)" initiatives as per the requirement of Section 135 of the Companies Act, 2013 ("Act"). The details of the composition of the Corporate Social Responsibility (CSR) Committee are disclosed in the Corporate Governance Report forming part of this Annual Report.

As part of initiatives under "Corporate Social Responsibility (CSR)", for the financial year 2018-19, your Company has shortlisted the specific activities/projects in the area of (a) 'Promoting Healthcare including Preventive Healthcare', which is falling under item (i) of Schedule VII of the Act; (b) 'Promoting Education' which is falling under item (ii) of

Schedule VII of the Act and (c) 'Promoting gender equality and women's empowerment which is falling under item (iii) of Schedule VII of the Act. Your Company will also undertake other need based initiatives in compliance with Schedule VII to the Act.

As per Section 135 of the Companies Act, 2013, the total amount of CSR contribution which is required to be spend during the financial year 2018-19 is coming to ₹ **1,795,739 (Rupees Seventeen Lacs Ninety Five Thousand Seven Hundred Thirty Nine Only).** Your Company has made total CSR contribution of ₹ **2,299,246 (Rupees Twenty Two Lacs Ninety Nine Thousand Two Hundred Forty Six Only)** for the financial year 2018-19. The prescribed CSR Expenditure required to be done by your Company has been spend as CSR activities for the financial year 2018-19. During the financial year 2018-19 there is no amount left unspent for the financial year 2018-19.

The total CSR contribution of ₹ **2,299,246 (Rupees Twenty Two Lacs Ninety Nine Thousand Two Hundred Forty Six Only)** were contributed to (1) Cancer Patient Aid Association (CPAA) of ₹ 110,000 for Promoting Healthcare including Preventive Healthcare; (2) Bombay Hospital Trust for medical treatment of a poor and needy patient of ₹ 95,426 for Promoting Healthcare including Preventive Healthcare; (3) West Wind Association of ₹ 50,000 for Promotion of Education Activities; (4) Friends of Tribal Society of ₹ 100,000 for promotion of Educational Activities; (5) Under CSR Activity of your Company carries out CSR Activities for promoting gender equality and women's empowerment under its main project known as **"Pankhi Project".** Your Company has made total CSR Contribution of ₹ 1,943,820 for the financial year 2018-19 and out of which ₹ 60,000 was incurred towards administrative expenses and balance ₹ 1,883,820 made to various organisations such as: (a) Baroda Citizen Council (BCC) of ₹ 396,000 for providing family counseling; (b) Ahmedabad Women's Action Group (AWAG) of ₹ 396,000 for providing family counseling; (c) Stree Mukti Sangathan of ₹ 556,820; (d) Bharatiya Stree Shakti of ₹ 535,000. These NGO'S/organization carry out projects which are largely in accordance with Schedule VII of the Companies Act, 2013.

Your Company is fully committed to make contributions towards CSR Activities of your Company as per the requirement of Section 135 of the Companies Act, 2013.

The Annual Report on CSR activities is annexed herewith as **"Annexure-C"**

Business Risk Management:

SEBI has come out with the circular on the requirement of constitution of Risk Management Committee of the Board as per the requirement of the Listing Agreement (Regulations). As per SEBI Circular Reference No. SEBI/LAD-NRO/GN/2015-16/013 dated 2nd September, 2015 issued by Securities and Exchange Board of India (SEBI) and as per the requirement of Regulation 21(5) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 shall be applicable to top 100 companies by market capitalization as at the end of the immediate previous financial year which is now substituted with top 500 companies by market capitalization as at the end of the immediate previous financial year as per the requirement of Regulation 21(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) (Amendment) Regulations, 2018.

Accordingly, constitution of Risk Management Committee is not compulsory for your Company. To follow Corporate Governance in the right spirit, your Company has voluntarily constituted the Risk Management Committee of the Board. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Annual Report.

Your Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives.

Your Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance your Company's competitive advantage. Risk Management Committee provides assistance to the Board of Directors in fulfilling its objective of controlling/monitoring various risks prevailing in the functioning of your Company in day to day life including the Gold Price Risk Management Policy of your Company as well as mitigating the risk on hedging in domestic as well as international market.

The key business risks identified by your Company and its mitigation plan are as under:

(i) Gold Price Fluctuation Risk:

Prices of gold keep on fluctuating and in last one year there were huge fluctuations observed in gold prices due to various international factors and stringent domestic government policies. To mitigate this risk of gold price fluctuation your Company has started doing hedging in domestic market to protect your Company from the gold price fluctuation. Your Company's endure is to maximize procurement of inventory on gold loan as well as procurement of gold bar under gold loan scheme from various banks which will also help to reduce risk of your Company due to gold price fluctuation and takes care of natural hedging.

(ii) Competition Risks:

The jewellery industry is becoming intensely competitive with few organized sectors and majority of unorganized sectors in local area, with the foray of new entrants and many of the existing unorganized players adopting inorganic growth strategies. To mitigate this risk, your Company is leveraging on its expertise, experience and its created capacities to increase market share, enhance brand equity/ visibility and enlarge product portfolio and various tactical offers.

Disclosure under Section 164(2):

None of the Directors of your Company are disqualified from being appointed as Directors as specified under Section 164(2) of the Companies Act, 2013.

Directors:

In accordance with the provision of Section 152 and all other applicable provisions of the Companies Act, 2013, Independent Directors are not liable to retire by rotation and for the purpose of calculation of 'total number of Directors' who are liable to retire by rotation this shall not include Independent Directors. Mr. Shrikant Zaveri (DIN: 00263725), Chairman & Managing Director of your Company, is the Director not liable to retire by rotation. Ms. Binaisha Zaveri (DIN: 00263657) and Ms. Raashi Zaveri (DIN: 00713688), Whole-time Directors of your Company are the Directors who are liable to retire by rotation.

Ms. Binaisha Zaveri (DIN: 00263657), Whole-time Director of your Company, retires by rotation at the 12th Annual General Meeting of your Company, and being eligible, offers herself for re-appointment.

Pursuant to Sections 149, 152 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the Independent Directors can hold office for a first term of five consecutive years on the Board of Directors of your Company. Mr. Kamlesh Vikamsey (DIN: 00059620), Mr. Ajay Mehta (DIN: 00028405) and Mr. Sanjay Asher (DIN: 00008221); Independent Directors of your Company were appointed to hold office for the period of first term of five consecutive years upto 31st March, 2019, in the 7th Annual General Meeting of your Company held on 24th September, 2014. As per provisions of the Companies Act, 2013, all the three Independent Directors were re-appointed for the second term of five consecutive years from 1st April, 2019 to 31st March, 2024, in the 11th Annual General Meeting of your Company held on 31st July, 2018. Independent Directors shall not be liable to retire by rotation.

Familiarization/Orientation Program of Independent Directors:

Your Company has a program to familiarize Independent Directors with regard to their roles, rights, responsibilities in your Company, nature of the industry in which your Company operates, the business model of your Company, etc. The purpose of Familiarization Programme for Independent Directors is to provide insights into your Company to enable the Independent Directors to understand its business in depth and contribute significantly to your Company. Your Company has already carried out the familiarization programme for Independent Directors. The Familiarization Programme Imparted to Independent Directors in terms of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is available on the website of your Company at link:

https://www.tbztheoriginal.com/storage/TBZ-Familiarization%20Prog.-ID(18-19).pdf.

Independent Directors/Statement of declaration by Independent Directors under Section 149(7) of the Companies Act, 2013 and Regulations 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

The Independent Directors have given declarations to your Company under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence provided under Section 149(6) of the Companies Act, 2013 and Regulations 16(1)(b) and 25(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

The Board of Directors of your Company confirms that the Independent Directors fulfil the conditions specified in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and are independent of the management.

Key Managerial Personnel:

Pursuant to provisions of Sections 2(51) and 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 following persons are acting as Key Managerial Personnel of your Company:

Mr. Shrikant Zaveri, Chairman & Managing Director, Ms. Binaisha Zaveri and Ms. Raashi Zaveri, Whole-time Directors and Mr. Saurav Banerjee, Chief Financial Officer (CFO) and Mr. Niraj Oza, Head-Legal & Company Secretary of your Company are the Key Managerial Personnel of your Company.

Your Company does not have separate position of Chief Executive Officer (CEO), as all the responsibilities of Chief Executive Officer (CEO) has been discharged by Mr. Shrikant Zaveri, Chairman & Managing Director of your Company.

Annual Evaluation of Performance/Board Evaluation Criteria:

Your Company believes that systematic evaluation contributes significantly to improved performance at the three levels; organizational, Board and Individual Board Member. It encourages the leadership, team work, accountability, decision making, communication and efficiency of the Board. Evaluation also ensures teamwork by creating better understanding of Board dynamics, management relations and thinking as a group within the Board. The process includes multi layered evaluation based on well-defined criteria consisting of relevant parameters.

Pursuant to the applicable provisions of the Companies Act, 2013 and Regulations 17(10), 25(4) and all other applicable Regulation(s) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors have carried out annual evaluation of its own performance, Board Committees, individual Directors, Chairperson of your Company.

The performance of the Board/Committee was evaluated after seeking inputs from all the Directors/Committee members on the basis of the defined criteria including composition and structure effectiveness of meeting, information and functioning.

Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated, on the basis of following evaluation criteria:

- Relevant knowledge, expertise and experience.
- Devotion of time and attention to your Company's long term strategic issues.
- Addressing the most relevant issues for your Company.
- Discussing and endorsing your Company's strategy.
- Professional conduct, ethics and integrity.
- Understanding of duties, roles and function as Independent Director.

The manner in which evaluation has been carried out has been explained in detail in the Corporate Governance Report, which forms part of this Annual Report.

Nomination, Remuneration and Evaluation Policy:

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management, their remuneration and their evaluation. In compliance with the provision of Section 178 of the Companies Act, 2013 and the Listing Regulations Nomination, Remuneration and Evaluation Policy is forming a part of Director's Report as **"Annexure-F".**

Board and Committee Meetings/Number of Meetings:

A calendar of Board and Committee Meetings is prepared and circulated in advance to the Directors.

The Board of Directors met for five times during the year and members of the Audit Committee met four times during the year.

During the financial year 2018-19, five Board Meetings were convened and held on 2nd May, 2018, 31st July, 2018, 13th August, 2018, 31st October, 2018 and 6th February, 2019. Total four Audit Committee Meetings were convened and held on 2nd May, 2018, 13th August, 2018, 31st October, 2018 and 4th February, 2019. The details of the meetings are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Directors' Responsibility Statement:

To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013:

(a) that in preparation of the annual accounts, the applicable Indian Accounting Standards (Ind AS) have been followed and there are no material departures;

(b) that 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 your Company at the end of the financial year and of the profit and loss of your Company for that period;

(c) that they have taken proper and sufficient care, to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013. They confirm that there are adequate systems and controls for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;

(d) that they have prepared the Annual Accounts on a going concern basis;

(e) that they have laid down the proper internal financial controls to be followed by your Company and that such internal financial controls were adequate and were operating effectively;

(f) that they have devised proper systems to ensure the compliance with all applicable laws and that such systems were adequate and operating effectively.

Review of Annual Accounts by Audit Committee:

Financials of your Company for the financial year ended 31st March, 2019 were reviewed by the Audit Committee before being placed before the Board.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo:

The particulars as required under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, are as under:

1. Part A & B pertaining to conservation of energy and technology absorption are not applicable to your Company.

2. Foreign Exchange earnings and outflow:

   Earnings - ₹ NIL

   Outflow - ₹ 54.48 Lacs

Significant and Material Orders passed against your Company by the Regulators or Courts or Tribunals:

Pursuant to the requirement of Section 134(3)(q) of the Companies Act, 2013 read with Rule 8(5)(vii) of the Companies (Accounts) Rules, 2014, it is confirmed that during the Financial Year under review, there are no significant or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and your Company's operations in future.

Audit Committee:

The Audit Committee comprises of two Independent Directors namely Mr. Kamlesh Vikamsey as Chairman of the Committee and Mr. Ajay Mehta as member of the Committee and Mr. Shrikant Zaveri, Chairman & Managing Director of your Company as member of the Committee. All the recommendations made by the Audit Committee were accepted by the Board.

The Committee inter-alia reviews the Internal Control System and reports of Internal Auditors and compliance of various regulations. The Committee also reviews at length the Financial Statements before they are placed before the Board. The numbers of Audit Committee, its terms of reference, the meetings of the Audit Committee and attendance thereat of the members of the Committee is mentioned in the Corporate Governance Report.

Vigil Mechanism/Whistle Blower Policy:

Your Company has adopted and established a vigil mechanism named "Whistle Blower Policy (WBP)" for directors and employees to report genuine concerns and to deal with instance of fraud and mismanagement, if any. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of your Company's website at the link:

https://www.tbztheoriginal.com/storage/TBZ-Whistle%20Blower%20Policy(01.04.19).pdf.

Human Resources and Employee Relations:

Attracting, retaining and developing talent continued to be a focus area for your Company. The increased focus on capability enhancement and employee engagement had a positive impact on talent retention as reflected in the lower attrition levels. Your Company has total employee strength of 1,264 as on 31st March, 2019. Employee Relations continued to be cordial at all levels.

Prevention of Sexual Harassment at workplace {Disclosure as required under Section 22 of Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013}:

Your Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various policies and practices. Your Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. Your Company has adopted a policy on Prevention of Sexual Harassment at Workplace which is in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The policy aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behavior. An Internal Complaints Committee ("ICC") has been set up from the senior management (with women employees constituting the majority) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the Policy. All employees (permanent, contractual, temporary, trainees) are covered under the policy.

Your Directors further state that during the year under review, there were no complaint/cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. {There was no complaint received from any employee during the financial year 2018-19 and hence no complaint is outstanding as on 31st March, 2019 for redressal}.

The status of cases/complaint filed, disposed of and pending in respect of Sexual Harassment of Women at Workplace for the financial year ended as on 31st March, 2019 (i.e. from 1st April, 2018 to 31st March, 2019) as given below:

Opening Cases/ complaint as on 1st April, 2018	**Cases/ complaint filed during the year ended 31st March, 2019**	**Cases/ complaint disposed of during the year ended 31st March, 2019**	**Cases/ complaint pending as on 31st March, 2019**
NIL	NIL	NIL	NIL

Particulars of Employees:

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the Annual Report. (Refer **"Annexure-H"**).

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report. (Refer **"Annexure-G"**).

Extract of Annual Return:

In accordance with Sections 134(3)(a) & 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in the prescribed format (in form MGT-9) is annexed herewith as **"Annexure-E".**

Management Discussion and Analysis:

Pursuant to Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), a detailed review of operations, performance and future outlook of your Company and its business is given in the Management Discussion and Analysis which forms part of this Report.

Corporate Governance:

Your Company acknowledges its responsibilities to its Stakeholders and believes that Corporate Governance helps to achieve commitment and goals to enhance stakeholder's value by focusing towards all stakeholders. Your Company maintains highest level of transparency, accountability and good management practices through the adoption and monitoring of corporate strategies, goals and procedures to comply with its legal and ethical responsibilities. Your Company is committed to meeting the aspirations of all its stakeholders.

Your Company is fully committed to and continues to follow procedures and practices in conformity with the Code of Corporate Governance enshrined in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V and all other applicable Regulation(s) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. A detailed report on Corporate Governance forms part of this Report. The Statutory Auditor's Certificate as per the requirements of Para E of Schedule V and all other applicable Regulation(s) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on compliance with Corporate Governance requirements by your Company is attached to the Report on Corporate Governance.

General Shareholder Information:

General Shareholder Information is given in Item No. VII of the Report of Corporate Governance forming part of the Annual Report.

Listing Fees:

The Equity Shares of your Company are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). Your Company has paid the applicable listing fees to the above Stock Exchanges for the financial year 2018-19. Your Company's shares are traded in dematerialized segment for all investors compulsorily and your Company had entered into agreements with the Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) for custodial services.

Listing Agreement:

The Securities and Exchange Board of India (SEBI), on 2nd September, 2015, issued Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital market to ensure better enforceability. The said regulations were effective from 1st December, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months form the effective date. Your Company entered into Listing Agreement with BSE Limited and the National Stock Exchange of India Limited during November, 2015.

Adequacy of Internal Financial Controls with reference to financial statements:

Based on the framework of internal financial controls and compliance systems established and maintained by your Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the Audit Committee, the Board is of the opinion that your Company's internal financial controls were adequate and effective with reference to the financial statements for the financial year ended 31st March, 2019.

Internal Control Systems and their adequacy:

The management continuously reviews the internal control systems and procedures for the efficient conduct of your Company's business. Your Company adheres to good practices with respect to transactions and financial reporting and ensures that all its assets are appropriately safeguarded and protected against losses. The Internal Auditor of your Company conducts the audit on regular basis and the Audit Committee actively reviews internal audit reports and effectiveness of internal control systems.

Internal Control Systems are implemented to safeguard your Company's assets from loss or damage, to keep constant check on the cost structure, to prevent revenue leakages, to provide adequate financial and accounting controls and to implement Indian Accounting Standards (Ind AS).

Stakeholders Relationship:

Stakeholders' relations have been cordial during the year. As a part of compliance, your Company has Stakeholders Relationship Committee to consider and resolve the grievances of security holders of your Company. There were no investors' grievances pending as on 31st March, 2019. A confirmation to this effect has been received from your Company's Registrar and Share Transfer Agent.

Enhancing Shareholders Value:

Your Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

Participation in the Green Initiative:

Your Company continues to wholeheartedly participate in the Green Initiative undertaken by the Ministry of Corporate Affairs (MCA) for correspondences by Corporate to its Members through electronic mode. All the Members are requested to join the said program by sending their preferred e-mail addresses to their Depository Participant.

In commitment to keep in line with the Green Initiative and going beyond it to create new green initiatives, electronic copy of the Annual Report along with Notice of 12th Annual General Meeting of your Company will be sent to all Members whose email addresses are registered with the Company/Depository Participant(s). For members who have not registered their e-mail addresses, physical copies will be sent through the permitted mode.

Employee Stock Option Scheme (ESOP):

For the current financial year 2018-19, your Company do not have any open Employee Stock Option Scheme (ESOP) nor granted any fresh stock option to its employees.

Consolidated Financial Statements:

Your Directors are pleased to enclose the Consolidated Financial Statements pursuant to Section 129 and all other applicable provisions of the Companies Act, 2013 and as per the applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and prepared in accordance with the Indian Accounting Standards (Ind AS)-110 and all other applicable Indian Accounting Standards (Ind AS) prescribed by the Institute of Chartered Accountants of India, in this regard.

Transfer to Investor Education and Protection Fund:

a) **Transfer of Unclaimed IPO Refund Amount to IEPF:**

Your Company has done IPO allotment on 4th May, 2012 and unclaimed IPO Refund amount lying with your Company and the period of seven years got over on 3rd May, 2019. As required under Section 124 of the Act, there was no unclaimed IPO Refund amount which needs to be transferred during the financial year 2018-19, to the Investor Education and Protection Fund established by the Central Government.

From the date of closure of the financial year 2018-19 till the date of signing of this Directors' Report, your Company has transferred the total amount of ₹ 34,290/- (Rupees Thirty Four Thousand Two Hundred Ninety only) of unpaid/unclaimed IPO Refund amount during the financial year 2019-20, i.e. on 14th May, 2019, to the Investor Education and Protection Fund established by the Central Government. Details of IPO Refund amount transferred have been uploaded on the website of IEPF as well as on website of your Company (www.tbztheoriginal.com) under following link:

https://www.tbztheoriginal.com/storage/TBZ-IEPF-IPO%20Refund(3.5.19).pdf.

b) Transfer of Unclaimed Dividend to IEPF:

As required under Section 124 of the Act, there was no Unclaimed Dividend amount pertaining to the financial year ended on 31st March, 2011 lying with the Company for a period of seven years which needs to be transferred during the financial year 2018-19, to the Investor Education and Protection Fund established by the Central Government.

c) Transfer of shares to IEPF:

As required under Section 124 of the Act, no equity shares, in respect of which dividend has not been claimed by the members for seven consecutive years or more, needs to be transferred by the Company to the Investor Education and Protection Fund Authority (IEPF) during the financial year 2018-19.

Disclosure on compliance with Secretarial Standards:

Your Directors confirm that the Secretarial Standards issued by the Institute of Company Secretaries of India, have been complied with. Your Company has complied with the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

Secretarial Auditor's Report:

The Secretarial Audit Report of M/s. Pramod S. Shah & Associates, a firm of Company Secretaries in Practice, Mumbai, for the Financial Year ended 31st March, 2019 does not contain any qualification, reservation, adverse remark or disclaimer by the Secretarial Auditor.

The Secretarial Audit Report in Form 'MR-3' is annexed herewith as **"Annexure-D"**, which forms part of this Annual Report.

Reporting of Fraud by Auditors {Section 134 (3)(ca)}:

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143 (12) of the Companies Act, 2013 and rules made thereunder.

Auditors' Report:

The observations made in the Auditors' Report, read together with the relevant notes thereon are self-explanatory and hence, do not calls for any comment under Section 134 of the Companies Act, 2013.

The Auditors' Report to the Members does not contain any qualification.

Statutory Auditors:

The members at the 11th Annual General Meeting of your Company, have appointed M/s. S R B C & CO LLP (Firm Registration No. 324982E/E300003), Chartered Accountants, as Statutory Auditors of your Company, for the term of five consecutive years i.e. from 11th Annual General Meeting to be held in year 2018 till the conclusion of 16th Annual General Meeting of your Company to be held in year 2023, subject to ratification of appointment at every Annual General Meeting, at a remuneration as may be mutually agreed to, between the Board of Directors and M/s. S R B C & CO LLP, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them. The Companies (Amendment) Act, 2017, notified from 7th May, 2018, has waived the requirement for ratification of the appointment of Statutory Auditor by the shareholders at every Annual General Meeting. Hence, the ratification of appointment of Statutory Auditors by your Company is not required.

M/s. S R B C & CO LLP, (FRN 324982E/E300003), ("the Audit Firm") is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 2002 and is a limited liability partnership firm ("LLP") incorporated in India. It has registered office at 22, Camac Street, Kolkata and has 9 branch offices in various cities in India. The Audit Firm has valid Peer Review certificate and is part of S.R. Batliboi & Affiliates network of audit firms. It is primarily engaged in providing audit and assurance services to its clients.

Your Company has received eligibility letter from M/s. S R B C & CO LLP (Firm Registration No. 324982E/E300003), Chartered Accountants, Mumbai as the Statutory Auditors, stating their appointment is within the limits prescribed under Section 141(3)(g) of the Companies Act, 2013 and they are not disqualified from continuing as Statutory Auditors of your Company, in terms of Section 141 of the Companies Act, 2013 and related Rules to continue as the Statutory Auditors of your Company for financial year 2019-20. As required under Regulation 33(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The Statutory Auditors have issued a clean report on the financials of your Company and have not issued any qualifications for the financial year ended 31st March, 2019.

Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed M/s. Pramod S. Shah & Associates, a firm of Company Secretaries in Practice, Mumbai to undertake the Secretarial Audit of your Company for the year ended 31st March, 2019. The Board of Directors of your Company has appointed M/s. Pramod S. Shah & Associates, a firm of Company Secretaries in Practice, Mumbai to carry out Secretarial Audit of your Company for Financial Year 2019-20.

Internal Auditors:

The Board of Directors has appointed M/s. Deloitte Haskins & Sells, LLP, (Firm Registration No. 117366W/W-100018), Chartered Accountants as Internal Auditors of your Company for financial year 2019-20.

General:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- Details relating to deposits covered under Chapter V of the Act.
- Issue of equity shares with differential rights as to dividend, voting or otherwise.
- Issue of shares (including sweat equity shares) to employees of your Company under any scheme.
- Neither the Managing Director nor the Whole-time Directors of your Company receive any remuneration or commission from any of its wholly owned subsidiaries.
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Acknowledgement:

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment.

The Board place on record its appreciation for the support and co-operation your Company has been receiving from its investors, customers, vendors, bankers, financial institutions, business associates, Central & State Government authorities, Regulatory authorities and Stock Exchanges.

Cautionary Statement:

Statement in the Board's Report and the Management Discussion and Analysis describing your Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence your Company's operations include global and domestic demand and supply conditions affecting selling price of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited

Shrikant Zaveri	**Raashi Zaveri**
Chairman & Managing Director	Whole-time Director
(DIN: 00263725)	(DIN: 00713688)

Date: 12th August, 2019
Place: Mumbai

ANNEXURE - A

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries
Part "A": Subsidiaries
(Information in respect of each subsidiary is presented with amounts in ₹)

1.	Name of the subsidiary	Tribhovandas Bhimji Zaveri (Bombay) Limited
2.	Reporting period	31.03.2019 (same as of holding Company)
3.	Reporting currency	INR
4.	Share capital	502,000
5.	Reserves & Surplus	(74,288,291)
6.	Total Assets	50,539,070
7.	Total Liabilities	124,325,361
8.	Investments	256,371
9.	Turnover	197,265,864
10.	Profit/(Loss) before taxation	2,367,939
11.	Provision for taxation	159,957
12.	Profit/(Loss) after taxation	2,207,982
13.	Proposed Dividend	NIL
14.	% of shareholding	100% Shareholding

Notes:

1. Reporting period for the subsidiaries is same as that of the holding company i.e. 1st April, 2018 to 31st March, 2019.
2. Names of subsidiaries which are yet to commence operations – NIL
3. Names of subsidiaries which have been liquidated or sold during the year –

Konfiaance Jewellery Private Limited (was under Voluntary Liquidation Process and the Liquidation process completed on 31.03.2018 and the Company was dissolved as per the order of NCLT). (refer Directors' Report and Report on Corporate Governance for more details).

Since your Company does not have any Associates or Joint Ventures, information pertaining to Part "B" to this form relating to Associates and Joint Ventures is not given.

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited

Shrikant Zaveri
Chairman & Managing Director
(DIN: 00263725)

Raashi Zaveri
Whole-time Director
(DIN: 00713688)

Saurav Banerjee
Chief Financial Officer

Niraj Oza
Head-Legal & Company Secretary

Date: 12th August, 2019
Place: Mumbai

ANNEXURE - B

FORM AOC-2

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

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

1. **Details of contracts or arrangements or transactions not at arm's length basis:**

   Tribhovandas Bhimji Zaveri Limited (the Company) has not entered into any contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm's length during the financial year 2018-19. The Company has laid down policies and processes/procedures so as to ensure compliance to the subject section in the Companies Act, 2013 and the corresponding Rules.

   In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

   (a) Name(s) of the related party and nature of relationship: Not Applicable

   (b) Nature of contracts/arrangements/transactions: Not Applicable

   (c) Duration of the contracts/arrangements/transactions: Not Applicable

   (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable

   (e) Justification for entering into such contracts or arrangements or transactions: Not Applicable

   (f) Date(s) of approval by the Board: Not Applicable

   (g) Amount paid as advances, if any: Not Applicable

   (h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: Not Applicable

2. **Details of material contracts or arrangement or transactions at arm's length basis:**

   (a) Name(s) of the related party and nature of relationship: Not Applicable

   (b) Nature of contracts/arrangements/transactions: Not Applicable

   (c) Duration of the contracts/arrangements/transactions: Not Applicable

   (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable

   (e) Date(s) of approval by the Board, if any: Not Applicable

   (f) Amount paid as advances, if any: Not Applicable

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited

Shrikant Zaveri	**Raashi Zaveri**
Chairman & Managing Director	Whole-time Director
(DIN: 00263725)	(DIN: 00713688)

Date: 12th August, 2019
Place: Mumbai

ANNEXURE 'C' TO DIRECTORS' REPORT

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2018-19

1. **A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.**

   The policy on Corporate Social Responsibility (CSR) is adopted by your Company to align its philosophy to initiate measures and pursue socially useful programs with the objectives and activities of CSR envisaged and incorporated in the Companies Act, 2013 and the rules made thereunder. The CSR initiatives focus on holistic development of host communities and create social, environmental and economic value to the society.

   Your Company's Corporate Social Responsibility Policy (CSR Policy) provides for carrying out CSR activities in the various area covered under Schedule VII of the Act, such as (a) 'Promoting Healthcare including Preventive Healthcare', which is falling under item (i) of Schedule VII of the Act; (b) 'Promoting Educational Activity including better infrastructure and amenities for the students' which is falling under item (ii) of Schedule VII of the Act and (c) 'Promoting gender equality and women's empowerment' which is falling under item (iii) of Schedule VII of the Act.

   Your Company has made CSR Contribution to (1) Cancer Patient Aid Association (CPAA) of ₹ 110,000 for Promoting Healthcare including Preventive Healthcare; (2) Bombay Hospital Trust for medical treatment of a poor and needy patient of ₹ 95,426 for Promoting Healthcare including Preventive Healthcare; (3) West Wind Association of ₹ 50,000 for Promotion of Education Activities; (4) Friends of Tribal Society of ₹ 100,000 for promotion of Educational Activities; (5) Under CSR Activity of your Company carries out CSR Activities for promoting gender equality and women's empowerment under its main project known as "Pankhi Project". Your Company has made total CSR Contribution of ₹ 1,943,820 for the financial year 2018–19 and out of which ₹ 60,000 was incurred towards administrative expenses and balance ₹ 1,883,820 made to various organisations such as: (a) Baroda Citizen Council (BCC) of ₹ 396,000 for providing family counseling; (b) Ahmedabad Women's Action Group (AWAG) of ₹ 396,000 for providing family counseling; (c) Stree Mukti Sangathan of ₹ 556,820; (d) Bharatiya Stree Shakti of ₹ 535,000. These NGO'S/ organization carry out projects which are largely in accordance with Schedule VII of the Companies Act, 2013.

   The CSR spend may be carried out by way of donation to the corpus of the above organization or expenditure towards specific project being undertaken by any of the organization.

   Web-link to the CSR Policy of your Company:

   https://www.tbztheoriginal.com/storage/Investors/Investor%20In%20formation/TBZ-%20CSR%20Policy%20-%20 04.08.2014.pdf

2. **Composition of the CSR Committee**

Mr. Shrikant Zaveri, Chairman	(Chairman & Managing Director)
Mr. Ajay Mehta, Member	(Independent Director)
Ms. Binaisha Zaveri, Member	(Whole-time Director)
Ms. Raashi Zaveri, Member	(Whole-time Director)

3. **Average net profit of the Company for last three financial years:**

   Average net profit: ₹ **89,786,944**

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above):**

   Your Company is required to spend ₹ **1,795,739** towards CSR activities.

5. **Details of CSR spend for the financial year:**

   a. **Total amount spent for the financial year: ₹ 2,299,246**

   b. **Amount unspent, if any: balance Amount ₹ NIL**

c. Manner in which the amount spent during the financial year 2018-19 is detailed below:

Sr. No.	CSR Projects or Activities identified	Sector in which the Project is covered	Project or programs – Local area or other	Amount outlay (Budget) Project or Programs wise	Amount Spent on the project or programs Sub-heads 1. Direct Expenditure on Projects or programs 2. Overheads	Cumulative Expenditure upto reporting period	Amount spent: Direct or through implementing agency*
			Locations District (State)	**₹ in Lacs**	**₹ in Lacs**	**₹ in Lacs**	**₹ in Lacs**
1	Cancer Patients Aid Association (CPAA) Providing medical and radiation treatment to poor cancer patient. {The CSR contribution made to 'Cancer Patients Aid Association' (CPAA) which is a registered charitable NGO, which is working towards the "Total Management of Cancer" as a disease. The CSR Contribution amount will be used by the CPAA for giving medical and radiation treatment to many poor cancer patients and for the cancer detection camps organized by NGO}.	Promoting Healthcare including Preventive Healthcare Clause (i)	Maharashtra (Mumbai & Pune)	1.10	1.10	1.10	1.10 Implementing Agency (1)
2	West Wind Association Promoting Educational Activities. {The CSR contribution made to West Wind Association will be used for the Promotion of Education including better infrastructure and amenities for the students}	Promoting Educational Activities including better infrastructure and amenities for the students Clause (ii)	Maharashtra (Mumbai)	0.50	0.50	0.50	0.50 Implementing Agency (2)
3	Friends of Tribal Society Promoting Educational Activities. {The CSR contribution made to Friends of Tribal Society will be used for the Promotion of Education for Tribal children}	Promotion of Educational Activities	Maharashtra (Mumbai)	1.00	1.00	1.00	1.00 Implementing Agency (3)
4	Bombay Hospital Trust For promoting healthcare including preventive healthcare. {The CSR contribution made for medical treatment of a poor and needy patient in Bombay Hospital}	Contribution for Medical Treatment of a poor and needy patient	Maharashtra (Mumbai)	0.954	0.954	0.954	0.954 Implementing Agency (4)

Sr. No.	CSR Projects or Activities identified		Sector in which the Project is covered	Project or programs – Local area or other	Amount outlay (Budget) Project or Programs wise	Amount Spent on the project or programs Sub-heads 1. Direct Expenditure on Projects or programs 2. Overheads	Cumulative Expenditure upto reporting period	Amount spent: Direct or through implementing agency*
				Locations District (State)	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
5	Pankhi Project towards prevention of domestic violence against women and children. TBZ driven helpline was initiated in Pankhi Project for counselling of victims of domestic violence. The activity is towards promoting gender equality and empowering women. The CSR contribution made to Mumbai-based non-profit making organization Baroda Citizen Council (BCC) for Baroda city and Ahmedabad Women's Action Group (AWAG) for Ahmedabad city. The CSR contribution will be used for protection of women under domestic violence and provide family counselling to the family of the victim.		Promoting gender equality and empowering women Clause (iii)	Maharashtra (Mumbai & Thane) Gujarat Baroda & Ahmedabad				Implementing Agencies
	(a)	Baroda Citizen Council (BCC);			3.96	3.96	3.96	3.96 (5)
	(b)	Ahmedabad Women's Action Group (AWAG)			3.96	3.96	3.96	3.96 (6)
	(c)	Stree Mukti Sangathan			5.568	5.568	5.568	5.568 (7)
	(d)	Bharatiya Stree Shakti			5.35	5.35	5.35	5.35 (8)
	(e)	Administrative Expenses/ Overheads			(2-O) 0.60	(2-O) 0.60	(2-O) 0.60	(2-O) 0.60
					19.438	**19.438**	**19.438**	**19.438**
	Total Amount				**22.992**	**22.992**	**22.992**	**22.992**

(*) Details of Implementing Agencies:

(1) Cancer Patient Aid Association (CPAA);

(2) West Wind Association;

(3) Friends of Tribal Society;

(4) Bombay Hospital Trust;

(5) Baroda Citizen Council (BCC);

(6) Ahmedabad Women's Action Group (AWAG);

(7) Stree Mukti Sangathan; and

(8) Bharatiya Stree Shakti.

During the financial year ended 31st March, 2019, your Company had spent amount in CSR activities undertaken in Mumbai, Thane and Pune in Maharashtra; and in Ahmedabad and Baroda in Gujarat where your Company's showrooms are located.

6. **In case if the Company has failed to spend the two percent of the average net profit of the last three financial years or any past thereof, the Company shall provide the reasons for not spending the amount in its Board Report**

   Your Company has made required contributions in full towards CSR activities of your Company as per the requirement of Section 135 of the Companies Act, 2013 for the financial year 2018-19.

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company**

   The Responsibility Statement of the Corporate Social Responsibility Committee (CSR Committee) of the Board of Directors of your Company is reproduced below:

   "The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with objectives and policy of your Company."

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited

Shrikant Zaveri
Chairman & Managing Director
Chairman-CSR Committee
(DIN: 00263725)

Raashi Zaveri
Whole-time Director
Member-CSR Committee
(DIN: 00713688)

Date: 12th August, 2019
Place: Mumbai

ANNEXURE 'D' TO DIRECTORS' REPORT

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

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

To,
The Members,
Tribhovandas Bhimji Zaveri Limited,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Tribhovandas Bhimji Zaveri Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, 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 returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

(i) The Companies Act, 2013 ("the Act") and the rules made there under;

(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;

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended from time to time;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;

(c) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and amendments from time to time;

(d) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.

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

(i) Secretarial Standards-1 & Secretarial Standards-2 issued by the Institute of Company Secretaries of India, and

(ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("SEBI LODR")

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and SEBI LODR.

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

During the period, all the decisions in the Board Meetings were passed with requisite majority.

We have relied on the representation made by the Company, its Officers and Reports of the Statutory Auditor for systems and mechanism framed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

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

We further report that during the audit period the company has not undergone any specific events/actions that may have a major impact on the Company's affairs.

Pramod S. Shah & Associates
(Practising Company Secretaries)

Pramod S. Shah-Partner
Pramod S. Shah & Associates
FCS No.: 334
C P No.: 3804

Place: Mumbai
Date: 30/04/2019

ANNEXURE 'E' TO DIRECTORS' REPORT

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

Form No. MGT – 9

I) REGISTRATION AND OTHER DETAILS:

CIN	L27205MH2007PLC172598
Registration Date:	24th July, 2007
Name of the Company	**Tribhovandas Bhimji Zaveri Limited**
Category/ Sub-Category of the Company	Public Company/ Limited by shares
Address of the Registered office and contact details	241/ 43, Zaveri Bazar, Mumbai - 400 002. Tel. No.: (022) 4925 5000/ 3073 5000 Email Add.: investors@tbzoriginal.com Website Add.: www.tbztheoriginal.com
Whether listed company	Yes/~~No~~
Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Fintech Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Tel. No. (040) 6716 2222 Fax. No. 040-67161791 Email Add.: einward.ris@karvy.com Website Add.: www.karvyfintech.com Contact Person: Mr. V. Raghunath SEBI Registration No.: INR000000221

II) PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company:

Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
Retail Sale of Jewellery (Retail Jewellery)	47733 – Retail Sale of jewellery and imitation jewellery	99.67%

III) PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Name and Address of the Company	CIN/ GLN	Holding/Subsidiary/ Associate	% Shares held	Applicable Section
Tribhovandas Bhimji Zaveri (Bombay) Limited 241/ 43, Zaveri Bazar, Mumbai - 400 002. Tel. No.: (022) 3956 5001/ 4046 5000/01 Fax No.: (022) 3956 5056	U36911MH1986PLC039643	Subsidiary	100	2(87)

IV) SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	46,759,775	-	46,759,775	70.07	46,759,775	-	46,759,775	70.07	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	2,700,000	-	2,700,000	4.05	2,700,000	-	2,700,000	4.05	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other…..	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1):	**49,459,775**	**-**	**49,459,775**	**74.12**	**49,459,775**	**-**	**49,459,775**	**74.12**	**-**
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other….	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2):	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total Shareholding of Promoters (A) = (A)(1)+(A)(2)	**49,459,775**	**-**	**49,459,775**	**74.12**	**49,459,775**	**-**	**49,459,775**	**74.12**	**-**
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds/ UTI	-	-	-	-	-	-	-	-	-
b) Banks/FI	61,234	-	61,234	0.09	104,977	-	104,977	0.16	+0.07
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs/Foreign Portfolio Investors	1,301,771	-	1,301,771	1.95	359,706	-	359,706	0.54	-1.41
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1):	**1,363,005**	**-**	**1,363,005**	**2.04**	**464,683**	**-**	**464,683**	**0.70**	**-1.34**
(2) Non-Institutions									
a) Bodies Corporate	**4,794,714**	**-**	**4,794,714**	**7.19**	**4,131,425**	**-**	**4,131,425**	**6.19**	**-1.00**
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹ 1 lakh	7,217,395	700	7,218,095	10.82	7,947,411	225	7,947,636	11.91	+1.09
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	2,890,425	-	2,890,425	4.33	2,817,728	-	2,817,728	4.22	-0.11
c) NBFCs Registered with RBI	49,285	-	49,285	0.07	2,185	-	2,185	0.00	-0.07
d) Others (specify)									
i) Shares held by Pakistani citizens vested with the Custodian of Enemy Property	-	-	-	-	-	-	-	-	
ii) Other Foreign Nationals	-	-	-	-	-	-	-	-	
iii) Foreign Bodies	-	-	-	-	-	-	-	-	
iv) NRI/OCBs	805,183	-	805,183	1.21	1,833,130	-	1,833,130	2.75	+1.54
v) Clearing Members/ Clearing House	150,003	-	150,003	0.22	73,923	-	73,923	0.11	-0.11
vi) Trusts	-	-	-	-	-	-	-	-	
vii) Limited Liability Partnership	-	-	-	-	-	-	-	-	-
viii) Foreign Portfolio Investor (Corporate)	-	-	-	-	-	-	-	-	-
ix) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(x) Unclaimed Suspense Account	135	-	135	0.00	135	-	135	0.00	-
Sub-Total (B)(2):	**15,907,140**	**700**	**15,907,840**	**23.84**	**16,805,937**	**225**	**16,806,162**	**25.18**	**+1.34**
Total Public Shareholding (B)=(B)(1)+(B)(2)	**17,270,145**	**700**	**17,270,845**	**25.88**	**17,270,620**	**225**	**17,270,845**	**25.88**	**0.00**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**66,729,920**	**700**	**66,730,620**	**100**	**66,730,395**	**225**	**66,730,620**	**100**	**0**

ii) Shareholding of Promoters:

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total Shares	
Shrikant Gopaldas Zaveri	33,402,275	50.06	-	33,402,275	50.06	-	-
Binaisha Shrikant Zaveri	5,285,000	7.92	-	5,285,000	7.92	-	-
Raashi Shrikant Zaveri	4,572,500	6.85	-	4,572,500	6.85	-	-
Bindu Shrikant Zaveri	3,500,000	5.24	-	3,500,000	5.24	-	-
Tribhovandas Bhimji Zaveri (TBZ) Private Limited	1,350,000	2.03	-	1,350,000	2.03	-	-
Tribhovandas Bhimji Zaveri Jewellers (Mumbai) Private Limited	1,350,000	2.02	-	1,350,000	2.02	-	-
Total	**49,459,775**	**74.12**	**-**	**49,459,775**	**74.12**	**-**	**-**

iii) Change in Promoters' Shareholding:

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	**49,459,775**	**74.12**	**49,459,775**	**74.12**
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc.):	There is no change in Promoter shareholding during the year.			
At the end of the year	**49,459,775**	**74.12**	**49,459,775**	**74.12**

iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):
(For details of transactions during the year refer 'Annexure – I')

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Optimum Securities Private Limited	800,000	1.20	800,000	1.20
2	Vijaykumar Patel	NIL	NIL	688,901	1.03
3	Kutir Properties LLP	500,000	0.75	500,000	0.75
4	Hela Holdings Pvt Ltd	400,000	0.60	450,000	0.67
5	Acadian Emerging Markets Small Cap Equity Fund LLC	375,586	0.56	NIL	NIL
6	Vespera Fund Limited	359,706	0.54	359,706	0.54
7	Akash Bhansali	265,072	0.40	NIL	NIL
8	Arcadia Share & Stock Brokers Pvt. Ltd.	4,044	0.01	261,394	0.39
9	FE Securities Pvt. Ltd.	241,400	0.36	370,000	0.55
10	Ventura Securities Limited – Client Account	225,988	0.34	16,666	0.02
11	Tradelink Exim India Pvt Ltd	207,000	0.31	208,010	0.31
12	Bhikhu Chotabhai Patel	NIL	NIL	206,813	0.31
13	Perfect Homfin Pvt Ltd.	190,000	0.28	172,004	0.26

"Annexure – I" Details of transactions of Top Ten Shareholders during the financial year:

iv). Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)	Shareholding at the beginning of the year (01.04.18)/ end of the year (31.03.19)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.18 to 31.03.19)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	Optimum Securities Private Limited	800,000	1.20	01/04/2018			800,000	1.20
		800,000	1.20	31/03/2019				
2	Vijaykumar Patel	0	0.00	01/04/2018			0	0.00
				27/04/2018	62,636	Transfer	62,636	0.09
				04/05/2018	20,271	Transfer	82,907	0.12
				11/05/2018	24,488	Transfer	107,395	0.16
				18/05/2018	114,605	Transfer	222,000	0.33
				01/06/2018	175	Transfer	222,175	0.33
				08/06/2018	97,325	Transfer	319,500	0.48
				12/10/2018	83,329	Transfer	402,829	0.60
				16/11/2018	10,271	Transfer	413,100	0.62
				23/11/2018	10,293	Transfer	423,393	0.63
				30/11/2018	101,874	Transfer	525,267	0.79
				07/12/2018	13,058	Transfer	538,325	0.81
				14/12/2018	60,576	Transfer	598,901	0.90
				25/01/2019	47,664	Transfer	646,565	0.97
				01/02/2019	42,336	Transfer	688,901	1.03
		688,901	1.03	31/03/2019				
3	Kutir Properties LLP	500,000	0.75	01/04/2018				
		500,000	0.75	31/03/2019				
4	Hela Holdings Pvt Ltd	400,000	0.60	01/04/2018				
				01/03/2019	45,000	Transfer	445,000	0.67
				08/03/2019	5,000	Transfer	450,000	0.67
		450,000	0.67	31/03/2019				
5	Acadian Emerging Markets Small Cap Equity Fund LLC	375,586	0.56	01/04/2018				
				04/05/2018	(16,603)	Transfer	358,983	0.54
				25/05/2018	(13,878)	Transfer	345,105	0.52
				27/07/2018	(14,344)	Transfer	330,761	0.50
				17/08/2018	(26,681)	Transfer	304,080	0.46
				21/09/2018	(59,599)	Transfer	244,481	0.37
				28/09/2018	(141,685)	Transfer	102,796	0.15
				05/10/2018	(37,197)	Transfer	65,599	0.10
				12/10/2018	(17,047)	Transfer	48,552	0.07
				19/10/2018	(2,679)	Transfer	45,873	0.07
				02/11/2018	(8,358)	Transfer	37,515	0.06
				09/11/2018	(33,833)	Transfer	3,682	0.01
				16/11/2018	(3,682)		0	0.00
		0	0.00	31/03/2019				
6	Vespera Fund Limited	359,706	0.54	01/04/2018				
		359,706	0.54	31/03/2019				
7	Akash Bhansali	265,072	0.40	01/04/2018				
				26/10/2018	(54,572)	Transfer	210,500	0.32
				21/12/2018	(61,352)	Transfer	149,148	0.22
				31/12/2018	(149,148)	Transfer	0	0.00
		0	0.00	31/03/2019				

Sl. No.	For Each of the Top 10 Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)	Shareholding at the beginning of the year (01.04.18)/ end of the year (31.03.19)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.18 to 31.03.19)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
8	Arcadia Share & Stock Brokers Pvt. Ltd.	4,044	0.01	01/04/2018			4,044	0.01
				06/04/2018	350	Transfer	4,394	0.01
				06/04/2018	(50)	Transfer	4,344	0.01
				13/04/2018	225	Transfer	4,569	0.01
				20/04/2018	720	Transfer	5,289	0.01
				20/04/2018	(720)	Transfer	4,569	0.01
				27/04/2018	75	Transfer	4,644	0.01
				27/04/2018	(150)	Transfer	4,494	0.01
				04/05/2018	3,175	Transfer	7,669	0.01
				04/05/2018	(475)	Transfer	7,194	0.01
				11/05/2018	200	Transfer	7,394	0.01
				11/05/2018	(100)	Transfer	7,294	0.01
				18/05/2018	700	Transfer	7,994	0.01
				25/05/2018	(1,367)	Transfer	6,627	0.01
				08/06/2018	(488)	Transfer	6,139	0.01
				22/06/2018	50	Transfer	6,189	0.01
				22/06/2018	(900)	Transfer	5,289	0.01
				29/06/2018	100	Transfer	5,389	0.01
				30/06/2018	(100)	Transfer	5,289	0.01
				06/07/2018	(400)	Transfer	4,889	0.01
				13/07/2018	(50)	Transfer	4,839	0.01
				10/08/2018	140	Transfer	4,979	0.01
				24/08/2018	10	Transfer	4,989	0.01
				07/09/2018	1,650	Transfer	6,639	0.01
				07/09/2018	(240)	Transfer	6,399	0.01
				14/09/2018	(200)	Transfer	6,199	0.01
				21/09/2018	(1,000)	Transfer	5,199	0.01
				28/09/2018	500	Transfer	5,699	0.01
				12/10/2018	150	Transfer	5,849	0.01
				12/10/2018	(1,190)	Transfer	4,659	0.01
				19/10/2018	(150)	Transfer	4,509	0.01
				26/10/2018	60	Transfer	4,569	0.01
				26/10/2018	(2,050)	Transfer	2,519	0.00
				09/11/2018	200	Transfer	2,719	0.00
				09/11/2018	(255)	Transfer	2,464	0.00
				16/11/2018	150	Transfer	2,614	0.00
				16/11/2018	(50)	Transfer	2,564	0.00
				30/11/2018	700	Transfer	3,264	0.00
				30/11/2018	(100)	Transfer	3,164	0.00
				07/12/2018	(100)	Transfer	3,064	0.00
				14/12/2018	900	Transfer	3,964	0.01
				14/12/2018	(900)	Transfer	3,064	0.00
				21/12/2018	600	Transfer	3664	0.01
				21/12/2018	(910)	Transfer	2,754	0.00
				28/12/2018	(425)	Transfer	2,329	0.00
				31/12/2018	250	Transfer	2,579	0.00

Sl. No.	For Each of the Top 10 Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)	Shareholding at the beginning of the year (01.04.18)/ end of the year (31.03.19)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.18 to 31.03.19)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
				31/12/2018	(250)	Transfer	2,329	0.00
				04/01/2019	2371	Transfer	4,700	0.01
				04/01/2019	(690)	Transfer	4,010	0.01
				11/01/2019	20	Transfer	4,030	0.01
				11/01/2019	(876)	Transfer	3,154	0.00
				25/01/2019	(631)	Transfer	2,523	0.00
				01/02/2019	100	Transfer	2,623	0.00
				01/02/2019	(2,489)	Transfer	134	0.00
				08/02/2019	200	Transfer	334	0.00
				08/02/2019	(100)	Transfer	234	0.00
				15/02/2019	1,010	Transfer	1,244	0.00
				15/02/2019	(224)	Transfer	1,020	0.00
				22/02/2019	260,924	Transfer	261,944	0.39
				01/03/2019	50	Transfer	261,994	0.39
				01/03/2019	(70)	Transfer	261,924	0.39
				08/03/2019	(50)	Transfer	261,874	0.39
				15/03/2019	80	Transfer	261,954	0.39
				15/03/2019	(480)	Transfer	261,474	0.39
				22/03/2019	(80)	Transfer	261,394	0.39
				29/03/2019	100	Transfer	261,494	0.39
				29/03/2019	(100)	Transfer	261,394	0.39
		261,394	0.39	31/03/2019				
9	FE Securities Pvt. Ltd.	241,400	0.36	01/04/2018				
				06/04/2018	9,914	Transfer	251,314	0.38
				06/04/2018	(51,314)	Transfer	200,000	0.30
				13/04/2018	120	Transfer	200,120	0.30
				20/04/2018	(120)	Transfer	200,000	0.30
				04/05/2018	57,000	Transfer	257,000	0.39
				11/05/2018	18,000	Transfer	275,000	0.41
				18/05/2018	18,500	Transfer	293,500	0.44
				25/05/2018	12,500	Transfer	306,000	0.46
				25/05/2018	(6,000)	Transfer	300,000	0.45
				01/06/2018	1,000	Transfer	301,000	0.45
				08/06/2018	(1,000)	Transfer	300,000	0.45
				22/06/2018	1,000	Transfer	301,000	0.45
				29/06/2018	(1,000)	Transfer	300,000	0.45
				13/07/2018	6,903	Transfer	306,903	0.46
				20/07/2018	(6,903)	Transfer	300,000	0.45
				17/08/2018	5,000	Transfer	305,000	0.46
				24/08/2018	15,584	Transfer	320,584	0.48
				31/08/2018	(20,584)	Transfer	300,000	0.45
				07/09/2018	(100,000)	Transfer	200,000	0.30
				28/09/2018	40,000	Transfer	240,000	0.36
				05/10/2018	29,237	Transfer	269,237	0.40

Sl. No.	For Each of the Top 10 Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)	Shareholding at the beginning of the year (01.04.18)/ end of the year (31.03.19)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.18 to 31.03.19)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
				12/10/2018	4,838	Transfer	274,075	0.41
				12/10/2018	(24,075)	Transfer	250,000	0.37
				19/10/2018	70,000	Transfer	320,000	0.48
				19/10/2018	(50,000)	Transfer	270,000	0.40
				26/10/2018	(70,000)	Transfer	200,000	0.30
				07/12/2018	26,085	Transfer	226,085	0.34
				14/12/2018	23,930	Transfer	25,0015	0.37
				14/12/2018	(15)	Transfer	250,000	0.37
				21/12/2018	9,000	Transfer	259,000	0.39
				28/12/2018	(9,000)	Transfer	250,000	0.37
				11/01/2019	20	Transfer	250,020	0.37
				18/01/2019	10,000	Transfer	260,020	0.39
				18/01/2019	(20)	Transfer	260,000	0.39
				01/02/2019	2,000	Transfer	262,000	0.39
				08/02/2019	44,705	Transfer	306,705	0.46
				15/02/2019	41,795	Transfer	348,500	0.52
				15/02/2019	(3,500)	Transfer	345,000	0.52
				22/02/2019	15,000	Transfer	360,000	0.54
				22/03/2019	10,000	Transfer	370,000	0.55
		370,000	0.55	31/03/2019				
10	Ventura Securities Limited – Client Account	225,988	0.34	01/04/2018				
				06/04/2018	664	Transfer	226,652	0.34
				13/04/2018	(233)	Transfer	226,419	0.34
				20/04/2018	2449	Transfer	228,868	0.34
				27/04/2018	(674)	Transfer	228,194	0.34
				04/05/2018	(1,237)	Transfer	226,957	0.34
				11/05/2018	3,790	Transfer	230,747	0.35
				18/05/2018	(1,268)	Transfer	229,479	0.34
				25/05/2018	(1,067)	Transfer	228,412	0.34
				01/06/2018	(1,668)	Transfer	226,744	0.34
				08/06/2018	(1,236)	Transfer	225,508	0.34
				15/06/2018	128	Transfer	225,636	0.34
				22/06/2018	80	Transfer	225,716	0.34
				29/06/2018	3,149	Transfer	228,865	0.34
				06/07/2018	1,000	Transfer	229,865	0.34
				06/07/2018	(3,620)	Transfer	226,245	0.34
				13/07/2018	11,259	Transfer	237,504	0.36
				20/07/2018	(125)	Transfer	237,379	0.36
				27/07/2018	11,000	Transfer	248,379	0.37
				27/07/2018	(815)	Transfer	247,564	0.37
				03/08/2018	863	Transfer	248,427	0.37
				10/08/2018	15,000	Transfer	263,427	0.39
				10/08/2018	(718)	Transfer	262,709	0.39
				17/08/2018	(1)	Transfer	262,708	0.39

Sl. No.	For Each of the Top 10 Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)	Shareholding at the beginning of the year (01.04.18)/ end of the year (31.03.19)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.18 to 31.03.19)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
				24/08/2018	24	Transfer	262,732	0.39
				31/08/2018	3,673	Transfer	266,405	0.40
				07/09/2018	934	Transfer	267,339	0.40
				14/09/2018	775	Transfer	268,114	0.40
				21/09/2018	(2,490)	Transfer	265,624	0.40
				28/09/2018	1,019	Transfer	266,643	0.40
				28/09/2018	(1,000)	Transfer	265,643	0.40
				29/09/2018	(200)	Transfer	265,443	0.40
				05/10/2018	(2,075)	Transfer	263,368	0.39
				12/10/2018	1,000	Transfer	264,368	0.40
				12/10/2018	(532)	Transfer	263,836	0.40
				19/10/2018	(1,674)	Transfer	262,162	0.39
				26/10/2018	700	Transfer	262,862	0.39
				02/11/2018	(717)	Transfer	262,145	0.39
				09/11/2018	6,102	Transfer	268,247	0.40
				16/11/2018	(5,800)	Transfer	262,447	0.39
				23/11/2018	62	Transfer	262,509	0.39
				30/11/2018	848	Transfer	263,357	0.39
				07/12/2018	(1,070)	Transfer	262,287	0.39
				14/12/2018	(273)	Transfer	262,014	0.39
				21/12/2018	15,677	Transfer	277,691	0.42
				28/12/2018	400	Transfer	278,091	0.42
				28/12/2018	(15,081)	Transfer	263,010	0.39
				31/12/2018	(381)	Transfer	262,629	0.39
				04/01/2019	1,019	Transfer	263,648	0.40
				11/01/2019	(523)	Transfer	263,125	0.39
				18/01/2019	295	Transfer	263,420	0.39
				25/01/2019	(145)	Transfer	263,275	0.39
				01/02/2019	(219)	Transfer	263,056	0.39
				08/02/2019	(556)	Transfer	262,500	0.39
				15/02/2019	913	Transfer	263,413	0.39
				22/02/2019	(262,378)	Transfer	1,035	0.00
				01/03/2019	290	Transfer	1,325	0.00
				08/03/2019	4,889	Transfer	6,214	0.01
				15/03/2019	6,811	Transfer	13,025	0.02
				22/03/2019	607	Transfer	13,632	0.02
				29/03/2019	3,034	Transfer	16,666	0.02
		16,666	0.02	31/03/2019				
11	Tradelink Exim India Pvt Ltd	207,000	0.31	01/04/2018				
				22/03/2019	1,010	Transfer	208,010	0.31
		208,010	0.31	31/03/2019				

Sl. No.	For Each of the Top 10 Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)	Shareholding at the beginning of the year (01.04.18)/ end of the year (31.03.19)		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01.04.18 to 31.03.19)	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
12	Bhikhu Chotabhai Patel	0	0.00	01/04/2018				
				27/04/2018	33,807	Transfer	33,807	0.05
				04/05/2018	20,103	Transfer	53,910	0.08
				11/05/2018	609	Transfer	54,519	0.08
				18/05/2018	28,881	Transfer	83,400	0.12
				01/06/2018	60	Transfer	83,460	0.13
				08/06/2018	23,040	Transfer	106,500	0.16
				12/10/2018	15,355	Transfer	121,855	0.18
				23/11/2018	1,789	Transfer	123,644	0.19
				30/11/2018	28,837	Transfer	152,481	0.23
				07/12/2018	4,512	Transfer	156,993	0.24
				14/12/2018	19,820	Transfer	176,813	0.26
				25/01/2019	30,000	Transfer	206,813	0.31
		206,813	0.31	31/03/2019				
13	Perfect Homfin Pvt. Ltd.	190,000	0.28	01/04/2018				
				06/04/2018	(58,225)	Transfer	131,775	0.20
				20/04/2018	23,950	Transfer	155,725	0.23
				04/05/2018	24,562	Transfer	180,287	0.27
				11/05/2018	24,626	Transfer	204,913	0.31
				25/05/2018	12,500	Transfer	217,413	0.33
				01/06/2018	4,000	Transfer	221,413	0.33
				15/06/2018	(2,000)	Transfer	219,413	0.33
				13/07/2018	(16,903)	Transfer	202,510	0.30
				20/07/2018	(11,000)	Transfer	191,510	0.29
				17/08/2018	(5,000)	Transfer	186,510	0.28
				24/08/2018	12,000	Transfer	198,510	0.30
				31/08/2018	18,685	Transfer	217,195	0.33
				07/09/2018	(18,510)	Transfer	198,685	0.30
				19/10/2018	(20,000)	Transfer	178,685	0.27
				16/11/2018	30,000	Transfer	208,685	0.31
				30/11/2018	7,000	Transfer	215,685	0.32
				14/12/2018	2,000	Transfer	217,685	0.33
				21/12/2018	(9,000)	Transfer	208,685	0.31
				11/01/2019	(5,000)	Transfer	203,685	0.31
				25/01/2019	(12,000)	Transfer	191,685	0.29
				08/02/2019	(100)	Transfer	191,585	0.29
				15/02/2019	(4,201)	Transfer	187,384	0.28
				15/03/2019	(6,000)	Transfer	181,384	0.27
				22/03/2019	(9,380)	Transfer	172,004	0.26
		172,004	0.26	31/03/2019				

v) **Shareholding of Directors and Key Managerial Personnel (KMP):**

Sl. No.	For Each of the Directors and KMP	Name of the Directors			
		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	**Mr. Shrikant Zaveri, Chairman & Managing Director**				
	At the beginning of the year	33,402,275	50.06	33,402,275	50.06
	Date wise Increase/ Decrease in Share Holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	There is no increase or decrease in shareholding during the year.			
	At the end of the year	33,402,275	50.06	33,402,275	50.06
2.	**Ms. Binaisha Zaveri, Whole-time Director**				
	At the beginning of the year	5,285,000	7.92	5,285,000	7.92
	Date wise Increase/ Decrease in Share Holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	There is no increase or decrease in shareholding during the year.			
	At the end of the year	5,285,000	7.92	5,285,000	7.92
3.	**Ms. Raashi Zaveri, Whole-time Director**				
	At the beginning of the year	4,572,500	6.85	4,572,500	6.85
	Date wise Increase/ Decrease in Share Holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	There is no increase or decrease in shareholding during the year.			
	At the end of the year	4,572,500	6.85	4,572,500	6.85
4.	**Mr. Kamlesh Vikamsey, Independent Director**				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/ Decrease in Share Holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	There is no increase or decrease in shareholding during the year.			
	At the end of the year	NIL	NIL	NIL	NIL
5.	**Mr. Ajay Mehta, Independent Director**				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/ Decrease in Share Holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	There is no increase or decrease in shareholding during the year.			
	At the end of the year	NIL	NIL	NIL	NIL
6.	**Mr. Sanjay Asher, Independent Director**				
	At the beginning of the year	6,300	0.009	6,300	0.009
	Date wise Increase/ Decrease in Share Holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.):	There is no increase or decrease in shareholding during the year.			
	At the end of the year	6,300	0.009	6,300	0.009

Sl. No.	For Each of the Directors and KMP	Name of the Key Managerial Personnel (KMP)			
		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	**Mr. Saurav Banerjee, Chief Financial Officer**				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/ Decrease in Share Holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	There is no increase or decrease in shareholding during the year.			
	At the end of the year	NIL	NIL	NIL	NIL
2.	**Mr. Niraj Oza, Head Legal & Company Secretary**				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase/ Decrease in Share Holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc):	There is no increase or decrease in shareholding during the year.			
	At the end of the year	NIL	NIL	NIL	NIL

V) INDEBTEDNESS

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

(₹ In Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	56,854.92	15.00	-	56,869.92
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	80.68	-	-	80.68
Total (i+ii+iii)	**56,935.60**	**15.00**	**-**	**56,950.60**
Change in Indebtedness during the financial year				
- Addition	3,663.79	-	-	3,663.79
- Reduction	-	15.00	-	15.00
Net Change	**3,663.79**	**(15.00)**	**-**	**3,648.79**
Indebtedness at the end of the financial year				
i) Principal Amount	60,550.16	-	-	60,550.16
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	49.23	-	-	49.23
Total (i+ii+iii)	**60,599.39**	**-**	**-**	**60,599.39**

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ In Lacs)

Sl. no.	Particulars of Remuneration	Name of MD/ WTD/ Manager			Total Amount (₹ in Lacs)
		Mr. Shrikant Zaveri, Chairman & Managing Director	Ms. Binaisha Zaveri, Whole-time Director	Ms. Raashi Zaveri, Whole-time Director	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (Minimum Remuneration)	240	240	240	720
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	-	-	-
	- Others, specify…	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total (A)	**240**	**240**	**240**	**720**
	Ceiling as per the Act (Minimum Remuneration) (*)	726	373.248	373.248	1,472.496

(*) The remuneration payable to Mr. Srikant Zaveri, Ms. Binaisha Zaveri, Ms. Rashi Zaveri has been approved by the Shareholders of the Company in the 11th Annual General Meeting of the Company held on 31st July, 2018.

As per MCA amendment dated 12th September, 2018, the maximum limit specified under schedule V of the Companies Act, 2013 has been withdrawn and the Company may pay any amount to the directors within the maximum amount approved by the shareholder in the Annual General Meeting.

B. Remuneration to other directors (Independent Directors):

(₹ In Lacs)

Particulars of Remuneration	Name of Directors			Total Amount (₹ in Lacs)
	Kamlesh Vikamsey	Ajay Mehta	Sanjay Asher	
- Fee for attending Board/Committee Meetings	1.60	2.80	1.20	5.60
• Commission	7.50	7.50	7.50	22.50
• Others, please specify	-	-	-	-
Total	**9.10**	**10.30**	**8.70**	**28.10**

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ In Lacs)

Sl. no.	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Saurav Banerjee Chief Financial Officer	Mr. Niraj Oza, Head Legal & Company Secretary	Total (₹ in Lacs)
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	96.64	32.80	**129.44**
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- Others, specify…	-	-	-
5.	Others, please specify	-	-	-
	Total (C)	**96.64**	**32.80**	**129.44**

VII) PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment					None
Compounding					
B. DIRECTORS					
Penalty					
Punishment					None
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					None
Compounding					

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited

Shrikant Zaveri
Chairman & Managing Director
(DIN: 00263725)

Raashi Zaveri
Whole-time Director
(DIN: 00713688)

Date: 12th August, 2019
Place: Mumbai

ANNEXURE 'F' TO DIRECTORS' REPORT

Nomination, Remuneration and Evaluation Policy

In terms of provision of Section 178 of the Companies Act, 2013 (hereinafter referred to as the 'Act'), Rules made thereunder and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') (as amended from time to time), this Nomination, Remuneration and Evaluation Policy' (hereinafter referred to as the "Policy") of Tribhovandas Bhimji Zaveri Limited has been formulated.

At Tribhovandas Bhimji Zaveri Limited, we consider human resources as one of our key invaluable asset and strive to reach goals of organization by excellence by nurturing and leveraging vast potential of our employees. We believe that organizational development and employee development are inseparably linked. Our objective to align and harmonize employee development and employee aspirations with the organization goals, values and strategies.

This Nomination, Remuneration and Evaluation Policy (the "Policy") applies to the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel of Tribhovandas Bhimji Zaveri Limited.

1. DEFINITIONS

1.1. "Act" means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

1.2 "Company" means Tribhovandas Bhimji Zaveri Limited.

1.3. "Board" means the Board of Directors of Tribhovandas Bhimji Zaveri Limited.

1.4. "Directors" mean a person appointed as such and who is a member of 'the Board of Directors' of the Company.

1.5. "Key Managerial Personnel (KMP)" in relation to the Company, means the Company's employee designated as:

(i) Managing Director (MD) or Chief Executive Officer or the Manager;

(ii) Whole-time Director (WTD);

(iii) Chief Financial Officer (CFO);

(iv) Company Secretary (CS);

(v) Such other officers as may be prescribed from time to time.

1.6. "Nomination and Remuneration Committee (NRC)" mean the Committee constituted/re-constituted by the Board of Directors of the Company in accordance with Section 178 of the Companies Act, 2013 and read with Regulation 19 of the Listing Regulations (as amended from time to time).

1.7. "Senior Management Personnel" shall mean the members of the Executive Leadership team of the Company and shall include the Chief Financial Officer (CFO) and the Company Secretary (CS) of the Company, if not forming part of Executive Leadership Team.

Unless the context otherwise requires, the words and expression used in this Policy are not defined herein but defined in the Companies Act, 2013 and Listing Regulations (as amended from time to time) shall have the meaning respectively assigned to them therein.

2. OBJECTIVES AND PURPOSE OF THIS POLICY

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, Senior Management and Key Managerial Personnel (KMP) of the Company. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Senior Management and Key Managerial Personnel (KMP).

The Key Objectives of the Committee would be:

2.1. To formulate criteria and advise the Board in the matters of determining qualifications, competencies, positive attributes and independence of Directors and policies relating to their appointment and removal;

2.2. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management;

2.3. To review corporate goals and objectives, to set norms of performance evaluation and to lay out remuneration principles for Director, KMP and Senior Management linked to their efforts, performance and contribution towards achievement of organization goals;

2.4. To evaluate performance and give recommendations to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management;

2.5. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations;

2.6. To review and recommend to the Board measures to retain, motivate and promote talent including KMP and Senior Management personnel with a view to retain and ensure long term sustainability of talented managerial persons and create competitiveness of the organization;

2.7. To devise a policy on Board diversity;

2.8. To develop a succession plan for the Board and to regularly review the plan.

In addition to above, the NRC may take up any other matters related to talent management in general upon advice of the Board.

3. ROLE OF COMMITTEE

3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee:

The Committee shall:

3.1.1. formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the board of directors a policy relating to, the remuneration of the Directors, key managerial personnel and other employees;

3.1.2 formulation of criteria for evaluation of performance of independent directors and the board of directors;

3.1.3 devising a policy on diversity of board of directors;

3.1.4. identify persons who are qualified to become directors and who may be appointed in senior management positions in accordance with the criteria laid down in this policy, and recommend to the board of directors their appointment and removal;

3.1.5. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

3.1.6 recommend to the board, all remuneration, in whatever form, payable to senior management.

3.2. Policy for appointment and removal of Director, Key Managerial Personnel (KMP) and Senior Management:

3.2.1. Appointment criteria and qualifications:

(a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.

(b) A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.

(c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a Special Resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

3.2.2. Term/Tenure:

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's Report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

- At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3. Evaluation:

The Committee shall carry out evaluation of performance of every Director, Key Managerial Personnel (KMP) and Senior Management Personnel at regular interval (yearly).

3.2.4. Removal:

Due to reasons of any disqualification mentioned in the Act or under any other applicable Act, Rules and Regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, Key Managerial Personnel (KMP) or Senior Management Personnel subject to the provisions and compliance of the said Act, Rules and Regulations.

3.2.5. Retirement:

The Director, Key Managerial Personnel (KMP) and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, Key Managerial Personnel (KMP) and Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

3.3. Policy relating to the Remuneration for the Whole-time Director, Key Managerial Personnel (KMP) and Senior Management Personnel

3.3.1. General:

(a) The remuneration/compensation/commission etc. to the Whole-time Director, Key Managerial Personnel (KMP) and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration/compensation/commission etc. of the Directors shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

(b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage/slabs/conditions laid down in the Articles of Association of the Company, if any, and as per the provisions of the Act and the Rules framed thereunder.

(c) Increments to the existing remuneration/compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.

(d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary, Senior Management Personnel and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

3.3.2. Remuneration to Whole-time/Executive/Managing Director, Key Managerial Personnel (KMP) and Senior Management Personnel:

(a) Fixed pay:

The Whole-time Director/ Key Managerial Personnel (KMP) and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakups of the pay scale as per the HR Policy of the Company and shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government (in case of Whole-time Directors), wherever required.

(b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V and all other applicable provisions of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government, if required, and provisions as amended from time to time.

(c) Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

3.3.3. Remuneration to Non-Executive/Independent Director:

(a) Remuneration/Commission:

The remuneration/commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company, if any, and the Act and as approved by the Shareholders.

(b) Sitting Fees:

The Non- Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Act/Central Government from time to time.

(c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

(d) Stock Options:

An Independent Director shall not be entitled to any Stock Option of the Company.

4. MEMBERSHIP & QUORUM

4.1 the committee shall comprise of at least three (3) directors;

4.2 all the directors of the committee shall be non-executive directors;

4.3 at least fifty percent of the directors shall be independent directors.

4.4 the Chairperson of the nomination and remuneration committee shall be an independent director;

4.5 the quorum for a meeting of the nomination and remuneration committee shall be either two (2) members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance;

4.6 membership of the committee shall be disclosed in the Annual Report.

4.7 term of the committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

5.1 Chairperson of the Committee shall be an Independent Director.

5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

5.4 Chairman of the Nomination and Remuneration Committee meeting may be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

The nomination and remuneration committee shall meet at least once in a year. The meeting of the committee shall be held at such regular intervals as may be required subject to at least one meeting in a year.

7. COMMITTEE MEMBERS' INTERESTS

7.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

9.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

9.2 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. DUTIES OF COMMITTEE IN RELATION TO NOMINATION (NOMINATION DUTIES)

The duties of the Committee in relation to nomination matters include:

10.1 Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;

10.2 Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;

10.3 Identifying and recommending Directors who are to be put forward for retirement by rotation.

10.4 Determining the appropriate size, diversity and composition of the Board;

10.5 Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;

10.6 Developing a succession plan for the Board, Key Managerial Personnel (KMP) and Senior Management and regularly reviewing the plan;

10.7 Evaluating the performance of the Board members, Key Managerial Personnel (KMP) and Senior Management in the context of the Company's performance from business and compliance perspective;

10.8 Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

10.9 Delegating any of its powers to one or more of its members or the Secretary of the Committee;

10.10 Recommend any necessary changes to the Board; and

10.11 Considering any other matter, as decided by the Board.

11. DUTIES OF COMMITTEE IN RELATION TO REMUNERATION (REMUNERATION DUTIES)

The duties of the Committee in relation to remuneration matters include:

11.1 To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.

11.2 To approve the remuneration of the Senior Management including Key Managerial Personnel (KMP) of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

11.3 To delegate any of its powers to one or more of its members or the Secretary of the Committee.

11.4 To consider any other matter as decided by the Board.

11.5 Professional indemnity and liability insurance for Directors, Key Managerial Personnel (KMP) and Senior Management.

12. EVALUATION/ASSESSMENT OF DIRECTORS, KEY MANAGERIAL PERSONNEL (KMP) AND SENIOR MANAGEMENT OF THE COMPANY

The evaluation/assessment of the Directors, Key Managerial Personnel (KMP) and the Senior Management of the Company are to be conducted on an annual basis and to satisfy the requirements of the Listing Agreement.

The following criteria may assist in determining how effective the performances of the Directors/KMPs/ Senior Management have been:

12.1 Leadership & stewardship abilities.

12.2 Contributing to clearly define corporate objectives & plans.

12.3 Communication of expectations & concerns clearly with subordinates.

12.4 Obtain adequate, relevant & timely information from external sources.

12.5 Review & approval achievement of strategic and operational plans, objectives, budgets.

12.6 Regular monitoring of corporate results against projections.

12.7 Identify, monitor & mitigate significant corporate risks.

12.8 Assess policies, structures & procedures.

12.9 Direct, monitor & evaluate KMPs, Senior Management.

12.10 Review management's succession plan.

12.11 Effective meetings.

12.12 Assuring appropriate board size, composition, independence, structure.

12.13 Clearly defining roles & monitoring activities of committees.

12.14 Review of corporation's ethical conduct.

Evaluation on the aforesaid parameters will be conducted by the Independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the Independent Directors.

The Executive Director/Non-Independent Directors along with the Independent Directors will evaluate/ assess each of the Independent Directors on the aforesaid parameters. Only the Independent Director being evaluated will not participate in the said evaluation discussion.

13. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

14. POLICY REVIEW AND AMENDMENTS

In case of subsequent changes/amendment/ modification in the provisions of the Companies Act, 2013 or any other regulation which make provisions in the Policy inconsistent with the Act or Regulations, then the provisions of the Act or Regulations would prevail over the Policy and provisions in the Policy would be modified in due course to make it consistent with the changes in law.

14.1 Statutory updates:

This Policy shall be considered as updated automatically, without any formal approval, to the extent it needs to be aligned with any change in law. An update thereon would be reported to NRC and Board of Directors.

14.2 Other updates:

All major procedural updates, shall be effective only, if those are carried out after the review and approval of the Board of Directors through the Nomination and Remuneration Committee.

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited

Shrikant Zaveri
Chairman & Managing Director
(DIN: 00263725)

Raashi Zaveri
Whole-time Director
(DIN: 00713688)

ANNEXURE 'G' TO DIRECTORS' REPORT

Details pertaining to remuneration as required under 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 2018–19:

(i) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary during the financial year 2018–19, ratio of the remuneration of each Director to the median remuneration of the employees of your Company for the financial year 2018–19 are as under:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Directors/ KMP for Financial Year 2018-19 (₹ in Lacs)	% Increase/ (Decrease) in Remuneration in the Financial Year 2018-19	Ratio of Remuneration of each Director/ to median remuneration of employee
1	Mr. Shrikant Zaveri Executive Chairman & Managing Director	240.00	Nil	76.06
2	Ms. Binaisha Zaveri Whole-time Director	240.00	Nil	76.06
3	Ms. Raashi Zaveri Whole-time Director	240.00	Nil	76.06
4	Mr. Kamlesh Vikamsey Independent Director	9.10	-2.15%	2.88
5	Mr. Ajay Mehta Independent Director	10.30	-1.90%	3.26
6	Mr. Sanjay Asher Independent Director	8.70	Nil	2.76
7	Mr. Saurav Banerjee Chief Financial Officer	96.64	7.45%	Not Applicable
8	Mr. Niraj Oza Head - Legal & Company Secretary	32.80	5.78%	Not Applicable

Remuneration for the Executive Directors and Key Managerial Personnel (KMP) in the table above is based on Cost to Company (CTC).

(ii) In the financial year, there was an increase of 4.21% in the median remuneration of employees.

(iii) There were 1,264 permanent employees on the rolls of your Company as on 31st March, 2019.

(iv) Average percentage increased made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2018–19 was 8% whereas increase in the managerial remuneration for the same financial year was NIL. The managerial remuneration during the year 2018-19 was paid as per revised Schedule V of the Companies Act.

(v) The key parameters for the variable component of remuneration availed in the form of Commission by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees. (For the financial year 2018–19, none of the Executive Directors received any Commission).

(vi) The ratio of remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and

(vii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited

Shrikant Zaveri
Chairman & Managing Director
(DIN: 00263725)

Raashi Zaveri
Whole-time Director
(DIN: 00713688)

Date: 12th August, 2019
Place: Mumbai

ANNEXURE 'H' TO DIRECTORS' REPORT

Statement of Particulars of employees pursuant to provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the financial year 2018-19

(A) Name of Top Ten (10) employees in terms of remuneration drawn, employed throughout the Financial Year 2018–19 whose remuneration was falling under remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Name of Employee	Age (Years)	Date of commencement of employment	Gross Remuneration Received (in ₹)	Designation & (Nature of Employment)	Educational Qualification	Experience in Years	Previous Employment	% of Equity Shares Held
1	Shrikant Zaveri	59	24.07.2007	24,000,000	Executive Chairman & Managing Director (Permanent)	Matriculation	37	Worked as Partner in the erstwhile Partnership firm of M/s. Tribhovandas Bhimji Zaveri (joined in 1991)	50.06
2	Binaisha Zaveri	36	24.07.2007	24,000,000	Whole-time Director (Permanent)	Bachelor's degree in Marketing and Finance from Stern School of Business, New York	15	Worked as Partner in the erstwhile Partnership firm of M/s. Tribhovandas Bhimji Zaveri (Joined w.e.f. 01.01.2004)	7.92
3	Raashi Zaveri	32	01.07.2008	24,000,000	Whole-time Director (Permanent)	Bachelor's degree in Finance and Entrepreneurship from Kelly school of Business, Indiana University and is a graduate Gemologist from Gemological Institute of America	11	Worked as Partner in the erstwhile Partnership firm of M/s. Tribhovandas Bhimji Zaveri	6.85
4	Monica Bhandari	45	18.08.2016	10,801,858	Chief Human Resource Officer (Permanent)	B. Com, PG in Business Management	24	Worked as CHRO with House of Anita Dongre Limited	NIL
5	Saurav Banerjee	53	17.02.2014	9,664,155	Chief Financial Officer (Permanent)	B. Com (Hons), CA	29	Worked as CFO in Rosy Blue India Pvt. Ltd.	NIL
6	Rajeev Sagar	41	24.07.2007	10,148,020	Head - Gold Operations (Permanent)	B. Com	19	Worked as employee in the erstwhile Partnership firm of M/s. Tribhovandas Bhimji Zaveri (Joined w.e.f. 01.09.2000)	0.04

Sr. No.	Name of Employee	Age (Years)	Date of commencement of employment	Gross Remuneration Received (in ₹)	Designation & (Nature of Employment)	Educational Qualification	Experience in Years	Previous Employment	% of Equity Shares Held
7	Mayur Choksi	50	01.10.2011	10,154,018	Head – Diamond Operation (Permanent)	Matriculation	30	Worked as employee in Tribhovandas Bhimji Zaveri (Bombay) Limited (Joined w.e.f. 01.04.1997)	0.04
8	Sunil Gujarathi	55	05.04.2011	6,685,999	Head –MIS & Treasury (Permanent)	ICWA & M.Com., B.Com.	24	Worked as DGM in VIP Industries Ltd.	NIL
9	Mehul Shah	48	01.02.2016	7,122,562	Head – Financial Accounting and Audit (Permanent)	CA, MBA, IFRS & M.Com., B.Com.	22	Worked as Head Corp. Finance (EVP) in Zee Entertainment Ent. Ltd.	NIL
10	Abhishek Maloo	43	28.04.2017	5,701,466	Head – Advertising & Marketing (Permanent)	Masters in Advertising & communication from SIBM, Executive Programme on integrated Mktg. Comm. from Indian School of Business	19	Worked with M/s Talentedge, as AVP - Marketing	NIL

(B) Name of employees employed throughout the Financial Year 2018–19 whose remuneration was falling under remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Name of Employee	Age (Years)	Date of commencement of employment	Gross Remuneration Received (in ₹)	Designation & (Nature of Employment)	Educational Qualification	Experience in Years	Previous Employment	% of Equity Shares Held
1	Shrikant Zaveri	59	24.07.2007	24,000,000	Executive Chairman & Managing Director (Permanent)	Matriculation	37	Worked as Partner in the erstwhile Partnership firm of M/s. Tribhovandas Bhimji Zaveri (joined in 1991)	50.06
2	Binaisha Zaveri	36	24.07.2007	24,000,000	Whole-time Director (Permanent)	Bachelor's degree in Marketing and Finance from Stern School of Business, New York	15	Worked as Partner in the erstwhile Partnership firm of M/s. Tribhovandas Bhimji Zaveri (Joined w.e.f. 01.01.2004)	7.92
3	Raashi Zaveri	32	01.07.2008	24,000,000	Whole-time Director (Permanent)	Bachelor's degree in Finance and Entrepreneurship from Kelly school of Business, Indiana University and is a graduate Gemologist from Gemological Institute of America	11	Worked as Partner in the erstwhile Partnership firm of M/s. Tribhovandas Bhimji Zaveri	6.85

(C) Details of employee was employed for part of the Financial Year 2018–19 whose remuneration was falling under remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Name of Employee	Age (Years)	Date of commencement of employment	Gross Remuneration Received (in ₹)	Designation & (Nature of Employment)	Educational Qualification	Experience in Years	Previous Employment	% of Equity Shares Held
	NIL	NA	NA	NA	NA	NA	NA	NA	NA

(D) Details of employee who was employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company:

Sr. No.	Name of Employee	Age (Years)	Date of commencement of employment	Gross Remuneration Received (in ₹)	Designation & (Nature of Employment)	Educational Qualification	Experience in Years	Previous Employment	% of Equity Shares Held
	NIL	NA	NA	NA	NA	NA	NA	NA	NA

Notes:

1. Gross Remuneration shown above is subject to tax.
2. Remuneration includes:

   For Chairman & Managing Director and Whole-time Directors – Remuneration in form of Minimum Remuneration.

   For Chief Financial Officer - basic salary, perquisites, bonus, other allowances, variable pay, etc.

   For others – basic salary, perquisites, bonus, other allowances, variable pay, leave encashment, etc.
3. In addition to the above remuneration the employees are entitled to Gratuity in accordance with your Company's rules.
4. The nature of employment is contractual for all the employees.
5. The date of commencement of employment have shown as 24th July, 2007, i.e. date of conversion of partnership firm into private limited company, even though the Directors/ Employee(s) who were with Company at the time of partnership firm.
6. Designation denotes the nature of duties also.
7. For Executive Director(s) the nature of Employment and terms and conditions are governed by the Board and Members Resolution.
8. Experience includes number of years of service elsewhere, wherever applicable.
9. Mr. Shrikant Zaveri, Chairman & Managing Director of your Company and Ms. Binaisha Zaveri and Ms. Raashi Zaveri, Whole-time Directors of your Company, being father and daughters respectively, are related to each other. Ms. Binaisha Zaveri and Ms. Raashi Zaveri, Whole-time Directors of your Company, being sisters are related to each other. None of the other employees is relative in the terms of provision of Section 2(77) of the Companies Act, 2013 of any Director of your Company.

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited

Shrikant Zaveri
Chairman & Managing Director
(DIN: 00263725)

Raashi Zaveri
Whole-time Director
(DIN: 00713688)

Date: 12th August, 2019
Place: Mumbai

REPORT ON CORPORATE GOVERNANCE

The Directors present your Company's Report on Corporate Governance for the financial year ended 31st March, 2019 as stipulated in Para C of Schedule V and all other applicable Regulation(s) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure requirements of which are given below:

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance is the application of best management practices, compliance of laws and adherence to ethical standards to achieve your Company's objective of enhancing stakeholder value and discharge of social responsibility. The Corporate Governance framework includes corporate structures, culture, policies and the manner in which the corporate entity deals with various stakeholders, with transparency being the key word. Accordingly, timely, adequate and accurate disclosure of information on the performance and ownership forms the cornerstone of Corporate Governance. It is a journey for constantly improving sustainable value creation and an upward moving target.

At Tribhovandas Bhimji Zaveri Limited (TBZ), Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximising stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all.

Your Company believes that good Corporate Governance is essential in achieving long-term corporate goals, enhancing shareholders' value and attaining the highest level of transparency. Your Company's philosophy on Corporate Governance is led by a strong emphasis on transparency, accountability and integrity and your Company has been practicing the principles of Corporate Governance since date of listing.

Your Company believes that all its operations and actions must serve the underlined goal of enhancing customers' satisfaction and stakeholders' value over a sustained period of time. All directors and employees are bound by a Code of Conduct that sets forth your Company's policy on important issues, including its relationship with customers, shareholders and Government.

GOVERNANCE STRUCTURE:

Your Company's Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable growth.

Board of Directors

TBZ's Board plays a pivotal role in ensuring that your Company runs on sound and ethical business practices and that its resources are utilised for creating sustainable growth. The Board operates within a well-defined framework which enables it to discharge its fiduciary duties of safeguarding the interest of your Company; ensuring fairness in the decision-making process, integrity and transparency in your Company's dealing with its Members and other stakeholders.

Committee of Directors

The Board has constituted various committees with a view to have more focused attention on various areas of business and for better accountability, viz. Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee, Risk Management Committee, Corporate Social Responsibility (CSR) Committee and Special Committee of Board of Directors. Each of these Committees has been mandated to operate within a given framework.

Management Structure

Management structure for running the business of your Company as a whole is in place with appropriate delegation of powers and responsibilities. This broadly is as under:

a) **Chairman & Managing Director (CMD)**

The Chairman & Managing Director (CMD) is in overall control and responsible for the day-to-day working and functioning of your Company. He gives strategic directions, lays down policy guidelines and ensures implementation of the decisions of the Board of Directors and its various committees. All the responsibilities of the Chief Executive Officer are handled by Mr. Shrikant Zaveri, Chairman & Managing Director of your Company.

b) Functional Heads

Functional Heads of various departments, viz. Retail Department, Gold Order Department, Diamond Order Department, Advertisement and Marketing Department, Human Resource Department, Administration Department, Information and Technology (IT) Department, Secretarial & Legal Department, Treasury & MIS Department, Accounts and Finance Department and Project Department. The Chief Financial Officer reports to the Chief Executive Officer of your Company. These Department Heads review the functioning of their department.

Shareholders' Communications

The Board recognises the importance of two-way communication with shareholders and giving a balanced report of results and progress and responding to questions and issues raised in a timely and consistent manner. Your Company's corporate website (www.tbztheoriginal.com) has information for institutional and retail shareholders alike. Shareholders seeking information relating to their shareholding may contact your Company directly or through the Registrar and Share Transfer Agent, details of which are available on your Company's website and also forming part of the Corporate Governance Report. Your Company ensures that complaints and suggestions of its shareholders are responded to in a timely manner.

Role of the Company Secretary in overall governance process

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all the relevant information, details and documents are made available to the Directors and Senior Management for effective decision making at the meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of the legal and procedural requirements of your Company, to ensure compliance with applicable statutory requirements and Secretarial Standards and to facilitate convening of meetings. He interfaces between the management and regulatory authorities for governance matters.

I. BOARD OF DIRECTORS:

A. The composition of the Board of Directors represents a combination of knowledge, experience and professionalism and enables the Board to discharge its responsibilities and provide effective leadership to the business. The Board comprises of Executive and Independent Directors as required under applicable legislation. As on 31st March, 2019, the Board consists of six Directors comprising of three Executive Directors and three Independent Directors who are Non-Executive Directors, i.e. fifty per cent of the Board comprises of Independent Directors. The number of Independent Directors on the Board is in conformity with the requirement of Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board also consists of two women Whole-time Directors. All three Executive Directors are the Promoters of your Company.

As per Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors shall have at least one woman independent director by top 500 listed entities by 31st March, 2019 and by top 1000 listed entities by 1st April, 2020. (Top 500 and 1000 entities shall be determined based on market capitalisation, as at the end of the immediate previous financial year (i.e. 31st March, 2018 and 31st March, 2019, respectively). Your Company falls in the list of top 1000 companies by market capitalisation as per the NSE record as on 31st March, 2019. Your Company will comply with the requirement of the Regulation within stipulated prescribed time.

All the responsibilities of the Chief Executive Officer (CEO) are discharged by Mr. Shrikant Zaveri, Chairman & Managing Director of your Company.

During the year, the Board of Directors comprised of Mr. Shrikant Zaveri, Chairman & Managing Director, Ms. Binaisha Zaveri and Ms. Raashi Zaveri, Whole-time Directors who are all Executive Directors (ED) and the Promoters of your Company. The other three Directors are Independent Directors, namely Mr. Kamlesh Vikamsey, Mr. Ajay Mehta and Mr. Sanjay Asher. All three Independent Directors are Non-Executive Directors (NED). None of the Directors resigned/retired during the year under review.

None of the Directors on the Board is a Member of more than ten Committees or the Chairman of more than five committees (Committees being Audit Committee and Stakeholders' Relationship Committee), as per the requirements of Regulation 26(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, across all the public limited companies in which he/she is a Director. The necessary disclosure regarding committee positions have been made by all the Directors of your Company.

None of the Executive Directors of your Company holds office as a director including alternate directorship in more than twenty companies at the same time, provided the maximum number of public companies in which a person can be appointed as a director are not exceeding ten companies (for reckoning the limit of public companies in which a person can be appointed as a director, directorship in private companies that are either holding or subsidiary company of a public company shall be included) as per the provision of Section 165(1) of the Companies Act, 2013. None of the Directors of your Company including Independent Directors hold position as director in more than seven listed companies, and further, none of the Independent Directors of your Company who is serving as whole-time director/managing director in any listed company, serves as independent director in more than three listed companies as per the requirement of Regulation 17A(1) & (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Director of your Company is appointed or continued as alternate Director for any Independent Director of a listed entity with effect from 1st October, 2018 as per the requirement of Regulation 25(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, five Board Meetings were held on 2nd May, 2018, 31st July, 2018, 13th August, 2018, 31st October, 2018 and 6th February, 2019.

B. The Composition of the Board of Directors, their attendance at the Board Meeting during the year and at the last Annual General Meeting along with number of outside directorships, committee's chairmanship/memberships are as follows:

Name of the Directors	Date of Appointment	Category of Directorship	No. of Board Meetings Attended	Attendance at last AGM held on 31.07.2018	No. of outside Directorship in all Companies (*)	No. of outside Committee Membership/ Chairmanship in all Companies (+) (**)	
						Member	Chairman
Mr. Shrikant Zaveri (DIN: 00263725)	24.07.2007	CMD	5	Yes	1 ($)	Nil	Nil
Ms. Binaisha Zaveri (DIN: 00263657)	24.07.2007	WTD	5	Yes	1 ($)	Nil	Nil
Ms. Raashi Zaveri (DIN: 00713688)	01.07.2008	WTD	5	Yes	1	Nil	Nil
Mr. Kamlesh Vikamsey (DIN: 00059620)	26.08.2010(#)	ID	5	Yes	9	4	4
Mr. Ajay Mehta (DIN: 00028405)	14.12.2010(#)	ID	5	Yes	2	1	Nil
Mr. Sanjay Asher (DIN: 00008221)	14.12.2010(#)	ID	5	Yes	8	2	3

Note:

* Directorship across all the companies excluding directorship in Tribhovandas Bhimji Zaveri Limited, in private limited companies which are not a subsidiary of public limited company, foreign companies, government companies and companies under Section 8 of the Companies Act, 2013.

\+ Committee's Membership/Chairmanship across all the companies excluding that in Tribhovandas Bhimji Zaveri Limited, in private limited companies which are not a subsidiary of public limited company, foreign companies, government companies and companies under Section 8 of the Companies Act, 2013.

** Chairmanship and Membership of Audit Committee and Stakeholders Relationship Committee only.

(#) All three Independent Directors (Non-Executive Directors) were appointed for the consecutive (second) term of five years, i.e. from 1st April, 2019 to 31st March, 2024 in the Eleventh Annual General Meeting of your Company held on 31st July, 2018.

($) Konfiaance Jewellery Private Limited, wholly owned subsidiary company is under Voluntary Liquidation Process. The Voluntary Liquidation process has begun on 28th August, 2017 in pursuance of provisions of Section 59 of the Insolvency and Bankruptcy Code, 2016 and Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 and the process of voluntary liquidation has been completed on 31st March, 2018.

CMD-Chairman & Managing Director, **WTD**-Whole-time Director, **NED**-Non-Executive Director, **ID**-Independent Director.

Every Director currently on the Board of your Company has personally attended at least one Board/Committee of the Directors' Meeting in the financial year 2018-19.

Independent Directors have been paid Sitting Fees for attending the meetings. Further, the Commission, if any, paid to them is within the limit of 1% of the net profits of your Company as per the applicable provisions of the Companies Act, 2013. Your Company has not had any pecuniary relationship or transaction with any of the Independent Directors during the year.

Leave of Absence was granted to the Directors who were absent for the meetings.

As required under the Listing Regulations as amended w.e.f. 1st April, 2019, the names of the listed entities (including Tribhovandas Bhimji Zaveri Limited) where the Director of the Company is a director and the category of Directorship as on 31st March, 2019 is provided hereunder:

Name of Director	Name of Listed Entity	Category of Directorship
Mr. Shrikant Zaveri DIN: 00263725	Tribhovandas Bhimji Zaveri Limited	Chairman & Managing Director
Ms. Binaisha Zaveri DIN: 00263657	Tribhovandas Bhimji Zaveri Limited	Whole-time Director
Ms. Raashi Zaveri DIN: 00713688	Tribhovandas Bhimji Zaveri Limited	Whole-time Director
Mr. Ajay Mehta DIN: 00028405	Tribhovandas Bhimji Zaveri Limited Deepak Nitrite Limited	Independent Director Non-Executive Director
Mr. Kamlesh Vikamsey DIN: 00059620	Tribhovandas Bhimji Zaveri Limited Navneet Education Limited Man Infraconstruction Limited Apcotex Industries Limited GIC Housing Finance Limited Container Corporation of India Limited (CONCOR) PTC India Financial Services Limited	Independent Director Non-Independent & Non-Executive Director & Chairperson (NI & NED) Independent Director Independent Director Independent Director Part-time Non-Official (Independent Director) Independent Director
Mr. Sanjay Asher DIN: 00008221	Tribhovandas Bhimji Zaveri Limited Ashok Leyland Limited Finolex Industries Limited Finolex Cables Limited Balkrishna Industries Limited Sudarshan Chemical Industries Limited	Independent Director Independent Director Independent Director Independent Director Independent Director Independent Director

C. Directors' Profile:

The Board of Directors comprises highly renowned professionals drawn from diverse fields. They bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision making process.

The brief profile of your Company's Board of Directors is as under:

Mr. Shrikant Zaveri (Chairman & Managing Director)

Mr. Shrikant Zaveri is a doyen of the Indian Gems and Jewellery Industry and is one of the most respected personalities of the Gems and Jewellery Industry in India. He has a rich experience of more than thirty seven years in the Gems and Jewellery industry. He has completed his education upto matriculation. He took over as the managing partner of the business in 2001. He continued his forefather's business with one flagship store at Zaveri Bazar, and given his immense efforts, your Company as on 31st March, 2019 has forty two stores, out of which thirty eight are Company's own stores and four are franchisee stores, in thirty cities and fourteen states across India.

He is discharging the additional responsibility of Chief Executive Officer of your Company.

Mr. Zaveri was the founding member and chairman of the Gems and Jewellery Trade Federation. He has been awarded the Retail Jewellery Award for lifetime achievement in the year 2007. He also won the Retail Leadership Award from the Asia Retail Congress in the year 2013.

With his considerable wealth of experience, Mr. Shrikant Zaveri brings great value and insight to the Board of TBZ.

Ms. Binaisha Zaveri (Whole-time Director)

Ms. Binaisha Zaveri holds a bachelor's degree in marketing and finance from the Stern School of Business, New York. She joined the business in 2004 and has an experience of more than fifteen years. She is involved in all aspects of the business including human capital management, operations, finance, business development. She has been actively involved and has been a key player in the opening of new stores.

Ms. Raashi Zaveri (Whole-time Director)

Ms. Raashi Zaveri holds a bachelor's degree in finance and entrepreneurship from the Kelly School of Business, Indiana University and is a graduate gemologist from the Gemological Institute of America. She joined the business in 2008 and has an experience of more than eleven years. She is involved in the management of your Company's marketing, enterprise resource planning systems and is actively engaged in accounting, designing, merchandising and general corporate management.

Mr. Kamlesh Vikamsey (Independent Director)

Mr. Kamlesh Vikamsey has a bachelor's degree in commerce from the University of Mumbai and is a qualified Chartered Accountant. He has more than thirty six years of experience in Accounting, Finance, Taxation, Corporate and Advisory services. He is Chairperson of the Audit Advisory Committee of United Nations Children's Fund (UNICEF) and Member of the Independent Management Advisory Committee (IMAC) of International Telecommunication Union (ITU) and the Audit Committee of World Meteorological Organization (WMO).

He was Chairperson & Member of the External Audit Committee (EAC) of International Monetary Fund (IMF) from 2015 to 2018 and the Audit Advisory Committee of the United Nations Development Programme (UNDP) from 2010 to 2015. He was the President of the Confederation of Asian and Pacific Accountants (CAPA) from 2007 to 2009. He was a Board Member of the International Federation of Accountants (IFAC) from 2005 to 2008. He was the President of the Institute of Chartered Accountants of India (ICAI) during 2005-06. He was Chairman of Centre of Excellence on Education, Training and CPD of South Asian Federation of Accountants (SAFA-An Apex Body of SAARC) from 2005 to 2007. He has served as a member of various advisory and expert committees at national and international levels, including as a member of the expert committee constituted by the Central Government for the promotion of the Gems and Jewellery industry in 2007 and was a member of the Accounting Standards Committee of SEBI during 2005-06.

Mr. Vikamsey joined the TBZ Board on 26th August, 2010 and has given valued contribution to the Board of Directors. He is Chairman of the Audit Committee and member of the Nomination and Remuneration Committee. He has brought to bear upon these Committees, his vast and varied experience gained from his profession and as Director on the numerous companies on whose Board he serves.

Mr. Ajay Mehta (Independent Director)

Mr. Ajay Mehta has a bachelor's degree in science from University of Mumbai and a master's degree in chemical engineering from the University of Texas, USA. He has over thirty four years of experience with chemical, petrochemical, fertiliser, manufacturing and investment companies. He is presently a non-Executive Director in Deepak Nitrite Limited and a Managing Director of Deepak Novochem Technologies Limited. He is a member of the executive Committee of Mahratta Chamber of Commerce, Industries and Agriculture and various other developmental institutions and social organisations.

Mr. Mehta joined the TBZ Board on 14th December, 2010 and has given valued contribution to the Board of Directors. He is the Chairman of the Nomination and Remuneration Committee and the Stakeholders Relationship Committee and a member of the Audit Committee, the Corporate Social Responsibility Committee (CSR Committee) and the Risk Management Committee. He has brought to these Committees, his vast and varied experience gained from his profession and as Director on the numerous companies on whose Board he serves.

Mr. Sanjay Asher (Independent Director)

Mr. Sanjay Asher has a bachelor's degree in commerce and a bachelor's degree in law from the University of Bombay. He has been a practising advocate since 1991, and was admitted as a solicitor in 1993. He is also a qualified chartered accountant. He has over twenty five years of experience in the field of law and corporate matters. He is presently a senior partner with M/s. Crawford Bayley and Co. which is India's oldest law firm, established in 1830. He specialises in the fields of corporate law and commercial law, cross-border M&A, joint ventures, mergers and acquisitions and capitals markets.

Mr. Asher joined the TBZ Board on 14th December, 2010. He is a member of the Nomination and Remuneration Committee.

D. Criteria setting out the Skills/Expertise/ Competencies identified by the Board of Directors

The following is the list of core skills/expertise/ competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

i) Leadership:

Ability to envision the future and prescribe a strategic goal for your Company, help your Company to identify possible road maps, inspire and motivate the strategy, approach, processes and other such key deliverables and mentor the leadership team to channelize its energy/efforts in appropriate direction.

ii) Industry knowledge and experience:

Should possess domain knowledge of your Company's business (retail jewellery), policies and culture (including the mission, vision and values) major risks/threats and potential opportunities of your Company's business. Must have the ability to leverage the developments in the areas of retail jewellery business and other areas as appropriate for betterment of your Company's business.

iii) Behavioral skills:

Attributes and competencies to use their knowledge and skills to contribute effectively to the growth of your Company.

iv) Strategy and planning:

Business Strategy & Planning, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making.

v) Expertise/Experience in Finance & Accounts/ Audit/Risk Management Areas:

Ability to understand financial policies, accounting statements and disclosure practices and contribute to the financial/risk management policies/practices of your Company.

vi) Governance:

Experience in developing governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long-term effective stakeholder engagements and driving corporate ethics and values.

E. Board's Functioning and Procedure:

Your Company holds at least four Board Meetings in a year, one in each quarter to, inter-alia, review the financial results of your Company. The Board periodically reviews the items required to be placed before it and reviews and approves quarterly/half yearly unaudited standalone financial statements and the audited standalone and consolidated annual financial statements, corporate strategies, business plans, annual budgets, projects and capital expenditure. It monitors overall operating performance, performance of various stores and reviews such other items which require the Board's attention. It directs and guides the activities of Management towards the set goals and seeks accountability. It also sets standards of corporate behaviour, ensures transparency in corporate dealings and compliance with laws and regulations. The agenda for the Board Meeting broadly covers the minimum information to be placed before the Board of Directors as specified in Part A of Schedule II of Regulation 17(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent these are relevant and applicable. The agenda is circulated well in advance to the Board members, along with comprehensive background information on the items in the agenda, which are supported by relevant information, documents and presentations to enable the Board to take informed decisions. The date of the Board Meetings is agreed upon well in advance of the meeting.

The gap between two Board Meetings does not exceed one hundred and twenty days. Apart from the four scheduled Board Meetings, additional Board Meetings are also convened to address the specific requirements of your Company. Urgent matters are also approved by the Board by passing resolutions through circulation, if required.

All the departments in your Company communicate to the Company Secretary well in advance, the matters requiring approval of the Board/Committees of the Board to enable inclusion of the same in the agenda for the Board/Committee Meetings.

F. Disclosure of relationship between Directors inter-se:

In terms of Schedule V(C)(2)(e) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 none of the three Independent Directors (Non-Executive Directors) are related to each other nor related to any of the Executive Directors of your Company.

Mr. Shrikant Zaveri, Chairman & Managing Director of your Company and Ms. Binaisha Zaveri and Ms. Raashi Zaveri, Whole-time Directors of your Company, being father and daughters respectively, are related to each other.

Ms. Binaisha Zaveri and Ms. Raashi Zaveri, Whole-time Directors of your Company being sisters, are related to each other.

G. Independent Directors:

The Independent Directors of your Company have been appointed in terms of requirements of the Companies Act, 2013 and Listing Regulations. The selection of eminent people for appointment as Independent Directors on the Board is considered by the Nomination and Remuneration Committee. The Committee, inter alia, considered qualification, positive attributes, area of expertise and number of directorships and memberships held in various committees of other companies and membership held in various committees of other companies by such person and recommend the same to the Board. The Board considered the Committee's recommendation and takes appropriate decision. Formal letters of appointment have been issued to the Independent Directors and the terms and conditions of their appointment are disclosed on the Company's website at www.tbztheoriginal.com. No Independent Directors have reassigned during the Financial Year 2018-19.

H. Declaration of Independence:

Your Company has received declarations/certificates from the Independent Directors declaration on criteria of independence/confirming their position as Independent Directors on the Board of your Company in accordance with Section 149 of the Companies Act, 2013 read with Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Independent Directors have given declaration that they meet the criteria of Independence as provided in clause (b) of sub-regulation (1) of Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

The Board of Directors of your Company have confirmed that in the opinion of the Board, the Independent Directors fulfills the conditions specified in Section 149 of the Act and Regulations 16(1)(b), 25(8) and all other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and are independent of the management.

I. Appointment of Directors retiring by rotation:

Ms. Binaisha Zaveri, Whole-time Director of your Company retiring by rotation is proposed to be re-appointed at the ensuing Annual General Meeting.

In accordance with the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Independent Directors are not liable to retire by rotation and for the purpose of calculation of 'total number of Directors' who are liable to retire by rotation this shall not include Independent Directors. Mr. Shrikant Zaveri, Chairman & Managing Director of your Company, is the Director not liable to retire by rotation. Ms. Binaisha Zaveri and Ms. Raashi Zaveri, Whole-time Directors of your Company are the Directors who are liable to retire by rotation.

J. Code of Conduct:

The Board of Directors have adopted two Code of Conduct ("the Codes") for the Board of Directors as well as for Senior Management and Employees of your Company. The Codes cover amongst other things your Company's commitment to honest and ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health and safety, transparency and compliance of laws and regulations etc. and the same are placed on the website of your Company at www.tbztheoriginal.com.

The Code of Conduct for the Board of Directors as well as for Senior Management Personnel, officer and employees of your Company is available on Company's website on following web links:

http://www.tbztheoriginal.com/storage/Investors/Code%20of%20Conduct/TBZ-Code%20of%20Conduct%20for%20Board%20of%20Directors.pdf

https://www.tbztheoriginal.com/storage/Code%20of%20Conduct%20for%20KMP%20&%20Emp..pdf.

In addition to the above, your Company has adopted a Code for Independent Directors as per the provisions of Section 149(8) read with Schedule IV of the Companies Act, 2013 which suitably incorporates the duties of Independent Directors.

The Codes lay down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity at the work place, in business practices and in dealing with stakeholders. The Codes give guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure. There were no material financial and commercial transactions, in which Board Members or Senior Management Personnel had personal interest, which could lead to potential conflict of interest with your Company during the year.

All the Board members and Senior Management of your Company have affirmed compliance with their respective Code of Conduct for the financial year ended 31st March, 2019. A declaration to this effect duly signed by the Chairman & Managing Director of your Company (in the capacity of Chief Executive Officer) is annexed hereto.

K. Remuneration Policy and details of Remuneration paid/payable to the Managing Director and the Whole-time Directors for the year ended 31st March, 2019:

The remuneration of your Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The remuneration policy is in accordance with the existing industry practice. Your Company pays remuneration by way of salary (fixed component) and commission (variable component) to the Chairman & Managing Director and to the Whole-time Directors. Salary is paid within the amount fixed by the shareholders, which is restricted to the maximum limits prescribed under Sections 196, 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013. The Commission payable to the Chairman & Managing Director and Whole-time Directors is calculated with reference to the net profits of your Company in a particular financial year and is determined by the Board of Directors at the end of the financial year based on the recommendations of the Nomination and Remuneration Committee, subject to the overall ceilings stipulated in Section 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

The Chairman & Managing Director and the Whole-time Directors are not paid any sitting fees for attending the meetings of the Board of Directors or Committee thereof.

The agreement with Chairman & Managing Director and the Whole-time Directors are for a period not exceeding five years at a time and salary fixed is for a period not exceeding three years at a time. Either party may terminate the agreement by giving the other party prior written notice of six months, provided that the Company may waive the notice by giving the remuneration on a pro rata basis in respect of the months for which the Chairman & Managing Director and Whole-time Director(s) would have received had he/she remained in office. There is no separate provision for payment of severance fees.

Your Company does not have a scheme for grant of stock options to any of the Chairman & Managing Director and the Whole-time Directors of your Company. Your Company do not have any severance fees for any of the directors and has kept a notice period of six months' notice in writing from either side.

The commission payable to the Chairman & Managing Director and the Whole-time Directors are based on the performance criteria laid down by the Board which broadly considers the profits earned by your Company for the financial year. The members of the Nomination and Remuneration Committee has approved and recommended to the Board the remuneration in the form of minimum remuneration to be paid within the limits specified as per Sections 196 and 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013. On basis of these recommendations the Board has approved the remuneration in the form of minimum remuneration to be paid to Mr. Shrikant Zaveri, Chairman & Managing Director; Ms. Binaisha Zaveri and Ms. Raashi Zaveri, Whole-time Directors of your Company.

The Nomination and Remuneration Committee has not recommended any commission to the Chairman & Managing Director and the Whole-time Directors of your Company for the financial year 2018-19, and on basis of the said recommendations, the Board of Directors has decided not to declare any commission for the financial year 2018-19 to any of the Chairman & Managing Director and Whole-time Directors of your Company.

Details of remuneration in the form of minimum remuneration paid/payable to Managing Director and Whole-time Directors for the financial year 2018-19 is as follows:

Names of Managing Director/Whole-time Directors	Gross Salary (in form of Minimum Remuneration) (in ₹)	Commission (in ₹)	Perquisites (in ₹)	Retirement Benefits (in ₹)	Stock Option	Total (in ₹)
Mr. Shrikant Zaveri	24,000,000	--	--	--	--	24,000,000
Ms. Binaisha Zaveri	24,000,000	--	--	--	--	24,000,000
Ms. Raashi Zaveri	24,000,000	--	--	--	--	24,000,000

L. Remuneration Policy and details of Sitting Fees & Commission paid/payable to Independent Directors (Criteria for making payment to Independent Directors):

The Independent Directors are paid remuneration by way of Commission not exceeding 1% of the net profit of your Company. The Independent Directors are also paid Sitting Fees for the meeting of the Board of Directors and various Committee Meetings attended by them. In terms of shareholders' approval obtained for the period of five years commencing from 1st April, 2018, by way of Special Resolution at the Eleventh Annual General Meeting of your Company held on 31st July, 2018, the total Commission payable to the Independent Directors has been approved at the rate not exceeding 1% per annum of the net profits of your Company (computed in accordance with Sections 197, 198 and all other applicable provisions of the Companies Act, 2013). The proposal for distribution of Commission amongst the Independent Directors is placed before the Board. The Commission is distributed amongst Independent Directors in accordance with their individual contribution at the Board Meetings and certain Committee Meetings as well as time spent on operational matters other than at the meetings. The total amount of Commission, if paid, to the Independent Directors, under no circumstances exceed 1% of the net profits of your Company.

For the current financial year 2018-19, your Company has declared a total Commission of ₹ 2,250,000 (Rupees Twenty Two Lacs Fifty Thousand only) to Independent Directors and ₹ 750,000 (Rupees Seven Lacs Fifty Thousand only) to each Independent Director. Your Company has paid sitting fees to Independent Directors based on number of Board and Committee Meetings attended by each Independent Director. The details of the commission payable and the sitting fees paid individually is available in the chart given below.

Your Company pays sitting fees of ₹ 20,000 per Board Meeting attended and ₹ 10,000 per meeting attended of the various Committees to the Independent Directors.

Details of sitting fees paid/commission payable to Independent Directors of your Company as on 31st March, 2019 are as follows:

Names of the Independent Directors	Sitting Fees (In ₹)	Commission (In ₹)	Total (In ₹)
Mr. Kamlesh Vikamsey	160,000	750,000	910,000
Mr. Ajay Mehta	280,000	750,000	10,30,000
Mr. Sanjay Asher	120,000	750,000	870,000

The above amounts are exclusive of Goods & Service Tax (GST).

None of the Independent Directors of your Company has any pecuniary relationship or transaction with your Company.

All the Independent Directors have complied with the limits of directorships and maximum tenure as per Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the applicable provisions of the Companies Act, 2013. The appointment letter of the Independent Directors and their terms and conditions, has been disclosed on the Company's website (www.tbztheoriginal.com).

M. Board Training and Induction:

At the time of appointing a Director, a formal letter of appointment is given to him/her, which inter-alia explains the role, function, duties and responsibilities expected of him/her as a Director of your Company. The Director is also explained in detail, the compliances required from him/her under the Companies Act, 2013, Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant regulations and his/her affirmation is taken with respect to the same.

By way of an introduction to your Company, the Director is presented with documents on rules & bye-laws, policies of your Company and the Standard Operating Processes (SOP) of your Company as a whole as well as for various departments are also shared with the incoming Director to acquaint him/her with the functioning of your Company. Apart from this your Company shares relevant Annual Reports, brochures for various schemes and programmes, and reports on the Gems and Jewellery Industry published by various agencies/authorities. The functioning of various departments of your Company, the market share and markets in which it operates, governance and internal control process and other relevant information pertaining to your Company's business are also shared with the Director. The Managing Director and Executive Directors also have a one-to-one discussion with the newly appointed Director. The above initiatives help the Director to understand your Company, its business and the regulatory framework in which your Company operates and equips him/her to effectively fulfil his/her role as a Director of your Company.

N. Familiarization Programme for Independent Directors:

As per the requirement of Regulation 25(7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has a program to familiarize Independent Directors with regard to their roles, rights, responsibilities as Independent Directors in your Company, nature of the industry in which your Company operates, the business model of your Company, etc. The Independent Directors are also provided with an overview of terms of appointment, the code of conduct of Board of Directors and insider trading regulations, disclosures and business interests of your Company and other important regulatory aspect as relevant for Independent Directors.

The purpose of the Familiarization Programme for Independent Directors is to provide insights into your Company to enable the Independent Directors to understand its business in depth and contribute significantly to your Company. Your Company has already carried out the familiarization programme for Independent Directors. The details of Familiarization Programme Imparted to Independent Directors in terms of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is available on the website of your Company at link:

https://www.tbztheoriginal.com/storage/TBZ-Familiarization%20Prog.-ID(18-19).pdf

O. Annual Evaluation of Performance/Board Evaluation Criteria:

Your Company believes that systematic evaluation contributes significantly to improved performance at the three levels; organizational, Board and Individual Board Member. It encourages the leadership, team work, accountability, decision making, communication and efficiency of the Board. Evaluation also ensures teamwork by creating better understanding of Board dynamics, management relations and thinking as a group within the Board. The process includes multi layered evaluation based on well-defined criteria consisting of relevant parameters.

During the year under review, the Board adopted a formal mechanism for evaluating its own performance, the Directors individually including the Chairman of the Board as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspect of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, experience and competencies, execution and performance of specific duties, obligations and governance.

As required under Section 134(3)(p) of the Companies Act, 2013 and Regulation 17(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors assessed the performance of Independent Directors as per the criteria laid down and have recommended their continuation on the Board of your Company.

A separate exercise was carried out to evaluate the performance of the Independent Directors and individual Directors including the Chairman of the Board, who were evaluated on the parameters such as relevant experience, expertise and skills; devotion of time and attention to your Company's long term strategic issues, addressing the most relevant issues for your Company, discussing and endorsing your Company's strategy, Professional conduct, ethics and integrity, ability and willingness to speak up, focus on shareholder value creation, high governance standards, knowledge of business, process and procedure followed, openness of discussion/integrity, relationship with management, impact on key management decisions, level of attendance, engagement and contribution, independence of judgement, safeguarding the interest of your Company and its minority shareholder's interest etc. The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Independent Director being evaluated and the performance evaluation of the Chairman and Non-Independent Directors (Executive Directors) was carried out by the Independent Directors.

Having regard to the industry, size and nature of business your Company is engaged in, the Board expressed their satisfaction with the evaluation process which is sufficient, appropriate and found to be serving the purpose. Your Directors have expressed their satisfaction for the evaluation process, evaluation results, which reflected the overall engagement and the effectiveness of the Board and its Committees.

P. Details of shares held by Directors:

Following are the details of the shares held by the Directors of your Company as on 31st March, 2019:

Names of the Directors	Nature of Directorship	No. of Shares held
Mr. Shrikant Zaveri	Chairman & Managing Director	33,402,275
Ms. Binaisha Zaveri	Whole-time Director	5,285,000
Ms. Raashi Zaveri	Whole-time Director	4,572,500
Mr. Kamlesh Vikamsey	Independent Director	NIL
Mr. Ajay Mehta	Independent Director	NIL
Mr. Sanjay Asher	Independent Director	6,300

Q. Separate Meeting of Independent Directors:

During the year, a separate meeting of Independent Directors was held on 4th February, 2019 without the presence of other directors or management representatives, to review the performance of Non-Independent Directors, the Board and the Chairperson of the Company and to access the quality, quantity and timelines of flow of information between the management and the Board.

II. BOARD COMMITTEES:

With a view to have a more focused attention on business and for better governance and accountability, the Board has already constituted the following mandatory Committees viz. Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee. Your Company has also voluntarily constituted a Risk Management Committee which is mandatory as per Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for top 500 listed companies only (earlier top 100 listed companies). Apart from these your Company has also constituted a Special Committee of Board of Directors. The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

The Board has constituted six Committees and conducted separate meeting of the Independent Directors:

1) Audit Committee;
2) Nomination and Remuneration Committee;
3) Stakeholders Relationship Committee;
4) Special Committee of the Board of Directors;
5) Corporate Social Responsibility Committee (CSR Committee);
6) Risk Management Committee;
7) Separate Meeting of the Independent Directors.

1) Audit Committee:

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

The Committee oversees the work carried out by the Management, Statutory and Internal Auditors on the financial reporting process and the safeguards employed by them.

The Audit Committee was constituted under the Chairmanship of Mr. Kamlesh Vikamsey, who comes with finance and accounting background. All the members of the Audit Committee are financially literate and have relevant finance and audit exposure. The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee consists of the following members:

Name of the Members	Designation in the Committee	Nature of Directorship
Mr. Kamlesh Vikamsey	Chairman	Independent Director
Mr. Ajay Mehta	Member	Independent Director
Mr. Shrikant Zaveri	Member	Chairman & Managing Director

The Audit Committee enjoys the following powers:-

1. To investigate any activity within its terms of reference;
2. To seek information from any employee;
3. To obtain outside legal or other professional advice; and
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

The role of the Audit Committee shall include the following:

1. Overseeing your Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and creditable;
2. Recommending to the Board for the appointment, remuneration and terms of appointment of auditors of your Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013,
    b. Changes, if any, in accounting policies and practices and reasons for the same,
    c. Major accounting entries involving estimates based on the exercise of judgment by management,
    d. Significant adjustments made in the financial statements arising out of audit findings,
    e. Compliance with listing and other legal requirements relating to financial statements,
    f. Disclosure of any related party transactions, and
    g. Modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings of assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
13. Discussion with internal auditors on any significant findings and follow up there on;
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
17. To review the functioning of the Whistle Blower Mechanism;
18. Approval of appointment of CFO (i.e. whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

19. Review of management discussion and analysis of financial condition and results of operations, statements of significant related party transactions submitted by management, internal audit reports relating to internal control weaknesses, and the appointment, removal and terms of remuneration of the internal auditor;
20. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
21. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
22. Reviewing the utilization of loans and/or advances from/investment by the holding Company in the subsidiary exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/investments existing as on date of coming into force of this provision. (applicable w.e.f. 1st April, 2019)

    The Audit Committee shall mandatorily review the following information:

    1. Management discussion and analysis of financial condition and results of operations;
    2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
    3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
    4. Internal audit reports relating to internal control weaknesses;
    5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee; and
    6. Statement of deviations:
        a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1);
        b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be minuted in the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of your Company to provide clarifications on the matters relating to the audit.

The Company Secretary is the Secretary to the Committee.

Mr. Kamlesh Vikamsey, Chairman of the Audit Committee, was present at the last Annual General Meeting of your Company held on 31st July, 2018.

As at the year-end, the Audit Committee of the Board comprised of three members, two of them being Independent Directors. Mr. Kamlesh Vikamsey is a Chartered Accountant and is a financial expert.

During the year, four Audit Committee Meetings were held on 2nd May, 2018, 13th August, 2018, 31st October, 2018 and 4th February, 2019.

The attendance record of the members of the Audit Committee is given below:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Kamlesh Vikamsey	4	4
Mr. Ajay Mehta	4	4
Mr. Shrikant Zaveri	4	4

2) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee's composition meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the members of the Nomination and Remuneration Committee are Non-Executive and Independent Directors. Mr. Ajay Mehta, Independent Director, is the Chairman of the Committee.

The composition of the Nomination and Remuneration Committee is as follows:

Name of the Members	Designation in the Committee	Nature of Directorship
Mr. Ajay Mehta	Chairman	Independent Director
Mr. Kamlesh Vikamsey	Member	Independent Director
Mr. Sanjay Asher	Member	Independent Director

The Company Secretary is the Secretary to the Committee.

The terms of reference of the Nomination and Remuneration Committee includes identifying persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance; laying down the evaluation criteria for performance evaluation of Independent Directors and the Board of Directors; formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees; devising the policy on Board diversity; whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors. The members of Nomination & Remuneration Committee need to recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

Mr. Ajay Mehta, Chairman of the Nomination and Remuneration Committee, was present at the last Annual General Meeting of your Company held on 31st July, 2018.

During the year, one Nomination and Remuneration Committee Meeting was held on 2nd May, 2018.

The attendance record of the members of the Nomination and Remuneration Committee is given below:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Ajay Mehta	1	1
Mr. Kamlesh Vikamsey	1	1
Mr. Sanjay Asher	1	1

3) Stakeholders Relationship Committee:

The Stakeholders Relationship Committee's composition meets the requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The present committee consists of the following members:

Name of the Members	Designation in the Committee	Nature of Directorship
Mr. Ajay Mehta	Chairman	Independent Director
Mr. Shrikant Zaveri	Member	Chairman & Managing Director
Ms. Binaisha Zaveri	Member	Whole-time Director
Ms. Raashi Zaveri	Member	Whole-time Director

Mr. Niraj Oza, Head Legal & Company Secretary is designated as the Compliance officer of your Company.

The Company Secretary is the Secretary to the Committee.

The terms of reference of the Stakeholders Relationship Committee as per Section 178(6) and as specified in Part D of Schedule II of Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall consider following role:

1. Resolving the grievances of the security holders of your Company including complaints related to transfer/transmission of shares, non-receipt of annual report and non-receipt of declared dividend, issue of new/duplicate certificates, general meetings, etc.
2. Review of measures taken for effective exercise of voting rights by shareholders. (applicable w.e.f. 1st April, 2019)
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar and Share Transfer Agent. (applicable w.e.f. 1st April, 2019)
4. Review of various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company. (applicable w.e.f. 1st April, 2019)

Mr. Ajay Mehta, Chairman of the Stakeholders Relationship Committee, was present at the last Annual General meeting of your Company.

During the year, four Stakeholders Relationship Committee Meetings were held on 2nd May, 2018, 13th August, 2018, 31st October, 2018 and 4th February, 2019.

The attendance record of the members of the Stakeholders Relationship Committee is given below:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Ajay Mehta	4	4
Mr. Shrikant Zaveri	4	4
Ms. Binaisha Zaveri	4	4
Ms. Raashi Zaveri	4	4

Investors Grievances:

Continuous efforts are being made to ensure that Investor's grievances are expeditiously redressed to the satisfaction of the investors.

Your Company and Karvy Fintech Private Limited (Registrar & Share Transfer Agent) attend to all the grievances of the investors promptly on their receipt, whether received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs etc.

Details of number of requests/complaints received and resolved during the year ended 31st March, 2019 are as under:

Sr. No.	Nature of Complaints	Pending as on 1st April, 2018	Received during the year	Disposed during the year	Pending as on 31st March, 2019
1.	Non-Receipt of Annual Report	0	8	8	0
2.	Non-Receipt of Dividend Warrants	0	14	13	1
3.	BSE-Complaint by shareholders	0	0	0	0
4.	NSE-Complaint by shareholders (*)	0	1	1	0
5.	SEBI-Complaint by shareholders	0	0	0	0
6.	ROC-Complaint by shareholders (**)	0	1	1	0
	Total	**Nil**	**24**	**23**	**1**

(*) One shareholder Complaint filed with NSE is regarding non-receipt of the Annual Report.

(**) One shareholder Complaint filed with ROC is regarding non-receipt of the Annual Report & Dividend.

There was one complaint pending/outstanding as on 31st March, 2019, which was received on Sunday, 31st March, 2019 and your Company has resolved the shareholder's complaint on 1st April, 2019.

4) Special Committee of the Board of Directors:

The Board of Directors has constituted Special Committee of the Board of Director and delegated some of the powers enjoyed by the Board of Directors to the Special Committee of the Board of Directors, which are not prohibited by Section 179 of the Companies Act, 2013. The composition of the Special Committee of Board of Directors is as follows:

Name of the Members	Designation in the Committee	Nature of Directorship
Mr. Shrikant Zaveri	Chairman	Chairman & Managing Director
Ms. Binaisha Zaveri	Member	Whole-time Director
Ms. Raashi Zaveri	Member	Whole-time Director

The Company Secretary is the Secretary to the Committee.

During the year, three Special Committee Meetings of Board of Directors were held on 25th June, 2018, 28th September, 2018 and 8th January, 2019.

The attendance record of the members of the Special Committee of Board of Directors is given below:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Shrikant Zaveri	3	3
Ms. Binaisha Zaveri	3	3
Ms. Raashi Zaveri	3	3

5) Corporate Social Responsibility Committee (CSR Committee):

The Corporate Social Responsibility Committee (CSR Committee) of the Board of Director was constituted as per the requirements of the Section 135 and all other applicable provision of the Companies Act, 2013. The Corporate Social Responsibility Committee (CSR Committee) of the Board of Director was constituted to carry out the functions and duties as mentioned in the Section 135 and activities as mentioned in Schedule VII of the Companies Act, 2013.

The present committee consists of the following members:

Name of the Members	Designation in the Committee	Nature of Directorship
Mr. Shrikant Zaveri	Chairman	Chairman & Managing Director
Mr. Ajay Mehta	Member	Independent Director
Ms. Binaisha Zaveri	Member	Whole-time Director
Ms. Raashi Zaveri	Member	Whole-time Director

The Company Secretary is the Secretary to the Committee.

The terms of reference of Corporate Social Responsibility Committee are as under:

1. To formulate and recommend to the Board a Corporate Social Responsibility Policy ('CSR Policy').
2. Recommend the amount of expenditure to be incurred on the activities listed in CSR Policy.
3. Monitor the CSR Policy of the Company from time to time.
4. Such other roles and functions as may be prescribed in the Companies Act, 2013 and Rules made thereunder.

Report on CSR Activities: As requried under the Companies Act, 2013 and Rules made thereunder, the informaton on CSR activities undertaken by the Company during the year ended 31st March, 2019 is annexed to the Directors' Report.

All the recommendations of the Corporate Social Responsibility Committee were accepted by the Board of Director of your Company.

During the year, four Corporate Social Responsibility Committee Meetings were held on 2nd May, 2018, 13th August, 2018, 31st October, 2018 and 6th February, 2019.

The attendance record of the members of the Corporate Social Responsibility Committee is given below:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Shrikant Zaveri	4	4
Mr. Ajay Mehta	4	4
Ms. Binaisha Zaveri	4	4
Ms. Raashi Zaveri	4	4

6) **Risk Management Committee:**

As per the requirement of Regulation 21(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the constitution of a Risk Management Committee now shall be applicable to top 500 listed companies (earlier top 100 listed companies), determined on the basis of market capitalization, as at the end of the immediate previous financial year. Accordingly, constitution of Risk Management Committee is not compulsory for your Company, but to follow Corporate Governance in the right spirit your Company has voluntarily constituted the Risk Management Committee of the Board.

The Risk Management Committee of the Board of Directors was voluntarily constituted. Risk Management Committee provides assistance to the Board of Directors in fulfilling its objective of controlling/monitoring various risks prevailing in the functioning of your Company in day to day life including the review and functioning of Gold Price Risk Management Policy of your Company as well as reviewing measures to be taken to mitigate the risk on hedging in domestic as well as international market, to evaluate and identify the major strategic, operational, regulatory risks inherent in the business of your Company, to evaluate and identify various types of external and internal risks and to suggest various control measures to be adopted. The Risk Management Committee also needs to review Cyber Security of your Company.

The present committee consists of the following members:

Name of the Members	Designation in the Committee	Nature of Directorship
Mr. Shrikant Zaveri	Chairman	Chairman & Managing Director
Mr. Ajay Mehta	Member	Independent Director
Ms. Binaisha Zaveri	Member	Whole-time Director
Ms. Raashi Zaveri	Member	Whole-time Director
Mr. Saurav Banerjee	Member	Chief Financial Officer
Mr. Sunil Gujarathi	Member	Head-MIS & Treasury

The Company Secretary is the Secretary to the Committee.

During the year, four Risk Management Committee Meetings were held on 2nd May, 2018, 13th August, 2018, 31st October, 2018 and 6th February, 2019.

The attendance record of the members of the Risk Management Committee is given below:

Name of the Members	No. of Meetings	
	Held	Attended
Mr. Shrikant Zaveri	4	4
Ms. Binaisha Zaveri	4	4
Ms. Raashi Zaveri	4	4
Mr. Ajay Mehta	4	4
Mr. Saurav Banerjee	4	4
Mr. Sunil Gujarathi	4	3

7) Separate Meeting of the Independent Directors (Separate Meeting):

As per the requirements of the Regulation 25(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of your Company have met on 4th February, 2019, inter-alia to:

1. Review and evaluate of the performance of non-independent directors and the Board as a whole;
2. Review and evaluate of the performance of the Chairperson of your Company, taking into account the views of Executive Directors and Non-Executive Directors (Independent Directors);
3. Access and evaluate the quality, quantity/content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The meeting consisted of the following members:

Name of the Members	Designation in the Committee	Nature of Directorship
Mr. Kamlesh Vikamsey	Chairman	Independent Director
Mr. Ajay Mehta	Member	Independent Director
Mr. Sanjay Asher	Member	Independent Director

During the year, one Separate Meeting of Independent Directors meeting was held on 4th February, 2019.

All the Independent Directors were present at the meeting.

III. GENERAL BODY MEETINGS:

A. Annual General Meeting (AGM):

Location, date and time of the Annual General Meetings held in the last three years are as under:

Year	Location of the Meeting	Date	Time
2015-16	M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai-400 001.	19th September, 2016	3.30 p.m.
2016-17	M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai-400 001.	19th September, 2017	3.30 p.m.
2017-18	M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Kala Ghoda, Mumbai-400 001.	31st July 2018	3.30 p.m.

Three Special Resolutions were passed in the AGM held on 19th September, 2016 which are as follows:

(i) To re-appoint Mr. Shrikant Zaveri (DIN: 00263725) as Chairman & Managing Director of the Company and to fix terms of appointment and remuneration.

(ii) To re-appoint Ms. Binaisha Zaveri (DIN: 00263657) as Whole-time Director of the Company and to fix terms of appointment and remuneration.

(iii) To re-appoint Ms. Raashi Zaveri (DIN: 00713688) as Whole-time Director of the Company and to fix terms of appointment and remuneration.

No Special Resolutions were passed in the AGM held on 19th September, 2017.

Seven Special Resolutions were passed in the AGM held on 31st July, 2018 which are as follows:

(i) To fix the commission payable to Non-Executive Directors/Independent Directors

(ii) To re-appoint Mr. Kamlesh Vikamsey (DIN: 00059620), as a Non-Executive Independent Director of the Company for further term of five consecutive years, i.e. from 1st April, 2019 up to 31st March, 2024.

(iii) To re-appoint Mr. Sanjay Asher (DIN: 00008221), as a Non-Executive Independent Director of the Company for further term of five consecutive years, i.e. from 1st April, 2019 up to 31st March, 2024.

(iv) To re-appoint Mr. Ajay Mehta (DIN: 00028405), as a Non-Executive Independent Director of the Company for further term of five consecutive years, i.e. from 1st April, 2019 up to 31st March, 2024.

(v) To fix remuneration payable to Mr. Shrikant Zaveri (DIN: 00263725), Chairman & Managing Director of the Company for the balance period of two years of his appointment, i.e. from 1st January, 2019 to 31st December, 2020.

(vi) To fix remuneration payable to Ms. Binaisha Zaveri (DIN: 00263657), Whole-time Director of the Company for the balance period of two years of her appointment, i.e. from 1st January, 2019 to 31st December, 2020.

(vii) To fix remuneration payable to Ms. Raashi Zaveri (DIN: 00713688), Whole-time Director of the Company for the balance period of two years of her appointment, i.e. from 1st January, 2019 to 31st December, 2020.

No postal ballot activity was carried out during the previous financial year 2017-18 and current financial year 2018-19.

B. Extra Ordinary General Meeting (EGM):

During last three financial years, i.e. from year 2015-16 to 2017-18, your Company has not held any Extra Ordinary General Meeting (EGM). During the current financial year 2018-19 your Company has not held any Extra Ordinary General Meeting (EGM).

C. Details of Special Resolution passed through Postal Ballot, the persons who conducted the Postal Ballot exercise and details of the voting pattern:

No special resolution was passed through postal ballot during the previous financial year 2017-18 and current financial year 2018-19. None of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a special resolution through postal ballot.

IV. SUBSIDIARY COMPANY/(IES):

For the year under review, i.e. as on 31st March, 2019, your Company has one wholly owned subsidiary company namely; Tribhovandas Bhimji Zaveri (Bombay) Limited.

Konfiaance Jewellery Private Limited was a non-operational company and has no turnover in previous years and the Company was also not planning to do any business in that Company and due to that reason, it was decided to liquidate the affairs (winding-up) of this wholly-owned subsidiary company as Voluntary Liquidation. To give effect to this the Board of Directors of holding company as well as wholly-owned subsidiary company at its Board Meeting dated 2nd August, 2017, have approved to Liquidate the affairs (winding-up) of Konfiaance Jewellery Private Limited, Wholly Owned Subsidiary of your Company under Voluntary Liquidation Process. At the Extra Ordinary General Meeting of Konfiaance Jewellery Private Limited held on 28th August, 2017 the members have approved by way of Special Resolution, the winding up of the affairs of the company by Members' Voluntary Liquidation Process. Your Company has voluntarily given intimation under the outcome of the Board Meeting to Stock Exchanges (NSE & BSE) on 2nd August, 2017 to follow a good corporate governance; as Konfiaance Jewellery Private Limited, non-material wholly owned subsidiary company and not falling under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Konfiaance Jewellery Private Limited, which was wholly owned subsidiary company of your Company, was under the process of Voluntary Liquidation. The Voluntary Liquidation process has begun on 28th August, 2017 in pursuance of provisions of Section 59 of the Insolvency and Bankruptcy Code, 2016 and Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 and the process of voluntary liquidation has been completed on 31st March, 2018. As required under Regulation 38 (2) and (3) of the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017, the liquidator has prepared and submitted the final report to the Insolvency and Bankruptcy Board of India and the Registrar of Companies and the application for dissolution of the company was filed with the National Company Law Tribunal (NCLT) as required by Section 59 (7) and all other applicable provisions of the Insolvency and Bankruptcy Code, 2016.

Your Company does not have any material subsidiary as defined under Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015, viz. a subsidiary, whose income or net worth (i.e. paid-up capital and free reserves) exceeds 20% (w.e.f. 1st April, 2019 the limit will be revised to 10% from 20%) of the consolidated income or net worth respectively, of the listed holding company and its subsidiaries in the immediate preceding accounting year. It is, therefore, not required to have an Independent Director of your Company on the Board of such subsidiary.

Your Company's Audit Committee reviews the consolidated financial statements of your Company as well as the financial statements of the subsidiary. The minutes of the Board Meetings, are periodically placed before the Board of Directors of your Company.

Your Company has framed and adopted a Policy for Determining Material Subsidiary, pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder and the requirements of the Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Policy can be downloaded from your Company's website www.tbztheoriginal.com, under link:

https://www.tbztheoriginal.com/storage/TBZ-Material%20Subsidiary%20Policy(1.4.19).pdf

V. DISCLOSURES:

A. Disclosure of materially significant Related Party Transactions:

All related party transactions that have been entered were in the ordinary course of business and were placed periodically before the Audit Committee and the Board of Directors. All transactions with the related parties were at arm's length.

There were no materially significant related party transactions, pecuniary transactions or relationships between your Company and its Directors for the financial year ended 31st March, 2019 that may have a potential conflict with the interest of your Company at large.

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters.

Transactions with related parties, as per the requirements of Indian Accounting Standards (Ind. AS)-24, are disclosed in this Annual Report and they are not in conflict with the interest of your Company at large.

Your Company has adopted Policy on materiality of Related Party Transactions and manner of dealing with Related Party Transactions as per the requirements of the provisions of Regulation 23(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also to comply with the provisions of Section 188 of the Companies Act, 2013 and the Rules framed thereunder as amended from time to time. The Policy can be downloaded from your Company's website www.tbztheoriginal.com, under link:

https://www.tbztheoriginal.com/storage/TBZ-Policy%20on%20Materiality%20and%20Dealing%20with%20RPT(1.4.19).pdf.

B. Disclosure of Accounting Treatment:

Your Company has followed the Indian Accounting Standards (Ind AS) prescribed under Section 133 read with Section 469 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant rules of the Companies (Indian Accounting Standards) Rules, 2015, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable in the preparation of financial statements and has not adopted a treatment different from that prescribed in Indian Accounting Standards (Ind AS). The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

C. Risk Management Framework:

Your Company has in place a mechanism to inform the Board Members about the Risk Assessment and Minimization procedures and periodical reviews to ensure that risk is controlled by the Executive Management through the means of a properly defined framework. For more details on Business Risk Management refer to the Directors' Report.

D. Statutory Listing Compliances/(Strictures and Penalties):

Your Company has complied with the requirements of the Stock Exchanges/Securities and Exchange Board of India (SEBI) and statutory authorities on all matters related to the capital markets from the date of listing. There were no instances of strictures or penalties imposed on your Company by the Stock Exchanges or Securities and Exchange Board of India (SEBI) or any statutory authorities on any matter related to the capital market since date of listing (i.e. 9th May, 2012).

E. Details of Utilisation of the funds out of the proceeds from the Public Issue:

During the year under review, there were no IPO proceeds left from the Public Issue. Your Company has fully utilized the IPO proceeds from the Public Issue during the financial year 2012-13. IPO Proceeds were utilized for the purpose stated in the Prospectus and there were no deviations in utilization of funds from those stated in the Prospectus.

F. Vigil Mechanism/Whistle Blower Policy

Your Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour.

The Board of Director of your Company has adopted and established a Vigil Mechanism as per the requirements of the Companies Act, 2013 and as per the Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Company has established/ adopted a Whistle Blower Policy (Vigil Mechanism) for directors and employees of your Company to report concerns about unethical behaviour, actual or suspected fraud or violation of your Company's Code of Conduct or ethics policy. The Whistle Blower Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. The policy provides adequate safeguard against victimization of director(s)/employee(s) who has availed the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. During the year under review, no employee or personnel has been denied access to the Audit Committee.

In this regard your Company has already created dedicated email id, viz. wb.tbz@tbzoriginal.com which is monitored by Mr. Niraj Oza, Head Legal & Company Secretary and Compliance Officer of your Company, who is also the designated officer for the said purpose. The concern can also be raised in writing in the form of a letter signed by the concerned director(s) or employee(s) of your Company.

The policy document can be downloaded from your Company's website www.tbztheoriginal.com, under link:

https://www.tbztheoriginal.com/storage/TBZ-Whistle%20Blower%20Policy(01.04.19).pdf

G. Prevention of Insider Trading

In compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, your Company has adopted the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders (earlier, Code of Conduct for Prevention of Insider Trading) for prevention of Insider Trading with a view to regulate trading in securities by the directors and designated employees of your Company. The Code requires pre-clearance for dealing in your Company's shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to your Company and during the period when the Trading Window is closed. The Company Secretary & Compliance Officer is responsible for implementation of the Code.

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

H. Internal Controls

Your Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory/ regulatory compliances. Your Company's business processes are on Oracle platforms/systems and have a strong monitoring and reporting process resulting in financial discipline and accountability.

I. Policy for Determining Material Subsidiary

Your Company is in compliance with the provisions in relation to material subsidiary wherever applicable. Your Company do not have any material subsidiary company. Policy for Determining Material Subsidiary is posted on your Company's website www.tbztheoriginal.com, under link:

https://www.tbztheoriginal.com/storage/TBZ-Material%20Subsidiary%20Policy(1.4.19).pdf.

J. Disclosure of commodity price risk and commodity hedging activities:

This has been discussed under point no. **VII (xxxiv)** of this Corporate Governance Report.

VI. MEANS OF COMMUNICATION:

i) The Quarterly/Annual Financial Results of your Company are published in an English newspaper viz. 'The Free Press Journal', and in a vernacular newspaper (in Marathi) viz. 'Navshakti';

ii) The following are also promptly displayed on your Company's website, www.tbztheoriginal.com under the 'Investors' Section:

- Quarterly Results, Financial Results, Shareholding Pattern, Annual Report;
- Official Press release in the 'Media Room' and 'Investor Information' Sections;
- The Presentations made to institutional investors or to the analysts;
- Investor Complaints/Grievances Report, Corporate Governance Report, Reconciliation of Share Capital Audit Report and various compliance reports.
- All the reports, statements, documents, filings and any other information that are required to be submitted with the Stock Exchanges will be simultaneously filed with/uploaded on your Company's website (www.tbztheoriginal.com).

iii) Filings with Stock Exchanges:

All the reports, statements, documents, filings and any other information that are required to be submitted with the recognised stock exchanges as per the Listing Regulations, are disseminated/uploaded on website https://listing.bseindia.com /under "BSE Listing Centre" and on https://www.connect2nse.com /under "NSE Electronics Application Processing System (NEAPS)."

VII. GENERAL SHAREHOLDERS INFORMATION:

i)	Annual General Meeting	
	Date and Time	Wednesday, 25th September, 2019 at 3.30 p.m.
	Venue	Rangaswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan, (Y. B. Chavan), General Jagannath Bhosle Marg, Besides Sachivalaya Gymkhana, Nariman Point, Mumbai-400 021.
ii)	Financial Calendar-2019-20 (Tentative) Results	Meeting to be held on or before following dates:
	Unaudited Results for the quarter ending 30th June, 2019	On or before 14th August, 2019
	Unaudited Results for the quarter ending 30th September, 2019	On or before 14th November, 2019
	Unaudited Results for the quarter ending 31st December, 2019	On or before 14th February, 2020
	Audited Results for the year ending 31st March, 2020	On or before 30th May, 2020
	AGM for the approval of the Audited accounts for the year ended 31st March, 2020	On or before 30th September, 2020
	Financial Year	1st April to 31st March
iii)	Book Closure Date	Thursday, 19th September, 2019 to Wednesday, 25th September, 2019 (both days inclusive)
iv)	Dividend payment date and dividend per Equity Share	Dividend shall be paid to all the eligible shareholders from 3rd October, 2019 onwards. The Board of Directors having recommended a Dividend of ₹ 0.75 (Seventy Five paise only) per equity share of face value of ₹ 10 each, i.e. 7.50% for the financial year ended 31st March, 2019. The payment is subject to the approval of the shareholders at the ensuing Annual General Meeting of your Company.

v) Listing on Stock Exchanges	The equity shares of your Company got listed on 9th May, 2012 on: **BSE Limited (BSE)** Corporate Service Department, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 **National Stock Exchange of India Limited (NSE)** Exchange Plaza, Plot No. C/1 G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400 051
vi) Payment of Listing Fees	Your Company has paid applicable Listing Fees to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) for the financial years 2018-19 and 2019-20.
vii) Payment of Custodial Fees	Your Company (as on date of signing of this report) has already paid annual custodial fees to Central Depository Services (India) Limited (CDSL) as well as National Securities Depository Limited (NSDL) for the financial year 2019-20.
viii) Stock Code/Symbol:	
Bombay Stock Exchange code:	534369
National Stock Exchange Symbol:	TBZ
ix) Dematerialization ISIN Number for NSDL & CDSL	INE760L01018
x) Corporate Identification Number (CIN No.)	L27205MH2007PLC172598
xi) Outstanding GDR/ADR/Warrants or any convertible instruments, conversion date and impact on equity.	Your Company has not issued any GDRs/ADRs/Warrants or any other convertible instrument.

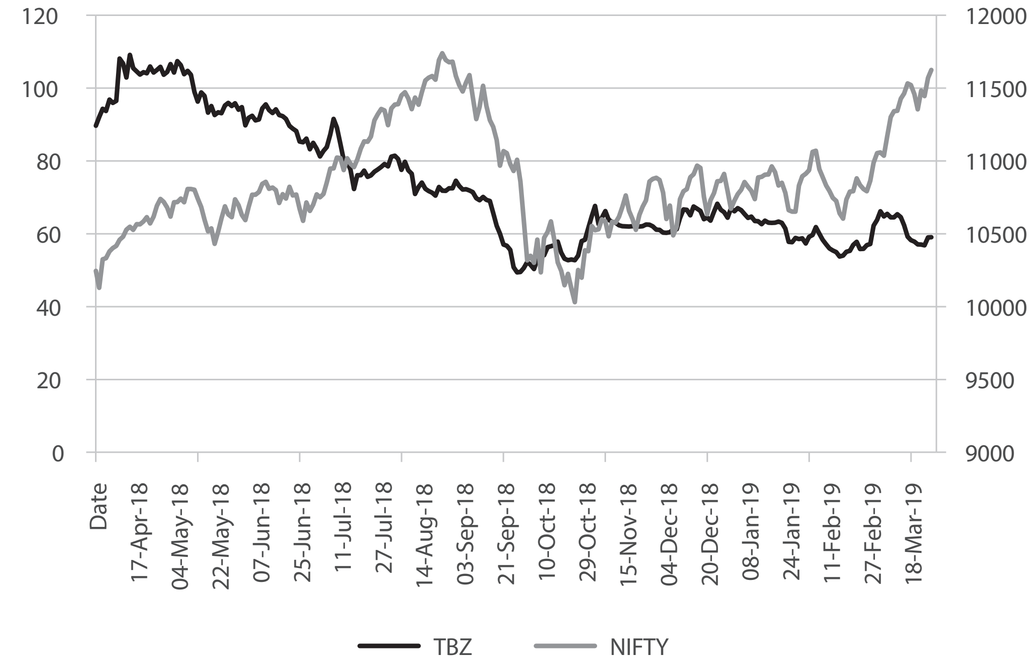
xii) Stock Performance:

Market Price Data (High/Low) during each month of the financial year 2018-19 at NSE & BSE:

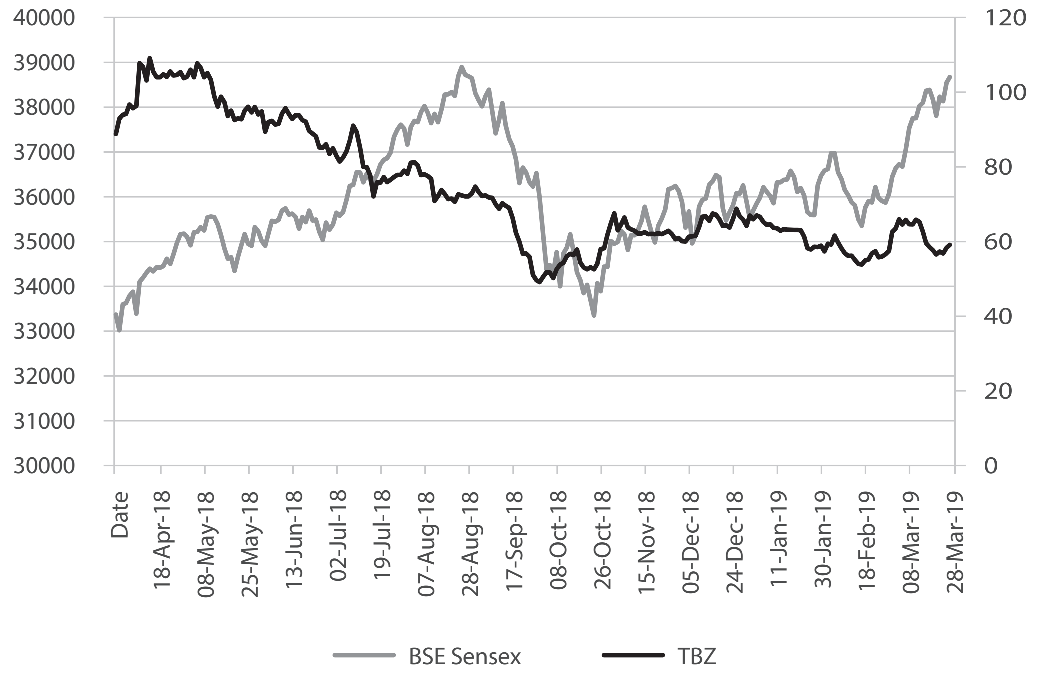
High, Low prices (based on closing prices) and number of shares traded during each month in the financial year 2018-19 on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE):

Month	National Stock Exchange of India Limited (NSE)			Bombay Stock Exchange Limited (BSE)		
	High (₹)	Low (₹)	Total Number of Shares Traded	High (₹)	Low (₹)	Total Number of Shares Traded
April 2018	114.35	85.40	7,849,418	114.60	85.05	1,256,573
May 2018	115.25	90.70	4,497,843	115.40	90.90	667,443
June 2018	97.50	84.30	2,230,966	97.35	83.15	580,858
July 2018	96.90	68.70	3,804,813	97.00	68.70	712,826
August 2018	83.50	69.65	3,072,253	83.65	69.20	564,415
September 2018	81.30	49.25	3,314,214	81.65	49.30	523,817
October 2018	60.60	48.00	2,907,290	62.00	48.15	450,574
November 2018	70.25	59.35	2,839,788	70.15	59.65	332,613
December 2018	72.75	60.00	3,775,014	72.15	60.00	562,415
January 2019	69.50	56.35	1,800,908	69.05	57.00	341,682
February 2019	64.00	53.05	1,691,636	63.80	53.20	309,973
March 2019	67.90	55.65	3,789,149	68.90	56.00	474,926

Performance of TBZ share price in comparison with NSE Nifty:



Performance of TBZ share price in comparison with BSE Sensex:



xiii) List of Top 10 Shareholders as on 31st March, 2019:

Sr. No.	Name	Holding	% of Shareholding
1	Shrikant Gopaldas Zaveri	33,402,275	50.06%
2	Binaisha Shrikant Zaveri	5,285,000	7.92%
3	Raashi Zaveri	4,572,500	6.85%
4	Bindu Shrikant Zaveri	3,500,000	5.24%
5	Tribhovandas Bhimji Zaveri (TBZ) Private Limited	1,350,000	2.03%
6	Tribhovandas Bhimji Zaveri Jewellers (Mumbai) Private Limited	1,350,000	2.02%
7	Optimum Securities Private Limited	800,000	1.20%
8	Vijaykumar Patel	688,901	1.03%
9	Kutir Properties LLP	500,000	0.75%
10	Hela Holdings Pvt Ltd	450,000	0.67%
	Total	**51,898,676**	**77.77%**

xiv) Distribution of Shareholding as on 31st March, 2019:

Holding	No. of Shareholders		No. of Shares & Amount		
	No. of Holders	% to Total Holders	Total Shares	Amount in (₹)	% to Capital
1-5,000	19,670	84.34%	2,499,395	24,993,950	3.74%
5,001-10,000	1,681	7.21%	1,367,467	13,674,670	2.05%
10,001-20,000	966	4.14%	1,494,019	14,940,190	2.24%
20,001-30,000	325	1.39%	836,008	8,360,080	1.25%
30,001-40,000	157	0.67%	559,437	5,594,370	0.84%
40,001-50,000	146	0.63%	690,887	6,908,870	1.04%
50,001-100,000	192	0.82%	1,396,652	13,966,520	2.09%
100,001 and above	186	0.80%	57,886,755	578,867,550	86.75%
Total	**23,323**	**100%**	**66,730,620**	**667,306,200**	**100%**

xv) Shareholding Pattern by ownership as on 31st March, 2019 as compared with that of 31st March, 2018:

Particulars	As on 31st March, 2019				As on 31st March, 2018			
	No. of share holders	% of share holder	No. of shares held	% of share-holding	No. of shares holder	% of share holders	No. of shares held	% of share-holding
Promoter Director (Group)	4	0.02%	46,759,775	70.07%	4	0.02%	46,759,775	70.07%
Foreign Institutional Investors	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Resident Individuals	21,967	94.19%	10,401,655	15.59%	21,258	93.89%	96,96,037	14.53%
Bodies Corporates	376	1.61%	4,131,425	6.19%	426	1.88%	4,794,714	7.19%
Promoter Companies	2	0.01%	2,700,000	4.05%	2	0.01%	2,700,000	4.05%
Non Resident Indians	377	1.62%	1,833,130	2.75%	387	1.70%	805,183	1.21%
Foreign Portfolio Investors	1	0.00%	359,706	0.54%	9	0.04%	1,301,771	1.95%
HUF	518	2.22%	363,709	0.54%	475	2.10%	412,483	0.62%
Clearing Members	69	0.30%	73,923	0.11%	70	0.31%	150,003	0.22%
Indian Financial Institutions	1	0.00%	27,553	0.04%	1	0.01%	34,625	0.05%
Banks	1	0.00%	77,424	0.12%	2	0.01%	26,609	0.04%
Trusts	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Mutual Funds	0	0.00%	0	0.00%	0	0.00%	0	0.00%
NBFC	5	0.02%	2,185	0.00%	5	0.02%	49,285	0.07%
Employees	0	0.00%	0	0.00%	0	0.00%	0	0.00%
Unclaimed Suspense Account	2	0.01%	135	0.00%	2	0.01%	135	0.00%
Total	**23,323**	**100%**	**66,730,620**	**100%**	**22,641**	**100%**	**66,730,620**	**100%**

xvi) Dematerialisation of Shares:

Your Company's Shares are compulsorily traded in dematerialized form and are available for trading through both the Depositories in India, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March, 2019, 100% of the total paid up capital, representing 66,730,395 Equity Shares were held in dematerialized form and the balance Nil% representing 225 Equity Shares were held in physical form. The statement of Equity Shares lying in dematerialised form with NSDL & CDSL and the Equity Shares lying in physical form as on 31st March, 2019 are under:

Particulars of Shares	Shares of ₹ 10 each			Total Shares
	No. of Shareholders	% of Total	No. of Shares	% of Total
Dematerialised Form				
NSDL	13,118	56.25%	60,661,065	90.9044%
CDSL	10,202	43.74%	6,069,330	9.0953%
Sub-total	**23,320**	**99.99%**	**66,730,395**	**99.9997%**
Physical Form	3	0.01%	225	0.0003%
Total	**23,323**	**100%**	**66,730,620**	**100%**

xvii) Share Transfer System:

The share transfers/transmissions are approved by the Stakeholders Relationship Committee. The Committee meets as and when required to consider other transfer proposals and attend to Shareholders' grievances. There are no share transfer requests pending as on 31st March, 2019.

Shares in physical form for transfer, should be lodged with the office of your Company's Registrar and Share Transfer Agent, Karvy Fintech Private Limited, Hyderabad at the address given below or at the Corporate Office of your Company. The transfers are processed if technically found to be in order and complete in all respects. As per directives issued by SEBI, it is compulsory to trade in your Company's Equity Shares in dematerialised form.

Pursuant to Regulation 40(9) of Listing Regulations, certificates on half yearly basis have been issued by a Company Secretary in Practice for due compliance of share transfer formalities by your Company. Pursuant to Regulation 76 of SEBI (Depositories and Participants) Regulation, 2018, certificates have been received from Company Secretary in Practice for timely dematerialisation of shares and for reconciliation of the share capital of the Company on a quarterly basis.

xviii) Secretarial Audit:

- Pursuant to Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, certificates have been issued on a half-yearly basis, by a Company Secretary in practice, certifying due compliance of share transfer formalities by your Company.
- A Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

xix) Consolidation of Folios and avoidance of multiple mailing:

In order to enable your Company to reduce the duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names are requested to consolidate their holdings under one folio. Members may write to the Registrar indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.

xx) Unclaimed/Unpaid IPO Refund Amount and Dividend:

a) Unclaimed/Outstanding Refundable portion of IPO Application Amount:

To facilitate investors who have not claimed the Refundable portion of IPO Application amount (share application money) at the time of Initial Public Offer (IPO) of your Company, details of the unclaimed IPO application amount (share application money) are being displayed on your Company's website www.tbztheoriginal.com. Investors were requested to browse the said site to find out the outstanding amount, if any, and claim the same from the appropriate authority (Investor Education & Protection Fund) since the amount has already been transferred to IEPF Account as on date of signing of this Report. Your Company has send repeated reminders for claiming their unclaimed/outstanding Refundable portion of IPO Application Amount. As on the financial year ended 31st March, 2019 the total amount of ₹ 34,290/- (Rupees Thirty Four Thousand Two Hundred Ninety only) were lying in unclaimed/unpaid IPO Refund Account.

As per requirement of Section 124 and all other applicable provisions of the Companies Act, 2013, your Company has transferred unclaimed and unpaid IPO Refund Amount of ₹ 34,290/- (Rupees Thirty Four Thousand Two Hundred Ninety only) which were lying for the period of more than seven years from the due date to the Investor Education and Protection Fund (IEPF) set up by the Central Government on 14th May, 2019, i.e. post completion of financial year ended as on 31st March, 2019 and as on date of signing of this Report.

b) Unclaimed/Unpaid Dividend:

As per requirement of Section 124 of the Companies Act, 2013, your Company is required to transfer unclaimed dividends, matured deposits and interest accrued thereon remaining unclaimed and unpaid for a period of seven years from the due date to the Investor Education and Protection Fund (IEPF) set up by the Central Government.

Given below are the due dates for transfer of unclaimed and unpaid dividend to the Investor Education and Protection Fund (IEPF) by your Company:

Financial Year	Dividend Payment Date	Proposed date for transfer to IEPF (*)
2011-2012	28th September, 2012	28th September, 2019
2012-2013	5th September, 2013	5th September, 2020
2013-2014	27th September, 2014	27th September, 2021
2014-2015	14th September, 2015	14th September, 2022
2015-2016	N.A.	N.A.
2016-2017	N.A.	N.A.
2017-2018	6th August, 2018	6th August, 2025

(*) Indicative date actual date may vary.

xxi) Unclaimed Shares:

As per the provisions of Schedule VI pursuant to Regulation 39(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the unclaimed shares lying in the escrow account shall be transferred to demat suspense account if there is no response even after sending three reminder notices to the persons concerned. Details of unclaimed equity shares of your Company are as follows:

Sr. No.	Particulars	Number of Shareholders	Number of Shares
1	Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. 1st April, 2018	2	135
2	Number of shareholders who approached issuer for transfer of shares from suspense account during the year;	0	0
3	Number of shareholders to whom shares were transferred from suspense account during the year;	0	0
4	Aggregate number of shareholders and outstanding shares in the suspense account lying at the end of the year i.e. 31st March, 2019	2	135
5	The voting rights on these unclaimed shares lying in demat suspense account shall remain frozen till the rightful owner of such shares claims the shares.		

The first period of seven years of unclaimed/unpaid dividend amount are getting over on 28th September, 2019 and on this date the above two shareholders total 135 equity shares which were lying in demat suspense account are completing the period of seven years where the shareholder has not claimed/unpaid dividend amount in past seven consecutive years and these shares will be transferred to demat account of the Authority (Investor Education and Protection Fund of the Authority) within the statutory prescribed timelines. Your Company has given due required notice and intimation to all the shareholders who has not claimed dividend or whose dividend remains unpaid/unclaimed in unpaid dividend account of the Company in past seven years.

xxii) Green Initiative in Corporate Governance:

Pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report for 2018-19 is being sent through electronic mode to all the Members whose E-mail IDs are registered with your Company/Depository Participants for communication purposes, unless any member has requested for physical copy of the same. For Members who have not registered their E-mail IDs with your Company/Depository Participants, a physical copy of the Annual Report 2018-19 is being sent by the permitted mode. Please note that as a Member you will be entitled to receive physical copies of all notices and documents free of cost, upon specific request to your Company. Members holding shares in physical mode and wishing to register/update their E-mail ID to receive the Annual Report and other documents in electronic mode are requested to fill the form "Consent for Receiving Documents in Electronic Form" {which is forming part of this Annual Report and also available on website of your Company (www.tbztheoriginal.com)} and send the same to our Registrar and Share Transfer Agents viz., Karvy Fintech Private Limited, Karvy Selenium, Tower B, Plot 31-32, Financial District, Gachibowli, Nanakramguda, Serilingampally, Hyderabad-500 032.

To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Karvy Fintech Private Limited/ their respective Depository Participants.

xxiii) Mandatory requirement of PAN:

SEBI vide its circular dated 7th January, 2010 has made it mandatory to furnish copy of Income Tax PAN Card in the following cases:

(i) Deletion of name of deceased shareholder(s), where the shares are held in the name of two or more shareholders.

(ii) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder.

(iii) Transposition of shares-in case of change in the order of names in which physical shares are held jointly in the name of two or more shareholders.

xxiv) Address for correspondence:

Shareholders correspondence like, share transfer/ dematerialisation of shares, payment of dividend and other query related to shares may be directed to your Company's Registrar and Share Transfer Agent, whose address is given below:

a) For Share Transfer/Dematerialisation of shares, payment of Dividend and any other query relating to shares:

Karvy Fintech Private Limited
(Previously known as Karvy Computershare Private Limited)
Unit: Tribhovandas Bhimji Zaveri Limited
Karvy Selenium Tower B, Plot 31-32,
Financial District, Gachibowli, Nanakramguda,
Serilingampally, Hyderabad-500 032.
Tel No: +91 (040) 6716 1606
Fax No: +91 (040) 6716 1791
Toll Free No.: 1800 345 4001
E-Mail: einward.ris@karvy.com
Website Add.: www.karvyfintech.com
Contact Person: Mr. V. Raghunath
SEBI Registration No: INR000000221

b) For Investors assistance:

Corporate Office Address:
Mr. Niraj Oza
Head-Legal & Company Secretary
Tribhovandas Bhimji Zaveri Limited
1106 to 1121, 11th Floor, West Wing,
Tulsiani Chambers, 212,
Backbay Reclamation, Free Press Journal Road,
Nariman Point, Mumbai-400 021.
Tel. No.: +91 (022) 3073 5000/4925 5000
Email Add.: investors@tbzoriginal.com
Website Add.: www.tbztheoriginal.com

For any Investor assistance, the contact person is Mr. Niraj Oza, Head Legal & Company Secretary who is also the Compliance Officer of your Company and address of Correspondence is Corporate Office Address.

Your Company has an exclusive e-mail id viz. investors@tbzoriginal.com to enable investors to register their complaints, if any.

c) Registered Office Address:

Tribhovandas Bhimji Zaveri Limited
241/43, Zaveri Bazar, Mumbai-400 002.
CIN No.: L27205MH2007PLC172598
Tel. No.: +91 22 3956 5001/4046 5000/01/6130 0505
Email Add.: investors@tbzoriginal.com
Website Add.: www.tbztheoriginal.com

xxv) Compliance Officer:

Mr. Niraj Oza, Head Legal & Company Secretary is the Compliance Officer of your Company. The Company Secretary is primarily responsible to ensure Compliance with applicable statutory requirements and is the interface between the management and the regulatory authorities for governance matters.

xxvi) Store addresses:

Your Company has total Forty two (42) stores out of which thirty eight (38) are own stores and four (4) franchisee stores operating as on 31st March, 2019.

The addresses of the stores and franchisee stores forms part of Annexure to this report.

xxvii) Credit Rating:

During the year under review, CRISIL has reviewed the Credit Rating on the long-term bank facilities of your Company at 'CRISIL BBB+/Stable' (Reaffirmed) vide letter Ref. No. TBZPL/204590/BLR/081800473 dated 7th August, 2018 which is stated as follows:

Total Bank Loan Facilities Rated	₹ 7,350 Million
Long-Term Rating	CRISIL BBB+/Stable (Reaffirmed)

xxviii) Disclosure in relation to the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013:

The status of cases/complaint filed, disposed of and pending in respect of Sexual Harassment of Women at Workplace for the financial year ended as on 31st March, 2019 (i.e. from 1st April, 2018 to 31st March, 2019) as given below:

Opening Cases/ complaint as on 1st April, 2018	Cases/ complaint filed during the year ended 31st March, 2019	Cases/ complaint disposed of during the year ended 31st March, 2019	Cases/ complaint pending as on 31st March, 2019
NIL	NIL	NIL	NIL

xxix) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A):

Your Company did not raise any funds through preferential allotment or qualified institutions placement till the date of signing of this Report. Hence, the requirement of providing utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) is not applicable to your Company.

xxx) Certificate from Practicing Company Secretary (for Non-Disqualification of Directors):

Your Company has received a certificate from practicing company secretary stating that none of the Directors on the Board of your Company have been debarred or disqualified from being appointed or continuing as directors of companies by Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

xxxi) Fees paid to Statutory Auditors and its affiliates:

Total fees for all services paid by your Company and its subsidiaries, on a consolidated basis to M/s. S R B C & CO LLP, Chartered Accountants, Statutory Auditors and other firms in the network entity of which Statutory Auditor is a part, as included in the consolidated financial statement of your Company for the year ended 31st March, 2019:

(₹ in Lacs)

Payment to Statutory Auditors	FY 2018-19
Statutory Audit Fees	33.80
Quarterly Limited Review	21.00
Reimbursement of Expenses	1.85
Other fees paid to Ernst & Young LLP	4.50
Total	**61.15**

(Note: Above amount is exclusive of applicable of taxes)

xxxii) Recommendations of various Committees:

All the recommendations of the various committees made were accepted by the Board.

xxxiii) CEO/CFO Certification:

The Chairman & Managing Director {in the capacity of Chief Executive Officer (CEO)} and the Chief Financial Officer (CFO) of your Company, have certified to the Board in accordance with Part B of Schedule II pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 pertaining to CEO/CFO certification for the financial year ended 31st March, 2019 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of your Company's affairs. The said certificate is annexed and forms part of the Annual Report.

xxxiv) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities:

Your Company has a price review mechanism to protect against material movements in prices of Gold.

Gold price is directly driven by various international factors and stringent domestic government policies. Your Company monitors the Gold price on a regular basis using pricing trends and forecasts from internationally reputed news agencies and international factors. To mitigate the risk of gold price fluctuation, your Company's endeavour is to maximize the procurement of gold under gold loan scheme from various banks which will help to reduce the risk due to gold price fluctuation by way of 'natural hedging'. In addition to procuring gold on loan, your Company also does hedging in domestic markets on the MCX Exchange as per business requirement, to protect your Company from gold price fluctuation.

Your Company procures gold from various banks and other domestic sources available and does not directly import Gold from the international market, in that connection, your Company is not directly exposed to Foreign Exchange Risk. As foreign exchange fluctuation has an impact on gold price, your Company is updated with the currency forecast received from various banks and keeps a close eye on important data announcements such as unemployment data of US, G 7 meetings, non-farm payroll of US, RBI announcements etc.

xxxv) Adoption/compliance with Mandatory Requirements and status on Non-Mandatory (Discretionary) Requirements:

All the mandatory requirements have been complied with as stated in this report on Corporate Governance. There is no non-compliance with any requirement of corporate governance report of sub-paras (2) to (10) of the Corporate Governance Report as given in Schedule V(C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The disclosures of the compliance with Corporate Governance requirements specified in Regulations 17 to 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Regulations) have been made in this Corporate Governance Report. Details required under clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the said Regulations are displayed on the website of your Company at www.tbztheoriginal.com.

The status on non-mandatory/discretionary requirements of Part E of Schedule II of Regulation 27(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

1. Your Company has an Executive Chairman on its Board. (Hence, the question of maintaining Non-Executive Chairperson's office at your Company's expenses and reimbursement of expenses incurred in performance of duties does not arise).

2. The quarterly/half yearly un-audited results of your Company after being subject to a Limited Review by the Statutory Auditors are published in newspapers viz. Free Press Journal (English newspaper) and Navshakti (Marathi newspaper) and on your Company's website www.tbztheoriginal.com. These results are not sent to shareholders individually.

3. There are no qualifications in the Audit Report (unmodified audit opinion) for the financial year 2018-19.

4. Till 10th September, 2015, i.e. the date of retirement of the Chief Executive Officer of your Company, there were separate persons for the post of Chairman & Managing Director and Chief Executive Officer (CEO). W.e.f. 10th September, 2015, onwards your Company do not have separate person to these posts.

5. Your Company has appointed M/s. Deloitte Haskins & Sells, LLP (Firm Registration No. 117366W/W-100018), Chartered Accountants, Mumbai as Internal Auditors to perform the internal audit of your Company for the financial year 2018-19 and they report directly to the Audit Committee on a quarterly basis on their findings and corrective actions taken.

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited

Shrikant Zaveri	**Raashi Zaveri**
Chairman & Managing Director	Whole-time Director
(DIN: 00263725)	(DIN: 00713688)

Date: 12th August, 2019
Place: Mumbai

Annexure to Report on Corporate Governance

Store Addresses:

Stores of your Company in operation as on 31st March, 2019:	
Maharashtra	
1	241/43, Zaveri Bazar, Mumbai-400 002.
2	Hirji Heritage, Upper Basement, Ground Floor, First Floor and Second Floor at G/1, Gulmohar Road, Off. L.T. Road, Near Vrundas Hotel, Borivali (West), Mumbai-400 092.
3	002 & 102, Prime Plaza, S.V. Road, Santacruz (West), Mumbai-400 054.
4	M.G. Road, Rajawadi, Ghatkopar (East), Mumbai-400 077.
5	Gautam Tower, off Gokhale Road, Thane (West)-400 601.
6	Seth House, 21/4B, Opposite Le-Royce Hotel, Bund Garden Road, Pune-411 001.
7	Premise No. 5 (Unit No.3), Sunder Mahal, 141, Marine Drive, Churchgate, Mumbai-400 020. (*)
8	Shop No. 1 ,2 & 3, Near St. Augustine High School, Tiberias Building, Stella, Village Barampur, District Thane, Vasai (West)-401 202.
9	Unit No. 003, 1st & 2nd Floor, Rachana Galaxy, Mouza Ambazari, Opp. Wockhardt Hospital, Dharampeth, Nagpur-440 010.
10	Nirman Vyapar Kendra, Nirman Co-operative Society Limited, Plot No. 10, Sector-17, Vashi, Navi Mumbai-400703
11	36 Turner Road, Bandra (W), Mumbai-400 050.
12	R-City Mall, Ghatkopar (West)-Unit No. S-67, Second Floor, North Wing, R-City Mall, L.B.S. Marg, Ghatkopar (West), Mumbai-400 086.
13	Sea Woods Grand Central Mall-Unit No. F-63 SH, on the First Floor, Sea Woods Grand Central Mall, Plot No. R-1, Sector 40, Sea Woods Railway Station, Nerul Node, Navi Mumbai-400 706.
14	High Street Phoenix Mall, Lower Parel-Unit No. F-5, First Floor, Phoenix Mills Compound, 462 Senapati Bapat Marg, Lower Parel, Mumbai-400 013.
15	Unit No. UG-71, on the Upper Ground Floor, Phoenix Market City Mall, S. No. 207, Behind Baker Gauges, Viman Nagar, Pune-411 014
16	1-A, Ground Floor, Mezzanine Floor, Centriole Apartment Condominium, Plot No. 90, Anand Park, ITI Road Aundh, Taluka Haveli, Pune-411 007.
Gujarat	
17	Iscon Center, Shivranjani Cross Road, Satelite, Ahmedabad-380 015.
18	Lal Bunglow, SNS House, Athwa Lines, Surat-395 007.
19	Janakpuri Complex, Dr. Yagnik Road, Opp. Hotel Imperial Palace, Rajkot-360 001.
20	K.P. Infinity, Opposite Yes Bank Ltd., Near INOX Multiplex, Natubhai Circle, Race Course Road, Vadodara-390 007.
21	7-11, Ground Floor, Fortune Square-II, Near Primary School, Next to Royal Dream Society, Vapi Daman Road, Vapi-396 191.
22	Shop No. G1, Krishna Complex, Waga Wadi Road, Next to 'Ghar Shala', Bhavnagar-364 001.
23	Shop 4, 5 & 6, Ground Floor, Sunshine Arcade, Plot No. 59, Sector 8, Tagore Road, Near Lord's Hotel, Gandhidham, Kutch, Gujarat-370201
24(*)	'Avadh', P. N. Marg, Opp. Dhanvantri Ground, Nr. Welcome Tower, Jamnagar-361 008, Gujarat. (*)
Andhra Pradesh (Hyderabad)	
25	70 Greensland Road, Punjagutta, Hyderabad-500 082.
26	Shop no I, Mogul's Court, Basheerbagh, Hyderabad-500 001.
Telangana (Vijaywada)	
27	Opp Gateway Hotel, M.G. Road, Labbipet, Vijayawada-520 010.
Kerala (Kochi)	
28	Jos Annexe Building, Jos Junction, Ernakullam, Kochi-682 016.
Madhya Pradesh (Indore)	
29	576 Laxmi Tower, M.G. Road, opp Treasure Island, Indore-452 001.
West Bengal (Kolkata)	
30	Saraswati Niketan, 5 Camac Street, Kolkata-700 016.
31	CIT Road, Scheme, VIM, Kankurgachi, Kolkata-700 054.
Chhattisgarh (Raipur)	
32	Shop No. 1, Ground Floor, Prem Store Premises, Malviya Road, Next to G.P.O., Raipur, Chhattisgarh-492 001.

Rajasthan (Udaipur)	
33	Plot No. 58, Ground Floor and First Floor, Near Royal Motors, Panchwati, Udaipur-313 001.
Jharkhand (Jamshedpur)	
34	Ground Floor, Narbheram Building, Main Road, Bistupur, Jamshedpur-831 001.
Uttar Pradesh (Noida & Lucknow)	
35	G-31 & G-32, 'G' Block, Next to HDFC Bank, Gautam Budha Nagar, Sector 18, Noida-201 301.
36	Mezzanine Floor and Ground Floor, 11, Mahatma Gandhi Marg (M.G. Marg), Lucknow, Uttar Pradesh-226 001.
Punjab (Ludhiana)	
37	Ground Floor, 186/1, Rani Jhansi Road, Ghumar Mandi, Ludhiana-141 001.
Karnataka (Bengaluru)	
38	Unit No. G-70, on the Lower Ground Floor, Phoenix Market City, Mahadevpura, Nr. Krishnarajapuram Flyover, Bengaluru-560 048.

(*) During the year under review your Company has taken over the Jamnagar's Franchise Operated Store and started running the same as Company's operated store.

Franchisee Store Addresses:	
Jharkhand (Dhanbad)	
39	Shop No. 1, 2 & 3, Ground Floor, Centre Point Mall, Bank More, Dhanbad-826 001, Jharkhand.
40	Plot No. 675, Ward No. 13/27, Holding No. 367, Hindustan Building, M. G. Road, Ranchi, District-Ranchi-834 001, Jharkhand.
Bihar (Patna)	
41	Ground Floor & Mezanine Floor, C.S. Plot No. 166, Khata No. 170, under Thana No. 7, situated at Survey Mauza Dhakan-pura, Darbari Govinda Complex (D.G. Complex), Near Pant Bhavan, Boring Canal Road, P.S. S.K. Puri, Patna-800 001, Bihar.
Madhya Pradesh (Bhopal)	
42	Plot No. B-15, H. No. 9, G/F, Malviya Nagar, Bhopal-462 003.

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited

Shrikant Zaveri
Chairman & Managing Director
(DIN: 00263725)

Raashi Zaveri
Whole-time Director
(DIN: 00713688)

Date: 12th August, 2019
Place: Mumbai

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

To
The Board of Directors
Tribhovandas Bhimji Zaveri Limited
Mumbai.

Dear Sir/Madam,

Sub: CEO/CFO Certificate

(Issued in accordance with provisions of Part B of Schedule II pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015)

We, Shrikant Zaveri, Chairman & Managing Director (in capacity of Chief Executive Officer) and Saurav Banerjee, Chief Financial Officer of Tribhovandas Bhimji Zaveri Limited, to the best of our knowledge and belief, certify that:

(A) We have reviewed the Balance Sheet and Profit & Loss Account (standalone and consolidated) for the financial year ended 31st March, 2019 and all schedules and notes on accounts, as well as Cash Flow statements, and the Directors' Report and based on our knowledge and information, we state that:

   i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;

   ii) these statements together present a true and fair view of your Company's affairs and are in compliance with existing Indian Accounting Standards (Ind AS), applicable laws and regulations.

(B) We further state that to the best of our knowledge and belief, there are no transactions entered into by your Company during the year, which are fraudulent, illegal or in violation of your Company's Code of Conduct.

(C) We along with Company's other certifying officers, accept responsibility for establishing and maintaining internal controls for financial reporting and that we have:

   i) evaluated the effectiveness of internal control system of your Company pertaining to financial reporting; and

   ii) disclosed to the Auditors and the Audit Committee, deficiencies, in the design or operation of internal controls, if any, of which we are aware and steps we taken or proposed to take to rectify these deficiencies.

(D) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:

   i) Significant changes, if any, in the internal control over financial reporting during the year;

   ii) Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and

   iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in your Company's internal control system over financial reporting.

Yours sincerely,
For **Tribhovandas Bhimji Zaveri Limited**

Shrikant Zaveri
Chairman & Managing Director
(in the capacity of CEO)
(DIN: 00263725)

Saurav Banerjee
Chief Financial Officer

Date: 12th August, 2019
Place: Mumbai

Declaration by the CEO under Part D of Schedule V pursuant to Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding adherence to the Code of Conduct

In ACCORDANCE WITH Part D of Schedule V pursuant to Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance to their respective Codes of Conduct, applicable to them for the financial year ended 31st March, 2019.

Yours sincerely,
For **Tribhovandas Bhimji Zaveri Limited**

Shrikant Zaveri
Chairman & Managing Director
(in the capacity of CEO)
(DIN: 00263725)

Date: 12th August, 2019
Place: Mumbai

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
TRIBHOVANDAS BHIMJI ZAVERI LIMITED,
241/43, ZAVERI BAZAR,
MUMBAI 400 002

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of TRIBHOVANDAS BHIMJI ZAVERI Limited having CIN L27205MH2007PLC172598 and having registered office at 241/43, ZAVERI BAZAR, MUMBAI 400 002 (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) 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, 2019 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
1	SHRIKANT GOPALDAS ZAVERI	00263725	24/07/2007
2	BINAISHA SHRIKANT ZAVERI	00263657	24/07/2007
3	RAASHI SHRIKANT ZAVERI	00713688	01/07/2008
4	KAMLESH SHIVJI VIKAMSEY	00059620	26/08/2010
5	SANJAY KHATAU ASHER	00008221	14/12/2010
6	AJAY CHIMANLAL MEHTA	00028405	14/12/2010

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 A. U.Thakurdesai & Co.,
Company Secretaries

A.U. Thakurdesai
Membership No.: FCS 4117
CP No.: 5083

Place: Mumbai
Date : May 14, 2019

Independent Auditor's Report on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Members of
Tribhovandas Bhimji Zaveri Limited
1106, 11th Floor,
Tulsiani Chambers,
Free Press Journal Road,
Nariman Point,
Mumbai – 400021

1. The accompanying Corporate Governance Report prepared by Tribhovandas Bhimji Zaveri Limited (hereinafter the "Company"), contains details as required by the provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") ("Applicable criteria") with respect to Corporate Governance for the year ended March 31, 2019. This report is required by the Company for annual submission to the Stock exchange and to be sent to the Shareholders of the Company.

Management's Responsibility

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.

3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion whether the Company has complied with the specific requirements of the Listing Regulations referred to in paragraph 1 above.

5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. Summary of key procedures performed include:

   i. Reading and understanding of the information prepared by the Company and included in its Corporate Governance Report;

   ii. Obtained and verified that the composition of the Board of Directors w.r.t executive and non-executive directors has been met throughout the reporting period;

   iii. Obtained and read the Directors Register as on March 31, 2019 and verified that at least one-woman director was on the Board during the year;

   iv. Obtained and read the minutes of the following committee meetings held April 1, 2018 to March 31, 2019:

      (a) Board of Directors meeting;

      (b) Special Committee of the Board of Directors;

(c) Audit committee;

(d) Annual General meeting;

(e) Nomination and remuneration committee;

(f) Corporate Social Responsibility committee;

(g) Separate meeting of the Independent Directors;

(h) Risk management committee; and

(i) Stakeholder Relationship Committee

v. Obtained necessary representations and declarations from directors of the Company including the independent directors; and

vi. Performed necessary inquiries with the management and also obtained necessary specific representations from management.

The above-mentioned procedures include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

Opinion

8. Based on the procedures performed by us as referred in paragraph 7 above, and according to the information and explanations given to us, that we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended March 31, 2019, referred to in paragraph 1 above.

Other matters and Restriction on Use

9. This report 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.

10. This report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations with reference to compliance with the relevant regulations of Corporate Governance and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Vijay Maniar
Partner
Membership Number: 36738

UDIN: 19036738AAAABZ2255
Place of Signature: Mumbai
Date: August 12, 2019

INDEPENDENT AUDITOR'S REPORT

To the Members of Tribhovandas Bhimji Zaveri Limited

Report on the Audit of the standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of Tribhovandas Bhimji Zaveri Limited ("the Company"), which comprise the Balance sheet as at March 31 2019, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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, 2019, its profit including other comprehensive income its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	**How our audit addressed the key audit matter**
Existence and valuation of Inventories *(as described in note 2.2 (e) of the significant accounting policies, and note 11 for details in standalone Ind AS financial statements)*	
The carrying value of Inventories of the Company is INR 118,692.91 lacs as at March 31, 2019. The Company's Inventories mainly comprised of gold, diamond, silver and platinum in the distribution centers and retail outlets. Valuation of Inventories is at lower of cost and net realizable value. Significant portion of Inventories costs includes gold, diamonds, platinum and silver which are subject to risk of changes in the market value. The assessment of net realizable value of Inventories is based on estimates and judgements by the management in respect of, among others, the economic condition, sales forecast, marketability of products and the	Our audit procedures over existence and valuation of Inventories included the following: • We obtained an understanding, evaluated the design and tested the operating effectiveness of key controls that the Company has in relation to Inventories process, in particular, we: a. Attended on a sample basis daily cycle physical counts at distribution centers and selected retail outlets. We observed the daily count procedures performed in retail outlets and distribution centers; b. In respect of samples tested for physical verification by management we inspected the respective daily cycle physical count reports for reconciliation of daily ending Inventories to the record in the Inventories system;

Key audit matters	How our audit addressed the key audit matter
quality of gold and diamonds used to make jewellery products. Furthermore, there is higher inherent risk of theft and pilferage given the high intrinsic value and portable nature of individual inventory items. Considering the above, we concluded that existence and valuation of inventories as a key audit matter for our audit.	c. In respect of samples tested for physical verification by management we read the in-house certificate of authenticity of, diamond jewellery products; • We have observed periodic Inventories counts and performed "two way" sample count procedures for distribution centers and selected retail outlets of the Company. We compared our sample count results with the counts performed by the Company and the records in the Inventories system. • We compared the net realizable values on sample basis of gold, silver and platinum Inventories calculated based on the current market price with their carrying value of Inventories. • We compared the results of independent gemological appraisal report of selected samples to the weight and purity of diamond jewellery with records in the Inventories system. • We evaluated the independence and objectivity of the gemologist appointed by management.

We have determined that there are no other key audit matters to communicate in our report.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the standalone Ind AS financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the standalone Ind AS 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 standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone 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.

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

Auditor's Responsibilities for the Audit of the standalone Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone Ind AS 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 standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls 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 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 standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our 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.

Other Matter

The Ind AS financial statements of the Company for the year ended March 31, 2018, included in these standalone Ind AS financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 2, 2018.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these standalone Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) 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:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 39.3(i) to the standalone Ind AS financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number:
324982E/E300003

per Vijay Maniar
Partner
Membership Number: 36738

Place of Signature: Mumbai
Date: May 14, 2019

"ANNEXURE 1" TO INDEPENDENT AUDITOR'S REPORT TRIBHOVANDAS BHIMJI ZAVERI LIMITED ('THE COMPANY')

With reference to the "Annexure 1" referred in the Independent Auditor's Report to the members of the company on the Ind AS financial statements for the year 31 March 2019 we report that:

(i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant & Equipment.

(b) The company has a regular programme of physical verification of its fixed assets (property, plant and equipment) by which all fixed assets (property, plant and equipment) are verified in a phased manner over a period of two years. In accordance with this programme, a portion of the fixed assets (property, plant and equipment) has been physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and nature of its assets.

(c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deeds of immovable property are held in the name of the company.

(ii) The inventory, except stocks lying with third parties, has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The discrepancies noticed on verification between the physical stocks and the book records were not material and have been properly dealt with in books of account. In respect of inventory lying with third parties, these have been substantially confirmed by them.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ("the Act"). Accordingly, the provisions of clause 3(iii) 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 investments or granted any loans or security or guarantee covered under section 185 and 186 of the Act. Accordingly, paragraph 3(iv) of the order is not applicable.

(v) The Company has not accepted any deposits as per the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under section 148(1) of the Act, for the services of the Company. Accordingly, paragraph 3(vi) of the order is not applicable.

(vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, customs duty, goods and service tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in few cases. As explained the company did not have any dues on account of sales tax, value added tax and duty of excise.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, customs duty, goods and service tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) According to the records of the Company, there are no dues outstanding of income-tax, sales-tax, wealth-tax, service tax, duty of custom, excise duty, goods and service tax, value added tax and cess on account of any dispute which have not been deposited with the appropriate authorities other than those mentioned below:

Nature of statute	Nature of dues	Amount (₹ Lacs) #	Period to which amount relates	Forum where dispute is pending
Customs Act, 1962	Customs duty	18.25	FY 2007-08	Additional Commissioner of Customs
Maharashtra Value Added Tax Act, 2002	Value added tax	286.24	FY 2011-12	Joint Commissioner of Sales Tax (Appeal)
Central Sales Tax Act, 1956	Central sales tax	1.07	FY 2011-12	Joint Commissioner of Sales Tax (Appeal)
Local Body Tax Act	Local body tax	31.53	FY 2012-13	Commissioner
Maharashtra Value Added Tax Act, 2002	Value added tax	15.69	FY 2013-14	Joint Commissioner of Sales Tax (Appeal)
Central Sales Tax Act, 1956	Central sales tax	5.55	FY 2013-14	Joint Commissioner of Sales Tax (Appeal)

The above amounts are net of amounts paid under protest.

(viii) According to information and explanations given by the management, we are of the opinion that the Company does not have any outstanding dues to financial institution, bank and government or debenture holders during the year. Accordingly paragraph 3(viii) of the Order is not applicable.

(ix) According to the information and explanations given to us and based on our examination of the records of the company, the company has not raised any monies by way of initial public offer / further public offer (including debt instruments) and has not obtained any term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given by the management, the managerial renumeration has been paid/provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion, the Company is not a Nidhi company and the Nidhi Rules 2014 are not applicable to it. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 188 of the Act where applicable and the details have been disclosed in the notes to the financial statements as required under Indian Accounting Standard (Ind AS) 24. The provisions of Section 177 of the Act are not applicable to the Company.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.

(xv) According to the information and explanations given to us and based on our examination of the records of the company, the Company has not entered into any non-cash transactions with directors or persons connected with him/her as referred to in section 192 of the Act. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company. Accordingly, paragraph 3 (xvi) of the order is not applicable.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number:
324982E/E300003

per Vijay Maniar
Partner
Membership Number: 36738

Place of Signature: Mumbai
Date: May 14, 2019

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF TRIBHOVANDAS BHIMJI ZAVERI LIMITED

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

We have audited the internal financial controls with reference to financial reporting of Tribhovandas Bhimji Zaveri Limited ("the Company") as of March 31, 2019 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 Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these financial statements 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 over financial reporting with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these financial statements, 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 audit opinion on the company's internal financial controls over financial reporting with reference to these financial statement

Meaning of Internal Financial Controls Over Financial Reporting with Reference to these Financial Statements

A company's internal financial control over financial reporting with reference to these financial statements 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 with reference to these financial statements 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 with Reference to the Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these financial statements, 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 with reference to these financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these financial statements and such internal financial controls over financial reporting with reference to these financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number:
324982E/E300003

per Vijay Maniar
Partner
Membership Number: 36738

Place of Signature: Mumbai
Date: May 14, 2019

STANDALONE BALANCE SHEET

as at 31 March 2019

₹ in Lacs

	Notes	As at 31 March 2019	As at 31 March 2018
ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	3	8,577.07	8,074.01
(b) Investment property	4	1,847.49	1,865.76
(c) Intangible assets	5	327.99	69.30
(d) Investment in subsidiaries	6	202.33	202.33
(e) Financial assets			
(i) Security deposits	7	1,071.63	934.35
(f) Deferred tax assets (net)	8	24.18	-
(g) Non-current tax assets	9	84.46	110.43
(h) Other non-current assets	10	812.06	1,328.78
Total Non-current assets		**12,947.21**	**12,584.96**
2 Current assets			
(a) Inventories	11	118,692.91	102,180.79
(b) Financial assets			
(i) Trade receivables	12	2,586.18	2,296.19
(ii) Cash and cash equivalents	13	645.62	1,089.73
(iii) Bank balance other than above	14	3,326.23	2,652.61
(iv) Security deposits	15	47.62	112.16
(v) Others financial assets	16	157.31	69.23
(c) Other current assets	17	4,715.71	975.83
Total Current assets		**130,171.58**	**109,376.54**
Total Assets		**143,118.79**	**121,961.50**
EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	18	6,673.06	6,673.06
(b) Other equity	19	42,740.81	41,994.05
Equity attributable to equity holders of the company		**49,413.87**	**48,667.11**
2 Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	20	1.35	7.90
(ii) Security deposits	21	46.40	42.58
(b) Provisions	22	569.72	465.90
(c) Deferred tax liabilities (net)	8	-	187.00
(d) Other non-current liabilities	23	157.73	106.77
Total Non-current liabilities		**775.20**	**810.15**
3 Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	24	60,542.73	56,856.88
(ii) Trade payables	25		
(a) Total outstanding dues of micro enterprises and small enterprises		83.81	10.11
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		19,456.86	9,017.15
(iii) Other financial liabilities	26	57.39	86.85
(b) Provisions	27	445.02	295.95
(c) Other current liabilities	28	12,343.91	6,217.30
Total Current liabilities		**92,929.72**	**72,484.24**
Total Equity and Liabilities		**143,118.79**	**121,961.50**
Summary of significant accounting policies	2		
The accompanying notes are an integral part of the financial statements	3 to 39		

As per our report of even date
For **S R B C & CO LLP**
ICAI Firm Registration No: 324982E/E300003
Chartered Accountants

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited
CIN: L27205MH2007PLC172598

per **Vijay Maniar**
Partner
Membership No: 36738

Shrikant Zaveri
Chairman and Managing Director
DIN:00263725

Raashi Zaveri
Whole Time Director
DIN:00713688

Saurav Banerjee
Chief Financial Officer

Niraj Oza
Head-Legal & Company Secretary
Membership No.:A20646

Place: Mumbai
Date: 14 May 2019

Place: Mumbai
Date: 14 May 2019

STANDALONE STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2019

₹ in Lacs

	Notes	Year ended 31 March 2019	Year ended 31 Mar 2018
INCOME			
Revenue from operations	29.1	176,358.11	175,507.20
Other operating revenue	29.2	24.54	61.31
Total revenue from operations		**176,382.65**	**175,568.51**
Other income	30	560.48	704.27
Total income		**176,943.13**	**176,272.78**
EXPENSES			
Cost of material consumed	31	144,165.44	128,540.13
Purchases of stock-in-trade	32	12,767.35	9,647.93
Changes in inventories of finished goods and stock-in-trade	33	(16,535.75)	2,658.28
Labour Charges		11,092.93	9,684.45
Excise duty on sale of goods		-	427.74
Employee benefits expense	34	7,318.13	7,301.74
Finance costs	35	4,637.20	3,974.34
Depreciation and amortisation expense	36	991.91	849.35
Other expenses	37	10,194.52	9,998.37
Total expenses		**174,631.73**	**173,082.33**
Profit before tax		**2,311.40**	**3,190.45**
Current tax		992.00	981.00
Deferred tax		(211.18)	103.97
Income tax expense	38	**780.82**	**1,084.97**
Profit for the year		**1,530.58**	**2,105.48**
Other Comprehensive Income			
Items that will not be reclassified subsequently to profit or loss			
Re-measurement losses on defined benefit plan		(169.23)	(55.69)
Income tax effect		57.17	19.27
Other Comprehensive Income		**(112.06)**	**(36.42)**
Total Comprehensive Income for the year		**1,418.52**	**2,069.06**
Earnings per equity share (Nominal value of share ₹ 10 (31 March 2017: ₹ 10))			
Basic & Diluted (₹)	39.1	2.29	3.16
Summary of significant accounting policies	2		
The accompanying notes are an integral part of the financial statements	3 to 39		

As per our report of even date
For **S R B C & CO LLP**
ICAI Firm Registration No: 324982E/E300003
Chartered Accountants

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited
CIN: L27205MH2007PLC172598

per **Vijay Maniar**
Partner
Membership No: 36738

Shrikant Zaveri
Chairman and Managing Director
DIN:00263725

Raashi Zaveri
Whole Time Director
DIN:00713688

Saurav Banerjee
Chief Financial Officer

Niraj Oza
Head-Legal & Company Secretary
Membership No.:A20646

Place: Mumbai
Date: 14 May 2019

Place: Mumbai
Date: 14 May 2019

STANDALONE STATEMENT OF CASH FLOWS

for the year ended 31 March 2019

₹ in Lacs

		Notes	Year ended 31 March 2019	Year ended 31 March 2018
A	**CASH FLOW FROM OPERATING ACTIVITIES**			
	Profit before tax		**2,311.40**	**3,190.45**
	Adjustments to reconcile profit before tax to net cash flows:			
	Depreciation and amortisation of property, plant and equipment and intangible assets	36	991.91	849.35
	Finance cost	35	4,637.20	3,974.34
	Interest income on bank deposits and others		(164.35)	(280.19)
	Fair valuation of gold loan derivative		-	(180.52)
	Loss on sales of property, plant and equipment	37	-	3.22
	Dividend income	30	-	(0.15)
	Bad debts written off	37	2.19	-
	Rent Income (Investment Property)	30	(147.60)	(151.78)
	Liabilities/Provisions no longer required written back (net)	30	(106.61)	(151.51)
	Assets written off	37	20.46	134.88
	Loss on Sale of Investment	37	-	7.46
	Operating profit before working capital changes		**7,544.60**	**7,395.55**
	Movements in working capital:			
	(Increase) in trade and other receivables		(292.17)	(2,075.03)
	(Increase)/decrease in inventories		(16,512.12)	1,413.86
	(Increase)/decrease in other current financial assets		64.54	(49.57)
	(Increase) in other current assets		(3,739.88)	(77.60)
	(Increase)/decrease in other non-current financial assets		(137.28)	25.08
	(Increase)/decrease in other non-current assets		274.63	(457.69)
	Increase in trade payables		10,513.41	1,293.88
	(Decrease) in other current and non-current financial liabilities		4.85	(3.52)
	Increase /(decrease) in other current liabilities		6,184.21	(2,994.36)
	Increase in non-current liabilities		50.96	32.95
	Increase /(decrease) in provisions		139.35	71.95
	Cash generated from operations		**4,095.10**	**4,575.50**
	Direct taxes paid (Net of refund)		(1,032.90)	(689.76)
	Net cash flows from operating activities (A)		**3,062.20**	**3,885.74**
B	**CASH FLOW FROM INVESTING ACTIVITIES**			
	Purchase of property, plant and equipment, intangible assets and capital advances		(1,467.34)	(900.51)
	Proceeds from sale of property, plant and equipment		2.53	4.36
	Bank deposits (having original maturity of more than three months)		(673.62)	(22.25)
	Proceeds from/(investments in) mutual funds		-	7.23
	Liquidation of investment in subsidiaries		-	92.72
	Dividend income on mutual funds	30	-	0.15
	Rental income from investment property	30	147.60	151.78
	Interest received on deposits		76.27	136.38
	Net cash flows used in investing activities (B)		**(1,914.56)**	**(530.14)**

STANDALONE STATEMENT OF CASH FLOWS

for the year ended 31 March 2019

₹ in Lacs

		Notes	Year ended 31 March 2019	Year ended 31 March 2018
C	**CASH FLOW FROM FINANCING ACTIVITIES**			
	Repayment of non-current borrowings		(5.60)	(3.59)
	Proceeds from / (repayment of) current borrowings (net)		3,685.84	1,284.33
	Finance cost paid		(4,668.65)	(3,973.23)
	Dividend paid		(603.36)	-
	Net cash flows used in financing activities (C)		**(1,591.77)**	**(2,692.49)**
	Net (decrease) / increase in cash and cash equivalents (A+B+C)		**(444.12)**	**663.11**
	Cash and cash equivalent at beginning of year	13	1,089.73	426.62
	Cash and cash equivalent at end of year	13	**645.61**	**1,089.73**
Note to cash flow statement				
1	Components of cash and cash equivalents: (refer note 13)			
	Cash on hand		462.92	243.62
	Balances with banks			
	- on current accounts		182.70	846.11
			645.62	**1,089.73**
The accompanying notes are an integral part of the financial statements		3 to 39		

As per our report of even date
For **S R B C & CO LLP**
ICAI Firm Registration No: 324982E/E300003
Chartered Accountants

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited
CIN: L27205MH2007PLC172598

per **Vijay Maniar**
Partner
Membership No: 36738

Shrikant Zaveri
Chairman and Managing Director
DIN:00263725

Raashi Zaveri
Whole Time Director
DIN:00713688

Saurav Banerjee
Chief Financial Officer

Niraj Oza
Head-Legal & Company Secretary
Membership No.:A20646

Place: Mumbai
Date: 14 May 2019

Place: Mumbai
Date: 14 May 2019

STANDALONE STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2019

A Equity Share Capital

	As at 31 March 2019		As at 31 March 2018	
	No. of shares	₹ in Lacs	No. of shares	₹ in Lacs
Equity shares of ₹ 10 each issued, subscriberd and fully paid				
As at 1 April 2018	**66,730,620**	**6,673.06**	**66,730,620**	**6,673.06**
Issue of share capital	-	-	-	-
As at 31 March 2019	**66,730,620**	**6,673.06**	**66,730,620**	**6,673.06**

B Other Equity

	Reserves and Surplus			Other Comprehensive Income	Total Other equity
	Securities premium (refer note 19)	General reserve (refer note 19)	Retained earnings (refer note 19)	Re-measurement of defined benefit plan (refer note 19)	
As at 1 April 2017	**16,791.35**	**1,401.47**	**21,757.57**	**(25.41)**	**39,924.98**
Profit for the year			2,105.48		2,105.48
Other comprehensive income for the year			-	(36.41)	(36.41)
Total comprehensive income for the year	**-**	**-**	**2,105.48**	**(36.41)**	**2,069.07**
As at 31 March 2018	**16,791.35**	**1,401.47**	**23,863.05**	**(61.82)**	**41,994.05**
As at 1 April 2018	**16,791.35**	**1,401.47**	**23,863.05**	**(61.82)**	**41,994.05**
Effect of adoption of new accounting standard Ind AS 115 Revenue from Contracts with Customers			(68.40)		(68.40)
Adjusted balance as at 1 April 2018	**16,791.35**	**1,401.47**	**23,794.65**	**(61.82)**	**41,925.65**
Dividend	-	-	(603.36)	-	(603.36)
Profit for the year	-	-	1,530.58	-	1,530.58
Other comprehensive income for the year	-	-	-	(112.06)	(112.06)
Total comprehensive income for the year	**-**	**-**	**927.22**	**(112.06)**	**815.16**
As at 31 March 2019	**16,791.35**	**1,401.47**	**24,721.87**	**(173.88)**	**42,740.81**

As per our report of even date
For **S R B C & CO LLP**
ICAI Firm Registration No: 324982E/E300003
Chartered Accountants

per **Vijay Maniar**
Partner
Membership No: 36738

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited
CIN: L27205MH2007PLC172598

Shrikant Zaveri
Chairman and Managing Director
DIN:00263725

Raashi Zaveri
Whole Time Director
DIN:00713688

Saurav Banerjee
Chief Financial Officer

Niraj Oza
Head-Legal & Company Secretary
Membership No.:A20646

Place: Mumbai
Date: 14 May 2019

Place: Mumbai
Date: 14 May 2019

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

1 Corporate information

Tribhovandas Bhimji Zaveri Limited ('TBZ or the "the Company) known under the brand ' TBZ- the Original' was incorporated on 24 July 2007 by conversion of a partnership firm Tribhovandas Bhimji Zaveri under Part IX of the Companies Act, 1956 whereby the partners of the partnership firm became shareholders with the shareholdings as agreed amongst the partners. The Company has been converted to a public limited company w.e.f. 3 December 2010. The Company is in the business of retail sales of ornaments made of gold, diamond, silver, platinum and precious stones through its 38 showrooms and 4 franchisee outlets located across in India.

2 Basis of Preparation of financial statements and significant accounting policies

2.1 Basis of Preparation of financial statements

Accounting policies and methods of computation followed in the Financial Statements are same as compared with the annual financial statements for the year ended 31 March 2018, except for adoption of new standard or any pronoucements effective from 1 April 2018.

Ind AS 115 Revenue from Contracts with Customers, become mandatory for reporting periods beginning on or after 01 April 2018 replaces the existing revenue recognitions standards. The Company has applied modified retrospective approach and accordingly has included the impact of Ind AS 115 applicable to these financial statements refer note 29.1.

a. Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS), notified under the Companies (Indian Accounting Standards) Rules, 2015, and other relevant provisions of the Companies Act, 2013 ("the Act") as amended.

The financial statements were authorized for issue by the Company's Board of Directors at their meeting held on 14 May 2019.

b. Functional and presentation currency

The financial statements are presented in Indian Rupees (INR), and all the values are rounded to the nearest Lacs with two decimals, except when otherwise indicated.

c. Basis of measurement

The financial statements have been prepared on accrual basis under the historical cost convention, except for the following assets and liabilities which have been measured at fair value as required by relevant Ind AS:

- derivative financial instruments,
- certain financial assets and liabilities (refer accounting policy regarding financial instruments), and
- defined employee benefit liability

d. Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, (regardless of whether that price is directly observable or estimated using another valuation technique). In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account when pricing the asset or liability, at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

e. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities, the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Estimates and assumptions are reviewed on periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The key assumptions concerning the future and other key sources of estimation, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities, within the next financial year, are described below. The Company has based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

(a) Measurement of defined benefit obligations

The cost of the defined benefit gratuity plan and other post-employment retirement benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note – 39.5.

For the purpose of assessing the leave availment rate, the Company considered the past leave availment history of the employees.

(b) Measurement and likelihood of occurrence of provisions and contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made in the financial statements.

(c) Recognition of taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

(d) Provision for sales return

The Company developed a statistical model for forecasting sales returns. The model used the historical return data of each franchise to come up with expected return percentages. These percentages are applied to determine the expected value of the variable consideration. Any significant changes in experience as compared to historical return pattern will impact the expected return percentages estimated by the Company

(e) Provision for inventory

The Company provides provision based on policy, past experience, current trend and future expectations of the inventory held by them.

(f) Useful life of property, plant and Equipements

Useful lives of property, plant and equipment and intangible assets The Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. During financial years ended 31 March 2019, there were no changes in useful lives of property plant and equipment and intangible assets other than those resulting from store closures / shifting of premises.

The Company at the end of each reporting period, based on external and internal sources of information, assesses indicators and mitigating factors of whether a store (cash generating unit) may have suffered an impairment loss. If it is determined that an impairment loss has been suffered, it is recognised in profit or loss

(g) Embedded derivative

The Company enters into purchase gold contract, in which the amount payable is not fixed based on gold price on the date of purchase, but instead is affected by changes in gold prices in future. Such transactions are entered into to protect against the risk of gold price movement in the purchased gold. Accordingly, such unfixed payables (gold loan) are considered to have an embedded derivative. The Company designates the gold price risk in such instruments as hedging instruments, with gold inventory considered to be the hedged item. The hedged risk is gold prices movement.

(h) Going concern

During the current year ended March 31, 2019, management has performed an assessment of the entity’s ability to continue as a going concern. Based on the assessment, management believe that there is no material uncertainty with respect to any events or conditions that may cast a significant doubt on the entity to continue as a going concern, hence the financial statements have been prepared on going concern basis.

(i) Impairment of equity investment in a subsidiary company.

The accumulated losses of a subsidiary company viz. Tribhovandas Bhimji Zaveri (Bombay) Limited, have eroded its net worth. Tribhovandas Bhimji Zaveri (Bombay)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

Limited is taking ongoing steps to revamp its business operations.

Based on its future business plans and strategic growth projections, the Company has determined that no impairment is required at this stage. Further, the Company has provided a letter of financial support to Tribhovandas Bhimji Zaveri (Bombay) Limited and therefore no provision has been considered necessary.

f. Current -non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria :

a. it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;

b. it is held primarily for the purpose of being traded;

c. it is expected to be realised within 12 months after reporting date; or

d. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it is satisfies any of the following criteria:

a. it is expected to be settled in the Company's normal operating cycle;

b. it is held primarily for the purpose of being traded;

c. it is due to be settled within 12 months after the reporting date; or

d. the Company does not have as unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instrument do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Operating Cycle :

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

2.2 Significant accounting policies

a) Property, plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses , if any.

The cost of Property, plant and equipment comprises its purchase price/acquisition cost, net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from tax authorities), any directly attributable expenditure on making the asset ready for its intended use. Subsequent expenditure on property, plant and equipment after its purchase/completion is capitalized only if it is probable that future economic benefit associated with the expenditure will flow to the company.

Property, plant and equipment not ready for the intended use on the date of balance sheet are disclosed as "Capital work-in-progress".

If significant parts of an item of property, plant and equipment have different lives, then they are accounted for as separate items (major components) of property, plant and equipment.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

Gains or losses arising from disposal or retirement of property, plant and equipment are recognised in the Statement of Profit and Loss.

On transition to Ind AS, the Company has elected to continue with the carrying value of all its property, plant and equipment recognized as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of property, plant and equipment (See Note No 3)

Depreciation on PPE has been provided under pro-rata basis using straight line method over the estimated useful life of the assets. Freehold land is not depreciated.

Property, plant and equipment	Management estimate of useful life	Useful life as per Schedule II
Factory buildings	30 years	30 years
Other buildings	60 years	60 years
Leasehold improvement	Primary period of lease	Primary period of lease
Plant and machinery	15 years	15 years
Computer equipment	3 to 6 years	3 to 6 years
Furniture and fittings	5 to 10 years	10 years
Vehicles	8 years	8 years

Depreciation method, useful lives and residual values are reviewed at each financial year end and adjusted, if appropriate.

Depreciation for the year is recognised in the Statement of Profit and Loss.

b) Intangible assets

Intangible assets are recognised only when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of such assets can be measured reliably. Intangible assets are stated at cost less accumulated amortisation and impairment loss, if any. All costs relating to the acquisition are capitalised.

Intangible assets are amortised in the Statement of Profit or Loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset.

The Company's intangible assets comprise of Computer software which are being amortised on a straight line basis over their estimated useful life of five years. Amortisation method and useful lives are reviewed at each reporting date. If the useful life of an asset is estimated to be significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern.

On transition to Ind AS, the Company has elected to continue with the carrying value of its intangible assets recognized as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of intangible assets (see Note 5)

c) Impairment of non financial assets

Assessment for impairment is done at each balance sheet date as to whether there is any indication that a non-financial asset may be impaired. For the purpose of assessing impairment, the smallest identifiable Company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or Companys of assets is considered as a cash generating unit.

If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognising the impairment loss as an expense in the Statement of profit and loss. Recoverable amount is higher of an asset's or cash generating unit's fair value less cost of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

d) Investments Property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its investment property recognised as at 1 April 2016, measured as per the previous GAAP and use that carrying value as the deemed cost of such investment property.

The Company depreciates investment properties over a period of 30 years on a straight-line basis over its estimated useful life.

Any gain or loss on disposal of an investment property is recognised in profit or loss.

The fair values of investment property is disclosed in the notes. Fair values is determined by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued.

e) Inventories

Inventories which comprise raw materials, finished goods, stock-in-trade and packing materials are carried at the lower of cost or net realizable value. Cost is determined on weighted average basis.

Cost of inventories comprises all costs of purchase and, other duties and taxes (other than those subsequently recoverable from tax authorities), costs of conversion and all other costs incurred in bringing the inventory to their present location and condition. In respect of purchase of goods at prices that are yet to be fixed at the year end, adjustments to the provisional amounts are recognised based on the year end closing gold rate.

Diamond finished jewellery is valued at specific cost.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

f) Borrowing Costs

Borrowing costs consist of interest and other costs (including exchange differences to the extent regarded as an adjustment to the interest costs) incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition or construction of an asset, as defined in Ind AS 23, that necessarily takes a substantial period of time to get ready for its intended use are capitalized as a part of the cost of such assets. All other borrowing costs are recognized as an expense in the period in which they are incurred.

g) Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer and sales under sale or return basis arrangements where in the Company has during this financial year adopted modified retrospective approach in line with Ind As 115, Revenue from Contracts with customers, mandatory for reporting periods beginning on or after 1 April 2018.

i) Sale of goods

Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods. In determining the transaction price for the sale of product, the Company considers the effects of variable consideration.

(a) Variable consideration

Revenue is measured at fair value of consideration received or receivable net of returns, trade and scheme discounts, volume rebate excluding taxes or duties collected on behalf of the government.

If the consideration in a contract includes a variable amount, the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of product provide customers with a right of return. The rights of return give rise to variable consideration.

(b) Rights of return

Certain contracts provide a customer with a right to return the goods within a specified period. The Company uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Company will be entitled. The requirements in Ind AS 115 on constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Company recognises a refund liability. A right of return asset and corresponding adjustment to change in inventory is also recognised for the right to recover products from a customer.

(c) Assets and libailities arising from rights of return

Right of return assets:

Right of return asset represents the Companys right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. The Company updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products

Refund liabilities:

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Company ultimately expects it will have to return to the customer. The Company updates

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period. Refer to above accounting policy on variable consideration.

ii) **Service Income** : Service income is recognized on rendering of services at a point in time.

iii) **Gift Card** : Sales are recognized when the vouchers are redeemed and goods are sold to the customers.

iv) **Interest Income :** Interest income is recorded using the Effective Interest Rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial assets or to the amortised cost of a financial liability. When calculating the EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instruments (for example : prepayment and extension), but does not consider the expected credit losses. Interest income is included in other income in the Statement of Profit and Loss.

h) Foreign currency transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the dates of the transactions. Exchange differences arising on foreign currency transactions settled during the period are recognized in the Statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated into functional currency at the exchange rates at the reporting date. The resultant exchange differences are recognized in the Statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

i) Employee benefits

Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Post-employment benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pays specified contribution to a Government administered scheme and has no obligation to pay any further amounts. The Company makes specified monthly contributions towards provident fund and employee state insurance, which are defined contribution plans, at the prescribed rates. The Company's contribution is recognised as an expense in the Statement of profit and loss during the period in which the employee renders the related service.

Defined benefit plans

Gratuity

The Company operates a defined benefit gratuity plan in India. The Company contributes to a gratuity trust maintained by an independent insurance company. The Company’s liabilities under the Payment of Gratuity Act are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method. Obligation is measured at the present value of estimated future cash flows

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government bonds, where the terms of the Government bonds are consistent with the estimated terms of the defined benefit obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in 'Employee benefits expense' in the Statement of Profit and Loss. Re-measurement gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) arising from changes in actuarial assumptions are recognised in the period in which they occur, directly in OCI. They are included in retained earnings in the Statement of changes in equity and in the Balance Sheet. Re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Other long-term employee benefits

Compensated absences

The Company provides for encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment / availment. The Company makes provision for compensated absences based on an independent actuarial valuation carried out at the end of the year using the projected unit credit method. Actuarial gains and losses are recognised in the Statement of profit and loss.

j) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is (or contains) a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets, and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Where the Company is the lessee

A lease is classified at the inception date as a finance lease or an operating lease. Leases, where substantial portion of risk and reward of ownership are retained by the lessor, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over eight to nine years or the lease period, whichever is shorter.

Where the Company is the lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset is classified as an operating lease. Assets subject to operating leases are included in the property, plant and equipment. Rental income on an operating lease is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the Statement of Profit and Loss.

Plant and machinery and land and building given by the Company under operating lease are included in property, plant and equipment and investment property respectively.

k) Income taxes

Income tax expense comprises current tax and deferred tax. It is recognised in the Statement of profit or loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

Current tax

The Income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in India.

Current income tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

Loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. The management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date, and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current tax and deferred tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and Loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternate Tax (MAT) is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized , it is credited to the Statement of profit and loss and is considered as (MAT Credit Entitlement). Minimum Alternate Tax (MAT) Credit are in the form of unused tax credits that are carried forward by the Company for a specified period of time , hence , it is presented as Deferred Tax Asset.

l) Earnings per share (EPS)

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

m) Provision, contingent liabilities and contingent assets

The Company creates a provision when there is a present obligation (legal or constructive) as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date and are discounted to its present value if the effect of time value of money is considered to be material. These are reviewed at each year end date and adjusted to reflect the best current estimate. The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided for.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may or may not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

n) Investment in Subsidiaries

The Company has elected to account for its equity investments in subsidiaries under Ind AS 27 on separate financial statements, at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of profit and loss.

Upon first-time adoption of Ind AS, the Company has elected to measure its investments in subsidiaries at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1 April,2016

o) Cash and cash equivalents

Cash and Cash Equivalents in the balance sheet and for the purpose of cash flow statement comprise cash in hand and cash at bank including fixed deposit with original maturity period of three months and short-term highly liquid investments with an original maturity of three months or less net of outstanding bank over drafts as they are considered an integral part of the Company's cash management.

p) Financial instruments

A Financial instruments is any contract that gives rise to a financial assets of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial recognition and measurement:

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Companys business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

price determined under Ind AS 115. Refer to the accounting policies in section (g) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Financial asset :

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

a) Debt instruments at amortised cost

b) Debt instruments at fair value through other comprehensive income (FVTOCI)

c) Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

d) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency. The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's consolidated balance sheet) when:

a) The rights to receive cash flows from the asset have expired, or

b) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies Expected Credit Loss ("ECL") model for measurement and recognition of impairment loss on the financial assets measured at amortized cost and financial assets measured at FVOCI. For financial assets other than trade receivables, as per Ind AS 109, the Company recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

on financial asset increases significantly since its initial recognition. The Company's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognised in Statement of Profit and Loss

Financial liabilities :

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the Balance Sheet, if the Company currently has a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

q) Derivative financial instruments and hedge accounting

Embedded derivative

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified variable.

Derivative are initially measured at fair value. Subsequent to initial recognition, derivative are measured at fair value, and changes there in are generally recognised in profit and loss.

At the inception of a hedge relationship, the Company formally designates and documents the hedge relationship to which the Company wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Company's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

r) Standards Issued but not Effective:

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the company's financial statement are disclosed below. The Company intends to adopt these standards if applicable, when they become effective. The ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Second Amendment Rule, 2019 applicable from 1 April 2019 amending the following standard:

i) Impact of Ind AS 116 - Leases

On 30 March 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e. the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit and loss. The standard also contains enhanced disclosure requirements for lessess. Ind AS 116 substantially carried forwad the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after 1 April 2019. The standard premits two possible method of transition:

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

Full retrospective - Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors

Modified retrospective - Retrospectively, with the cumulative effect of initially applying the Standard recognised at the date of initial application. Under modified retrospective approach, the asessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset eighter as:

Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or

An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognised under Ind AS 17 immediately before the date of initial application. Certain practical expedients are available under both the methods.

On completion of evaluation of the effect of adoption of Ind AS 116, the Company is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings, on the date of initial application (April 2019). Accordingly, comparatives for the year ended 31 March 2019 will not be retrospectively adjusted.

ii) Amendment to existing issued Ind AS

The MCA has also carried out amendments of the following accounting standards:

(a) Appendix C to Ind AS 12: Uncertainty over Income Tax Treatment

The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognises the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

An entity applies those amendments for annual reporting periods beginning on or after 1 April 2019. Since the Company's current practice is in line with these amendments, the Company does not expect any effect on its financial statements.

(b) Amendments to Ind AS 109: Prepayment Features with Negative Compensation

Under Ind AS 109, a debt instrument can be measured at amortised cost or at fair value through other comprehensive income, provided that the contractual cash flows are 'solely payments of principal and interest on the principal amount outstanding' (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. The amendments to Ind AS 109 clarify that a financial asset passes the SPPI criterion regardless of the event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract.

The amendments should be applied retrospectively and are effective for annual periods beginning on or after 1 April 2019. These amendments have no impact on the financial statements of the Company.

(c) Amendments to Ind AS 19: Plan Amendment, Curtailment or Settlement

The amendments to Ind AS 19 address the accounting when a plan amendment,

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

curtailment or settlement occurs during a reporting period. The amendments specify that when a plan amendment, curtailment or settlement occurs during the annual reporting period, an entity is required to:

Determine current service cost for the remainder of the period after the plan amendment, curtailment or settlement, using the actuarial assumptions used to remeasure the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event.

Determine net interest for the remainder of the period after the plan amendment, curtailment or settlement using: the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event; and the discount rate used to remeasure that net defined benefit liability (asset).

The amendments also clarify that an entity first determines any past service cost, or a gain or loss on settlement, without considering the effect of the asset ceiling. This amount is recognised in profit or loss. An entity then determines the effect of the asset ceiling after the plan amendment, curtailment or settlement. Any change in that effect, excluding amounts included in the net interest, is recognised in other comprehensive income.The amendments apply to plan amendments, curtailments, or settlements occurring on or after the beginning of the first annual reporting period that begins on or after 1 April 2019. These amendments will apply only to any future plan amendments, curtailments, or settlements of the Company.

(d) Amendments to Ind AS 28: Long-term interests in associates and joint ventures

The amendments clarify that an entity applies Ind AS 109 to long-term interests in an associate or joint venture to which the equity method is not applied but that, in substance, form part of the net investment in the associate or joint venture (long-term interests). This clarification is relevant because it implies that the expected credit loss model in Ind AS 109 applies to such long-term interests.

The amendments also clarified that, in applying Ind AS 109, an entity does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognised as adjustments to the net investment in the associate or joint venture that arise from applying Ind AS 28 Investments in Associates and Joint Ventures.

The amendments should be applied retrospectively in accordance with Ind AS 8 for annual reporting periods on or after 1 April 2019. Since the Company does not have associate and joint venture, the amendments will not have an impact on its financial statements.

(e) Annual improvement to Ind AS (2018)

Amendments to Ind AS 103: Party to a Joint Arrangements obtains control of a business that is a Joint Operation

The amendments clarify that, when an party to a joint arrangement obtains control of a business that is a joint operation, it applies the requirements for a business combination achieved in stages, including remeasuring previously held interests in the assets and liabilities of the joint operation at fair value. In doing so, the acquirer remeasures its entire previously held interest in the joint operation.

An entity applies those amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 April 2019. These amendments are currently not applicable to the Company.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

Amendments to Ind AS 111: Joint Arrangements

A party that participates in, but does not have joint control of, a joint operation might obtain joint control of the joint operation in which the activity of the joint operation constitutes a business as defined in Ind AS 103. The amendments clarify that the previously held interests in that joint operation are not remeasured. An entity applies those amendments to transactions in which it obtains joint control on or after the beginning of the first annual reporting period beginning on or after 1 April 2019. These amendments are currently not applicable to the Company but may apply to future transactions.

Amendments to Ind AS 12: Income Taxes

The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognises the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

An entity applies those amendments for annual reporting periods beginning on or after 1 April 2019. Since the Company's current practice is in line with these amendments, the Company does not expect any effect on its financial statements.

Amendments to Ind AS 23: Borrowing Costs

The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.

An entity applies those amendments to borrowing costs incurred on or after the beginning of the annual reporting period in which the entity first applies those amendments. An entity applies those amendment for annual reporting period beginning on or after 1 April 2019. The amendments doesn't have any effect on its financial statements.

Application of above standars are not expected to have any significant impact on the Company's Financial Statements.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

3 Property, plant and equipment

₹ in Lacs

	Leasehold improvements	Building	Plant and machinery*	Furniture and fittings	Computers	Vehicles	Total
Cost							
As at 1 April 2017	**1,341.12**	**4,074.88**	**1,419.52**	**1,300.19**	**494.33**	**91.18**	**8,721.22**
Additions	482.85	-	276.14	282.79	12.12	21.34	1,075.24
Deductions / adjustment during the year	121.83	(6.67)	(58.77)	144.07	2.25	0.01	202.72
As at 31 March 2018	**1,702.14**	**4,081.55**	**1,754.43**	**1,438.91**	**504.20**	**112.51**	**9,593.74**
As at 1 April 2018	**1,702.14**	**4,081.55**	**1,754.43**	**1,438.91**	**504.20**	**112.51**	**9,593.74**
Additions	505.79	0.58	508.73	343.51	36.77	31.36	1,426.74
Deductions / adjustment during the year	33.63	-	6.05	16.75	1.02	-	57.45
As at 31 March 2019	**2,174.30**	**4,082.13**	**2,257.11**	**1,765.67**	**539.95**	**143.87**	**10,963.03**
Depreciation / Amortisation							
As at 1 April 2017	**208.68**	**85.44**	**140.52**	**187.64**	**140.53**	**15.55**	**778.36**
Depreciation/ amortisation for year	221.81	69.56	132.43	221.07	135.84	17.69	798.40
Deductions / adjustment during the year	37.81	-	24.40	(6.40)	1.22	-	57.03
As at 31 March 2018	**392.68**	**155.00**	**248.55**	**415.11**	**275.15**	**33.24**	**1,519.73**
As at 1 April 2018	**392.68**	**155.00**	**248.55**	**415.11**	**275.15**	**33.24**	**1,519.73**
Depreciation/ amortisation for year	284.91	69.55	178.72	242.35	107.36	17.75	900.64
Deductions / adjustment during the year	23.06	-	1.99	8.70	0.66	-	34.41
As at 31 March 2019	**654.53**	**224.55**	**425.28**	**648.76**	**381.85**	**50.99**	**2,385.96**
Net book value as at:-							
31 March 2018	**1,309.46**	**3,926.55**	**1,505.88**	**1,023.80**	**229.05**	**79.27**	**8,074.01**
31 March 2019	**1,519.77**	**3,857.58**	**1,831.83**	**1,116.91**	**158.10**	**92.88**	**8,577.07**

Notes:

a) Property plant and equipment are pledged as security for working capital loans and vehicles against vehicle loans (refer note 20 and 24).

b) Plant and Machinery includes net block amounting to ₹ 405.96 lacs (31 March 2018: ₹ 443.62 lacs) being the carrying value of plant and machinery situated at Kandivali (West), Mumbai given on operating lease rental.(*)

c) As at 31 March 2019, Buildings with carrying amount of ₹ 3,857.57 lacs (31 March 2018 ₹ 3,926.54 lacs) are subject to first pari passu charge to secured borrowings (refer note 24)

4 Investment property

	Freehold Land	Building	Total
Cost			
As at 1 April 2017	**1,419.34**	**484.57**	**1,903.91**
Additions	-	-	-
Deductions / adjustment during the year	-	-	-
As at 31 March 2018	**1,419.34**	**484.57**	**1,903.91**
As at 1 April 2018	**1,419.34**	**484.57**	**1,903.91**
Additions	-	-	-
Deductions / adjustment during the year	-	-	-
As at 31 March 2019	**1,419.34**	**484.57**	**1,903.91**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

	Freehold Land	Building	Total
Depreciation / Amortisation			
As at 1 April 2017	**-**	**19.90**	**19.90**
Depreciation/ amortisation for year	-	18.25	18.25
Deductions / adjustment during the year	-	-	-
As at 31 March 2018	**-**	**38.15**	**38.15**
As at 1 April 2018	**-**	**38.15**	**38.15**
Depreciation/ amortisation for year	-	18.27	18.27
Deductions / adjustment during the year	-	-	-
As at 31 March 2019	**-**	**56.42**	**56.42**
Net book value as at:-			
31 March 2018	**1,419.34**	**446.42**	**1,865.76**
31 March 2019	**1,419.34**	**428.15**	**1,847.49**

Notes:

a) As at 31 March 2019, Buildings with carrying amount of ₹ 428.16 lacs (31 March 2018 ₹ 446.41 lacs) are subject to first pari passu charge to secured borrowings (refer note 24)

Information regarding income and expenditure of Investment property

	31 March 2019	31 March 2018
Rental income derived from investment properties	147.60	151.78
Direct operating expenses (including repairs and maintenance) generating rental income	-	-
Direct operating expenses (including repairs and maintenance) that did not generate rental income	-	-
Profit arising from investment properties before depreciation and indirect expenses	**147.60**	**151.78**
Less – Depreciation	18.27	18.25
Profit arising from investment properties before indirect expenses	**129.33**	**133.53**

The Company's investment properties consist of one commercial property in India. The management has determined that the investment property consist of one class of assets factory based on the nature, characteristics and risks of property.

As at 31 March 2019 and 31 March 2018, the fair values of the builiding is ₹ 2,750.73 lacs and ₹ 2,660.54 lacs respectively. These valuations are based on valuations performed by independent valuer. A valuation model in accordance with that recommended by the International Valuation Standards Committee has been applied.

The Company has no restrictions on the realisability of its investment property and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance and enhancements.

Fair value hierarchy disclosures for investment property have been provided in Note 39.13.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

5 Intangile assets

	Computer software	Total
Cost		
As at 1 April 2017	**150.47**	**150.47**
Additions	2.41	2.41
Deductions / adjustment during the year	(1.01)	(1.01)
As at 31 March 2018	**153.89**	**153.89**
As at 1 April 2018	**153.89**	**153.89**
Additions	331.69	331.69
Deductions / adjustment during the year	-	-
As at 31 March 2019	**485.58**	**485.58**
Depreciation / Amortisation		
As at 1 April 2017	**51.89**	**51.89**
Depreciation/ amortisation for year	32.70	32.70
Deductions / adjustment during the year	-	-
As at 31 March 2018	**84.59**	**84.59**
As at 1 April 2018	**84.59**	**84.59**
Depreciation/ amortisation for year	73.00	73.00
Deductions / adjustment during the year	-	-
As at 31 March 2019	**157.59**	**157.59**
Net book value as at:-		
31 March 2018	**69.30**	**69.30**
31 March 2019	**327.99**	**327.99**

6 Investment in subsidiaries

(Unquoted at cost unless otherwise stated)

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
- Investments in equity instruments (refer note 39.7)		
5,020 (31 March 2018: 5,020) equity shares of ₹ 100 each, fully paid up in Tribhovandas Bhimji Zaveri (Bombay) Limited a wholly owned subsidiary	202.33	202.33
	202.33	**202.33**
Aggregate value of unquoted non-current investment	202.33	202.33

7 Security deposits

(Unsecured, considered good)

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
To related parties		
- Security deposits (refer note 39.7)	83.42	76.53
To parties other than related parties		
- Security deposits	988.21	857.82
	1,071.63	**934.35**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

8 Deferred tax assets (net)

a The major components of income tax (income)/expense are:

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Deferred tax assets	562.91	414.36
Deferred tax Liability	(538.73)	(601.36)
Net deferred tax	**24.18**	**(187.00)**

b Deferred tax relates to following

	Balance sheet		Statement of profit and loss	
	31 March 2019	**31 March 2018**	**31 March 2019**	**31 March 2018**
Property, plant and equipment	(538.73)	(538.28)	0.45	(34.68)
Employee benefits	421.23	334.86	(86.36)	(29.38)
Fair valuation of gold loan derivative	-	(63.08)	(63.07)	109.20
Provision for doubtful debts	1.77	26.41	24.64	(0.26)
Leases	74.17	53.09	(21.10)	(10.39)
Carry forward loss	-	-	-	69.48
Provision for sales return	65.74	-	(65.74)	-
Deferred tax expense / (income)			**(211.18)**	**103.97**
Deferred tax assets / (liabilities)	**24.18**	**(187.00)**		

9 Non-current tax assets

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Advance tax (net of provision for tax of ₹ 992 lacs (31 March 2018: ₹ 981 Lacs)	84.46	110.43
	84.46	**110.43**

10 Other non-current assets

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Advances for capital expenditure	16.75	258.84
Balance with government authorities (other than income tax)	354.69	887.90
Prepayments		
- To related party (refer note 39.7)	4.23	6.25
- To other than related party	436.39	175.79
	812.06	**1,328.78**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

11 Inventories*

(Valued at the lower of cost or net realisable value)

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Raw material **	16,130.63	16,164.06
Finished goods **	52,931.33	45,112.24
Stock-in-trade **	49,589.56	40,872.90
Packing material	41.39	31.59
	118,692.91	**102,180.79**

*Working Capital Borrowing are secured by hypothecation of inventories of the Company (refer note 24).

**Cost of precious stones is determined by management based on technical estimate of the purity and clarity of diamonds used, on which the auditors have placed reliance, as this being a technical matter.

During the year ended 31 March 2019 ₹ 35 lacs (Previous year: ₹ NIL) is recognised as an expense for invntories carried at net realisatble value.

12 Trade receivables*

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Unsecured, considered good**	2,586.18	2,296.19
Considered credit impaired	5.06	5.06
	2,591.24	2,301.25
"Less: Impairment allowance (allownace for bad and doubtful debts) Considered credit imparied"	(5.06)	(5.06)
	2,586.18	**2,296.19**
Total	**2,586.18**	**2,296.19**

*Working capital borrowing are secured by hypothecation of trade receivables of the Company (refer note 24).

** Includes receivable from credit card companies amounting to ₹ 159.46 lacs (31 March 2018: ₹ 126.32 lacs)

No trade or other receivables are due from directors or other officers of the Comapany either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a parter, a director or a member.

Trade receivables are generally not interest-bearing.

The movement in allowance for doubtful receivables is as follows:

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Balance as at beginning of the year	5.06	5.06
Provision created/(reversed) during the year Considered credit imparied	-	-
Balance as at the end of the year	**5.06**	**5.06**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

13 Cash and cash equivalents

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Balances with banks		
- on current accounts	182.70	846.11
Cash on hand	462.92	243.62
	645.62	**1,089.73**

As at 31 March 2019, the Company had available ₹ 4,430.71 lacs (31 March 2018: ₹ 10,712.66 lacs) of undrawn committed borrowing facilities.

14 Bank balances other than cash and cash equivalents

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Bank deposits (with original maturity for more than 3 months but less than 12 months)*	3,324.14	2,651.57
Earmarked balance with banks#		
- Unclaimed dividend	1.75	0.70
- Unclaimed share application money	0.34	0.34
	3,326.23	**2,652.61**

#Includes restricted amounts towards Unclaimed Dividend of ₹ 1.75 Lacs (31 March 2018: ₹ 0.70 Lacs) and Unclaimed share application money due for refund of ₹ 0.34 Lacs (31 March 2018: ₹ 0.34 Lacs).

*Deposits with a carrying amount of ₹ 5.54 Lacs (31 March 2018: ₹ 5.54 Lacs) are under lien with VAT authorities as deposits.

*Deposits with a carrying amount of ₹ 3,311.10 Lacs (31 March 2018: ₹ 2,635.30 Lacs) are under lien to secure working capital facilities availed from banks.

*Deposits with a carrying amount of ₹ 7.50 Lacs (31 March 2018: ₹ 7.50 Lacs) are towards base capital given to Multi Commodity Exchange India Ltd.

15 Security deposits

(Unsecured, considered good)

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
To parties other than related parties		
- Security deposits	47.62	112.16
	47.62	**112.16**

16 Other financial assets

(Unsecured, considered good)

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Interest accrued on fixed deposits	157.31	69.23
	157.31	**69.23**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

17 Other current assets

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
To related parties		
Advance to suppliers (refer note 39.7)	249.81	218.51
Prepayments (refer note 39.7)	6.72	4.17
To parties other than related parties		
Advance to suppliers	109.90	59.97
Advances to employees and others	65.09	16.72
Prepayments	235.63	345.52
Balance with government authorities (other than income tax)	1,232.90	330.94
Refund Assets	2,815.66	-
	4,715.71	**975.83**

18 Equity share capital

Authorised share capital

	As at 31 March 2019		As at 31 March 2018	
	No. of shares	₹ in Lacs	No. of shares	₹ in Lacs
As at the beginning of the year	**75,000,000**	**7,500.00**	**75,000,000**	**7,500.00**
Increase during the year	-	-	-	-
As at the end of the year	**75,000,000**	**7,500.00**	**75,000,000**	**7,500.00**

Issued equity share capital

	As at 31 March 2019		As at 31 March 2018	
	No. of shares	₹ in Lacs	No. of shares	₹ in Lacs
At the beginning and at the year end	**66,730,620**	**6,673.06**	**66,730,620**	**6,673.06**
Increase during the year	-	-	-	-
At the end of the year	**66,730,620**	**6,673.06**	**66,730,620**	**6,673.06**

a Terms / rights attached to equity shares

The company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to his share of paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

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

	As at 31 March 2019		As at 31 March 2018	
	No. of Shares	% holding in the class	No. of Shares	% holding in the class
Equity shares of ₹ 10 each fully paid up held by:				
Shrikant Zaveri	33,402,275	50.06%	33,402,275	50.06%
Binaisha Zaveri	5,285,000	7.92%	5,285,000	7.92%
Raashi Zaveri	4,572,500	6.85%	4,572,500	6.85%
Bindu Zaveri	3,500,000	5.24%	3,500,000	5.24%

19 Other equity

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Securities premium		
As at the beginning of the year	**16,791.35**	**16,791.35**
Add: Securities premium collected during the year	-	-
As at the end of the year	**16,791.35**	**16,791.35**
General reserves		
As at the beginning of the year	**1,401.47**	**1,401.47**
Add: Transfer during the year	-	-
As at the end of the year	**1,401.47**	**1,401.47**
Surplus in profit and loss		
As at the beginning of the year	**23,863.05**	**21,757.57**
Add / (Less): Opening provision for sales return	(68.40)	-
Adjusted balance as at 1 April 2018	**23,794.65**	**21,757.57**
Add / (Less): Profit for the year	1,530.58	2,105.48
Add / (Less): Dividend for year ended 31 March 2018	(603.36)	-
As at the end of the year	**24,721.87**	**23,863.05**
Other comprehensive income		
As at the beginning of the year	**(61.82)**	**(25.41)**
Add: Re-measurement gains/ (losses) on defined benefit plans	(169.23)	(55.68)
Add: Income tax effect	57.17	19.27
As at the end of the year	**(173.88)**	**(61.82)**
	42,740.81	**41,994.05**

Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with provisions of the Companies Act 2013.

General reserves

The general reserve is mainly created / built by the Company from time to time by transferring the profits from the retained earnings. The reserve may be utilised mainly to declare dividend as permitted under Companies Act 2013.

Surplus in profit and loss

Retained earnings comprise of the Company's undistributed profits after taxes.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

Other comprehensive income

Items of other comprehensive income consist of re-measurement gain/(losses) on defined benefit plan of the Company.

20 Non-current borrowings

₹ in Lacs

	Effective interest rate %	Maturity	As at 31 March 2019	As at 31 March 2018
Secured				
Term loans				
- from banks	9.01% to 10%	Apr'20 & Sept'20	1.35	7.90
			1.35	**7.90**
Amount disclosed as current maturities of long term borrowings under the head other current liabilities (refer note 26)				
- from banks			**6.08**	5.13
			6.08	5.13

The term loans from banks are secured by hypothecation of vehicle purchased.

The term loans shall be repayable on monthly installments till 10 April 2020 and 5 September 2020.

The Company has not defaulted for any loans payable, and there has been no breach of any loan covenants

21 Security deposits

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
From related parties		
- Security deposits (refer note 39.7)	46.40	42.58
	46.40	**42.58**

22 Non-current provisions

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Employee benefits obligations		
- Provision for gratuity (refer note 39.5 (b))	569.72	465.90
	569.72	**465.90**

23 Other non-current liabilities

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
From other than related parties		
- Deferred rent liability	157.73	106.77
	157.73	**106.77**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

24 Current borrowings

₹ in Lacs

	Effective interest rate	Maturity	As at 31 March 2019	As at 31 March 2018
- Secured				
Loans repayable on demand from Banks*				
- Working capital demand loan	10.25% to 10.80 %	15 April 2019	3,250.00	6,750.00
- Gold loan	2.05% to 3.75 %	Various dates	29,989.50	27,839.88
- Cash credit	10% to 11.05%	On demand	27,303.23	22,252.00
			60,542.73	**56,841.88**
- Unsecured Loan				
Loans repayable on demand				
- From directors (refer note 39.7) **			-	15.00
			-	**15.00**
			60,542.73	**56,856.88**

*Working capital demand loan and the Cash credit facilities are part of a consortium arrangement with banks. The above facilities are secured by primary security by way of hypothecation charge on the entire current assets of the Company, present and future, on first pari passu basis among the members of the consortium.

Further, the facility is secured by collateral security on first pari passu charge basis among the members of the consortium

- By way of mortgage over premises at Zaveri Bazar, Mumbai, premises at Surat, premises at Kandivali Industrial Estate, Mumbai, premises at Nariman Point, Mumbai, premises at Punjagutta, Hyderabad.
- By way of hypothecation charge over Property, Plant and Equipment installed/erected at Surat, at Kandivali Industrial Estate, Mumbai, at Pune, and all movable and immovable assets present in all the Company's showrooms.

The facility is also secured by way of extension of mortgage charge on Second pari passu basis over commercial premises at Santacruz, Mumbai belonging to Shri Shrikant Zaveri (Chairman and Managing Director) and the personal guarantee of Shri Shrikant Zaveri the Chairman and Managing Director of the Company.

Further, bank deposits of ₹ 3,311.10 lacs (31 March 2018: ₹ 2,635.30 lacs) are under lien with the banks as a security for the above facilities. The facilities are also secured by Bank Guarantee of ₹ 18,384 lacs (31 March 2018: ₹ 24,710 lacs).

**Loan from directors is interest free and repayable on demand.

25 Trade payables

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Due to		
- Total outstanding dues of micro enterprises and small enterprises; and (refer note 39.4)	83.81	10.11
- Total outstanding dues of creditors other than micro enterprises and small enterprises	19,456.86	9,017.15
	19,540.67	**9,027.26**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

26 Other financial liabilities

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Current maturities of long term borrowings (refer note 20)	6.08	5.13
Interest accrued but not due on borrowings	49.23	80.68
Share application money due for refund*	0.34	0.34
Amount liable to be deposited in Investor Education and Protection Fund but not yet due for deposit		
- Unclaimed dividend	1.74	0.70
	57.39	**86.85**

*During May 2012, the Company had received application money for allotment of equity shares via Initial Public Offer (IPO). However, due to over subscription the application money became due for refund and was subsequently transferred to Investor education and protection fund on 3 May 2019. There is no interest payable on share application money.

27 Current provisions

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Employee benefit obligation		
- Provision for gratuity (refer note 39.5 (b))	159.42	24.26
- Provision for compensated absences	285.60	271.69
	445.02	**295.95**

28 Other current liabilities

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Advance received from customers	1,435.78	2,304.05
Customers dues under schemes / arrangements	7,027.02	3,039.08
Refund liability	3,006.56	-
Statutory dues#	173.51	165.47
Creditors for capital expenditure	146.43	97.42
Deferred rent liability	53.92	45.15
Accrual for expenses	500.69	566.13
	12,343.91	**6,217.30**

#Statutory dues includes Tax deducted at source, Goods and service tax, Employee state insurance, Provident fund and Profession tax.

Other current liabilities are non interest bearing and have an average of 10 month term.

Undisputed statutory dues are generally settled in the next months.

Company's scheme do not qualify as deposits and Company has obtained legal opinion to that effect.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

29 Revenue from contract with customers

29.1 Sale of product (Including excise duty)

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
- Sale of goods	176,358.11	175,507.20
Total	**176,358.11**	**175,507.20**
India	176,358.11	175,363.16
Outside india	-	144.04
Contract balances		
Trade receivables*	2,586.18	2,296.19
*Trade receivables are generally not interest-bearing.		
Reconciliation of revenue as recoginsed in Statement of Profit and Loss with the contracted price		
Revenue as per contracted price	192,114.37	185,942.60
Less: Adjustments		
Price adjustments such as discounts, rebates and sales promotion schemes	1,333.00	1,406.94
Sales return	14,423.26	9,028.47
Revenue as per Statement of Profit and Loss	**176,358.11**	**175,507.20**
Refund assets and Refund liabilities:		
Refund assets	2,815.66	-
Refund liabilities	3,006.56	-
Ind AS 115 Revenue from Contracts with Customers, mandatory for reporting periods beginning on or after April 1, 2018, replaces existing revenue recognition requirements. The application of Ind AS 115 has impacted the Company's accounting for revenue wherein the company has accounted for refund liability basis the past trend. The Company has applied the modified retrospective approach and debited the retained earnings at April 1, 2018 by ₹ 68.40 lacs, net of tax effect. The impact on the financial results of the Company is as follow:		
Decrease in Sales	1,398.07	-
Decrease in Cost of good sold	1,310.81	-
Decrease in Tax Expenses	29.48	-
Decrease in Profit after tax	57.79	-
Decrease Earnings per equity share	0.09	-
Disaggregated revenue information:		
Revenue from retail operations	167,967.69	163,502.15
Revenue from non-retail operations	8,390.42	12,005.05
Revenue from contract with customers	**176,358.11**	**175,507.20**

29.2 Other operating revenue

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
- Repairing of jewellery	24.54	61.31
Total	**24.54**	**61.31**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

30 Other income

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Interest Income		
- Interest income on bank deposits	164.35	175.13
- Income tax refund	-	11.57
- Interest Income (Other)	81.72	93.49
Dividend Income		
- Investments - Mutual Funds	-	0.15
Other Non-Operating Income		
- Rental income from investment property (refer note 39.3 (iii) & 39.7)	147.60	151.78
- Foreign exchange gain (net)	-	1.38
- Miscellaneous Income	60.20	119.26
- Liabilities/Provisions no longer required written back	106.61	151.51
	560.48	**704.27**

31 Cost of material consumed

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Inventory at the beginning of the year	**16,164.06**	**14,036.44**
Add: Purchases	144,132.01	130,667.75
	160,296.07	**144,704.19**
Less: Inventory at the end of the year	(16,130.63)	(16,164.06)
Cost of material consumed	**144,165.44**	**128,540.13**

32 Purchases of stock-in-trade

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Purchases of stock-in-trade	12,767.35	9,647.93
	12,767.35	**9,647.93**

33 Changes in inventories of finished goods and stock-in-trade

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Opening inventory		
- Finished goods	45,112.24	68,075.21
- Stock-in-trade	40,872.90	20,568.21
	85,985.14	**88,643.42**
Closing inventory		
- Finished goods	52,931.33	45,112.24
- Stock-in-trade	49,589.56	40,872.90
	102,520.89	**85,985.14**
(Increase) / Decrease in stock	**(16,535.75)**	**2,658.28**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

34 Employee benefits expenses

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Salaries, wages and bonus	6,681.97	6,626.52
Contribution to provident and other funds (refer note 39.5(a))		
- Provident fund	249.93	232.29
- Other fund	48.16	71.69
Gratuity expenses (refer note 39.5 (b))	119.75	144.27
Staff welfare expenses	218.32	226.97
	7,318.13	**7,301.74**

35 Finance costs

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Interest expenses	4,204.57	3,544.72
Other borrowing costs	432.63	429.62
	4,637.20	**3,974.34**

36 Depreciation and amortisation expenses

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Depreciation on property, plant and equipment (refer note 3)	900.64	798.40
Amortisation of intangible assets (refer note 5)	73.00	32.70
Depreciation on investment property (refer note 4)	18.27	18.25
	991.91	**849.35**

37 Other expenses

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Power and fuel	414.09	461.09
Water charges	10.98	17.18
Boxes and packing material	257.13	199.73
Repairs and maintenance		
- Plant & machinery	183.78	158.52
- Others	278.96	296.68
Jobwork charges	87.76	76.75
Rent (refer note 39.3 (iii))	2,862.34	2,515.27
Advertisement and sales promotion	3,842.88	3,964.32
Freight and forwarding charges	123.88	148.57
Commission and service charges	64.21	27.48
Insurance	42.19	43.88
Travelling and conveyance expenses	231.91	227.92
Rates and taxes	112.67	81.64

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Legal and professional fees	396.94	489.46
Royalty	(4.94)	84.33
Postage, telegrams and telephone charges	46.02	85.29
Payment to auditors:		
- Statutory audit	25.50	32.25
- Limited review of quarterly results	21.00	23.10
- Certification fees	-	1.65
- Out of pocket expenses	1.85	1.73
Security charges	229.58	226.13
Loss on sale of property plant and equipment	-	3.22
Asset written off	20.46	134.88
Loss on commodity hedging transaction	-	9.99
Loss on sale of Investment	-	7.46
Bank charges	692.78	469.31
Bad debts written off	2.19	-
Contribution towards Corporate Social Responsibility (refer note 39.2)	22.99	23.03
Directors sitting fees	5.60	6.01
Commission to directors (refer note 39.7)	22.50	22.65
Miscellaneous expenses	199.27	158.85
	10,194.52	**9,998.37**

38 Income tax expense

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
The major components of income tax expense for the years ended 31 March 2019 and 31 March 2018 are:		
(i) Amounts recognised in profit and loss		
Current income tax	**992.00**	**981.00**
Deferred income tax liability / (asset)		
Origination and reversal of temporary differences	(211.18)	103.97
Deferred tax expense / (income)	**(211.18)**	**103.97**
Tax expense for the year	**780.82**	**1,084.97**
(ii) Amounts recognised in other comprehensive income		
Items that will not be reclassified to profit or loss		
Remeasurements of defined benefit plans	57.17	19.27
(iii) Reconciliation of effective tax rate		
Profit before tax	2,311.40	3,190.45
Company's domestic tax rate	34.94%	34.61%
Tax using the company's domestic tax rate	**807.60**	**1,104.15**
Tax effect of:		
Expense not allowed for tax purposes - Donations & CSR	5.06	6.83
Others	3.41	(1.85)
Set-off against earlier years carry forward losses	-	(24.16)

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Effect of adoption of new accounting standard Ind AS 115	(35.25)	-
	780.82	**1,084.97**
Current tax	992.00	981.00
Deferred tax	(211.18)	103.97
Total tax	**780.82**	**1,084.97**

39 Notes to Accounts

39.1 Earning Per Share (EPS)

₹ in Lacs

Particulars	31 March 2019	31 March 2018
Profit after taxation (₹ in lacs)	1,530.58	2,105.48
Weighted Average Number of Equity Shares	66,730,620	66,730,620
Add: effect of potential issues of options	Nil	Nil
Number of shares considered as weighted average shares and potential shares outstanding	66,730,620	66,730,620
Basic earnings per share (₹)	2.29	3.16
Diluted earnings per share (₹)	2.29	3.16

39.2 Corporate social responsibility (CSR)

As per Section 135 of the Companies Act 2013, a CSR Committee has been formed by the Company. The areas of CSR activities are to eradicate hunger, poverty and malnutrition, promoting healthcare, including preventive health care and sanitation. The Company also wants to promote education, including special education and employment, enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects. As part of above, the Company has undertaken CSR activities through Cancer Patient Aid Association (CPAA), Ahmedabad Women's Action Company (AWAG), Stree Mukti Sanghatan, Voice Tree Technologies Private Limited, Baroda Citizen Council (BCC), Bharatiya Street Shakti and West Wind Foundation which are specified in Schedule VII of the Companies Act, 2013.

₹ in Lacs

Particulars	31 March 2019	31 March 2018
Gross amount required to be spent during the year	17.96	23.01
Amount spent during the year on :		
1) Construction / acquisition of assets		
a) Paid in cash	-	-
b) Yet to be paid	-	-
2) Other than (1) above		
a) Paid in cash	22.99	23.03
b) Yet to be paid	-	-
Total	**22.99**	**23.03**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

39.3 Contingent liabilities and commitments

(i) Contingent Liabilities

Claims against the Company not acknowledged as debts

Particulars	31 March 2019	31 March 2018
a) Guarantees given	18,384.00	24,710.00
b) Other matters for which the Company is contingently liable		
i) Sales tax matters	308.54	308.54
ii) Local body tax matters	31.54	31.54
iii) Custom duty matters	18.25	18.25

The contingent liabilities, if materialised, shall entirely be borne by the Company, as there is no likely reimbursement from any other party.

The Company's pending litigations comprises of claims against the Company primarly for shortfall of Forms F and disallowance of input credit, with Sales/VAT tax and other authorities. The Company has reviewed all its pending litigations and proceedings, and has adequately provided for where provisions are required and disclosed the contingent liabilities, where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

The Company has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law/ accounting standards for material foreseeable losses on such long-term contracts has been made in the books of account.

Other matters - Provident fund

There are numerous interpretative issues relating to the Supreme Court (SC) judgement on PF dated 28th February, 2019. As a matter of caution, the company has made a provision on a prospective basis from the date of the SC order. The company will update its provision, on receiving further clarity on the subject.

(ii) Commitments

Estimated amount of Contracts remaining to be executed on capital account and not provided for (net of advances) as at 31 March 2019 is ₹ 2.97 lacs (31 March 2018: ₹ 11.89 Lacs).

The Company has provided a letter of financial support upto 31 March 2019 to its wholly owned subsidiary company, Tribhovandas Bhimji Zaveri (Bombay) Limited.

(iii) Leases

Operating lease commitments as a lessee

The Company has entered into agreements for taking on lease certain residential / store premises. These lease have terms of between five to nine years. All leases include a clause to enable upward revision of the rental charge basis the prevailing market conditions.

The Company has recognized the showroom rent expenses in the books of accounts. Rental expenses under operating leases (including cancellable and non – cancellable) aggregating ₹ 2,862.34 lacs (31 March 2018: ₹ 2,515.27 lacs) have been included under "other expenses" in the Statement of Profit and Loss as disclosed under note 37.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

The future minimum lease payments in respect of non-cancellable operating leases as at 31 March 2019 are as follows -

₹ in Lacs

Particulars	31 March 2019	31 March 2018
Amount due within one year from the balance sheet date	2,915.35	2,561.07
Amount due for the period after one year and before five years	7,629.50	6,259.44
Amount due for the period after five years	2,432.84	1,434.02

Operating lease commitments as a lessor

The Company has recognized rent income on investment property and plant and machinery given on operating lease to its wholly owned subsidiary. Rent income aggregating to ₹ 147.60 lacs (31 March 2018: ₹ 151.78 lacs) have been included under "other income" in the Statement of Profit and Loss as disclosed under note 30.

The future minimum lease receipts in respect of non-cancellable operating leases as at 31 March 2019 are as follows -

₹ in Lacs

Particulars	31 March 2019	31 March 2018
Amount receivable within one year from the balance sheet date	147.60	147.60
Amount receivable for the period after one year and before five years	120.60	189.00
Amount receivable for the period after five years	-	-

39.4 Dues to Micro, Small and Medium Enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprise.

On the basis of the information and records available with management, the following disclosures are made for the amounts due to Micro, Small and Medium enterprises who have registered with the Competent authorities.

₹ in Lacs

Particulars	31 March 2019	31 March 2018
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:		
Principal amount due to Micro and Small Enterprises	83.81	10.11
Interest due on the above	2.19	
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day, during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	2.19	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

39.5 Gratuity and Other Post-employment benefit plans

a) Defined contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund and Employees State Insurance, which are defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognised as an expense towards contribution to Provident Fund and other funds for the year aggregated to ₹ 298.09 Lacs (31 March 2018: ₹ 303.98 Lacs) which is shown under notes to financial statements 34 – 'Employee benefits'.

b) Defined benefit plans

The Company operates gratuity plan through a Trust wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service or retirement, whichever is earlier. The benefit vests after five years of continuous service. In case of some employees, the Company's scheme is more favourable as compared to the obligation under Payment of Gratuity Act, 1972. The gratuity plan is funded. The Company contributes to the Fund based on the actuarial valuation report. The Company has contributed to the Insurer Managed Fund. The following tables summarise the components of net benefit expense recognised in the Statement of Profit and Loss, and the funded status and amounts recognised in the Balance Sheet for the respective plans:

₹ in Lacs

		Gratuity (funded)	
		31 March 2019	**31 March 2018**
I	**Change in Benefit Obligation**		
	Liability at the beginning of the year	**652.42**	**467.87**
	Interest cost	56.40	28.68
	Current service cost	73.30	118.93
	Benefit paid	(65.89)	-18.75
	Actuarial (gain) / loss on obligations	169.23	55.69
	Liability at the end of the year	**885.46**	**652.42**
II	**Amount recognised in the Balance Sheet**		
	Liability at the end of the year	885.46	652.42
	Fair value of plan assets at the end of the year	(156.32)	-162.26
	Amount recognised in the Balance Sheet	**729.14**	**490.16**
III	**Expenses recognised in the Statement of Profit and Loss**		
	Current service cost	73.30	118.93
	Interest cost	56.40	28.68
	Investment Income	(9.95)	-7.66
	Net actuarial (gain) / loss to be recognised	-	-
	Gratuity paid	-	4.32
	Adjustment to opening balance of plan assets	-	-
	Expense recognised in Statement of Profit and Loss	**119.75**	**144.27**
IV	**Expenses recognised in the Other Comprehensive Income**		
	Change in demographic assumptions	-	-146.16
	Change in Financial assumptions	160.06	-101.29
	Experience variance (i.e Actual experience vs assumptions)	9.17	303.27
	Return on plan assets	-	-0.13
	Expense recognised in the Other Comprehensive Income	**169.23**	**55.69**

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

₹ in Lacs

		Gratuity (funded)	
		31 March 2019	31 March 2018
V	**Balance Sheet Reconciliation**		
	Opening net liability	490.16	344.52
	Adjustment to opening balance	-	-
	Expense recognized in the Statement of Profit and Loss	119.75	144.27
	Expense recognized in the Statement of OCI	169.23	55.69
	Gratuity paid	-	-4.32
	Contribution Paid	(50.00)	-50.00
	Amount recognised in Balance Sheet	**729.14**	**490.16**
IV	**Composition of plan assets**		
	Qualifying insurance policies*	156.32	162.26
	A split of plan asset between various asset classes is as below:		
	Unquoted other debt instruments	**156.32**	**162.26**
VII	**Movement in fair value of plan assets**		
	Fair value of plan assets at the beginning of the year	162.26	123.35
	Adjustment to opening balance of plan assets	-	-
	Contributions paid into the plan	50.00	50.00
	Benefits paid by the plan	(65.89)	-18.75
	Investment Income	9.95	7.66
	Actuarial (losses) / gains	-	-
	Fair value of plan assets at the end of the year	**156.32**	**162.26**
VIII	**Principal actuarial assumptions**		
	Discount rate per annum	7.75%	8.15%
	Expected rate of return on plan Assets	7.75%	8.15%
	Salary escalation rate per annum	6.00%	5.00%
	Mortality	Indian Assured lives Mortality (2006-08) Ultimate	Indian Assured lives Mortality (2006-08) Ultimate
	Employee Turnover rate	0% - 28.00%	0% - 28.00%

IX The principal actuarial risks to which the Company is exposed are investment risk, interest rate risk, salary risk and longetivity risk.

Investment risk	The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.
Interest risk	The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.
Longetivity risk	The Company has used certain mortality and attrition assumptions in the valuation of the liability. The Company is exposed to the risk of actual experience turning out to be worse compared to the assumption.
Salary Risk	The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

IX Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

₹ in Lacs

Particulars	31 March 2019	31 March 2018
Defined Benefit Obligation (Base)	885.46	652.42

₹ in Lacs

Particulars	31 March 2019		31 March 2018	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	1,030.08	768.71	735.89	555.54
(% change compared to base due to sensitivity)	16.30%	(-13.20%)	15.70%	(-12.70%)
Salary Growth Rate (- / + 1%)	765.97	1,031.21	552.66	738.15
(% change compared to base due to sensitivity)	(-13.50%)	16.50%	(-13.10%)	16.00%
Attrition Rate (- / + 50% of attrition rates)	887.58	883.57	633.91	638.04
(% change compared to base due to sensitivity)	0.20%	0.20%	(-0.30%)	0.30%
Mortality Rate (- / + 10% of mortality rates)	884.50	886.41	634.86	637.37
(% change compared to base due to sensitivity)	(-0.10%)	0.10%	(-0.20%)	0.20%

X Maturity Profile of Defined Benefit Obligation

Weighted average duration (based on discounted cashflows) 15 years

Expected cash flows over the next (valued on undiscounted basis):	Indian Rupees (INR)
1 year	159.42
2 to 5 years	72.47
6 to 10 years	135.34
More than 10 years	3,297.46

The Company expects to pay ₹ 120 lacs (31 March 2018 ₹ 75 lacs) to the fund in the year ending 31 March 2020.

*The Company has maintained funds with Life Insurance Corporation of India and HDFC Life. The details of major category of plan assets held by the insurance companies is not available and hence the disclosure thereof is not made. The expected long-term rate of return on plan assets is based exclusively on the historical returns, without adjustments.

Estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

c) Other long-term employee benefits

Compensated absences

The liability towards compensated absences (annual and sick leave) for the year ended 31 March 2019 based on actuarial valuation carried out by using Projected unit credit method resulted in a (reversal)/charged of ₹ 40.86 Lacs (31 March 2018: reversal ₹ (43.92 Lacs).

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

Annual and sick leave assumptions

₹ in Lacs

	31 March 2019	31 March 2018
Discount rate per annum	7.75%	8.15%
Salary escalation rate per annum	6.00%	5.00%
Mortality	Indian Assured lives Mortality (2006-08) Ultimate	Indian Assured lives Mortality (2006-08) Ultimate
Employee turnover rate	0 - 26.00%	0 - 26.00%

39.6 Long-term contracts

The Company has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Company has reviewed and determined that there are no long term contracts (including derivative contracts) which require provision under any law / accounting standards for material foreseeable losses.

39.7 Information on related party transactions as required by the Indian Accounting Standard (IND AS) - 24 for the year ended 31 March 2019

I. Name of related parties

Key Managerial Personnel

1 Shrikant Zaveri, Chairman and Managing Director
2 Binaisha Zaveri, Whole Time Director
3 Raashi Zaveri, Whole Time Director
4 Saurav Banerjee, Chief Financial Officer
5 Niraj Oza, Company Secretary
6 Ajay Mehta, Independent Director
7 Kamlesh Vikamsey, Independent Director
8 Sanjay Asher, Independent Director

Relative of Key Managerial Personnel

1 Kunal S Vaishnav

Entities over which Key Managerial personnel and/or their relatives exercise significant influence

1 TBZ Limited Employees Gratuity Trust

Subsidiaries

1 Tribhovandas Bhimji Zaveri (Bombay) Limited
2 Konfiaance Jewellery Private Limited. (ceased from 31 March 2018)

Transactions during the year and balances as at year end with related parties:

₹ in Lacs

Nature of transaction	Key Managerial Personnel	Relative of Key Managerial Personnel	Subsidiaries
Transaction during the period *			
Making and melting charges paid (net of GST)	-	-	1,972.66
	-	-	(1,533.87)
Remuneration paid**	849.44	-	-
	(840.94)	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

₹ in Lacs

Nature of transaction	Key Managerial Personnel	Relative of Key Managerial Personnel	Subsidiaries
Sitting fees paid	5.60	-	-
	(6.01)	-	-
Commission paid	22.50	-	-
	(22.65)	-	-
Liquidation of investment	-	-	-
	-	-	(100.18)
Rent received (net of GST)	-	-	147.60
	-	-	(151.78)
Rent paid (net of GST)	215.65	-	-
	(148.00)	-	-
Legal fees paid	-	2.29	-
	-	(3.23)	-
Loan repaid	15.00	-	-
	-	-	-
Balance as at 31 March 2019*			
Loans payable	-	-	-
	(15.00)	-	-
Remuneration payable	-	-	-
	(37.65)	-	-
Prepayments receivable- non current	4.23	-	-
	(6.25)	-	-
Prepayments receivable- current	6.72	-	-
	(4.17)	-	-
Security deposits receivable	83.42	-	-
	(76.53)	-	-
Deposit payable	-	-	46.40
	-	-	(42.58)
Prepayments payable			6.62
			(10.42)
Commission payable	22.50	-	-
	(22.50)	-	-
Advance to suppliers	-	-	249.81
	-	-	(218.51)
Trade payable	-	0.32	
	-	(0.17)	-
Investment	-	-	202.33
	-	-	(202.33)

Notes:

1) All Related Party Transactions entered during the year were in ordinary course of the business and are on arm's length basis.
2) No amount in respect of the related parties have been written off / back during the year.
3) ESIC is not applicable to KMPs and Providend Fund is opted only by the Company Secretary.
4) For the year ended 31 March 2019, the Company has not recorded any impairment of receivables relating to amounts owned by related parties (31 March 2018 ₹ NIL lacs). The assessment is undertaken at each financial year through examining the financial position of the realted party and the market in which related party operates.
5) The borrowing is secured by personal guarantee of the Chairman and Managing Director of the Company (refer note 24).
6) *Amounts pertaining to year ended 31 March 2018 are in brackets.
7) ** Remuneration to key managerial personnel does not include charge for gratuity and leave encashment as employee-wise break-up is not available.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

39.8 Dividend on Equity Shares

₹ in Lacs

Particulars	31 March 2019	31 March 2018
Dividend on equity shares paid during the year (includes Dividend distribution tax)	603.36	-
Proposed dividend on equity shares recognised as liability	-	-
Proposed dividend on equity shares not recognised as liability	-	-
Final dividend of ₹ 0.75/- per share	500.48	500.48
Dividend distribution tax on final dividend	102.88	102.88

39.9 Segment reporting

The Company's business activity falls within a single primary business segment of "Jewellery" and one reportable geographical segment which is "within India". Accordingly, the company is a single segment company in accordance with Indian Accounting Standard 108 "Operating Segment".

39.10 Disclosure pursuant to change with SEBI (Listing obligation and disclosure requirement, 2015) and section 186 of the Companies Act,2013

No loans have been given by the Company to any third party or its subsidiary companies.

The details of investment in subsidiary companies are given in Note 6.

39.11 Fair value hedge of gold price risk in inventory

The Company enters into contracts for purchase of gold wherein the Company has the option to fix the purchase price based on market price of gold during a stipulated time period. The prices are linked to gold prices. Accordingly, these contracts are considered to have an embedded derivative (represented in the said option to fix the price) that is required to be separated from the host contract which is the gold loan liability. Such feature is kept to hedge against exposure in the value of inventory of gold due to volatility in gold prices. The Company designates the embedded derivative in the payable for such purchases as the hedging instrument in fair value hedging of inventory. The Company designates only the spot-to-spot movement of the gold inventory as the hedged risk. The carrying value of inventory which are designated under fair value hedge relationship are measured at fair value at each reporting date. There is no ineffectiveness in the relationships designated by the Company for hedge accounting.

Disclosure of effects of fair value hedge accounting on financial position:

Hedged item - Changes in fair value of inventory attributable to change in gold prices

Hedging instrument - Changes in fair value of the option to fix prices of gold purchases, as described above

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

As at 31 March 2019

Commodity price risk	Carrying amount of hedged item		Carrying amount of hedging instrument		Notional value of hedge item	Notional value of hedging instrument	Maturity date	Balance sheet classification	Impact of change in fair value relating to the hedged risk (spot)
	Assets	Liabilities	Assets	Liabilities					
Hedged item - Inventory of gold	29,989.50	-	NA	NA	29,989.50	NA	Range - with in 6 months	Inventory	140.28
Hedging instrument - Option to fix gold price	NA	NA	-	140.28	NA	140.28	Range - with in 6 months	Current borrowing	140.28

As at 31 March 2018

Commodity price risk	Carrying amount of hedged item		Carrying amount of hedging instrument		Notional value of hedge item	Notional value of hedging instrument	Maturity date	Balance sheet classification	Impact of change in fair value relating to the hedged risk (spot)
	Assets	Liabilities	Assets	Liabilities					
Hedged item - Inventory of gold	28,020.40	-	NA	NA	28,020.40	NA	Range - with in 6 months	Inventory	873.06
Hedging instrument - Option to fix gold price	NA	NA	-	692.54	NA	692.54	Range - with in 6 months	Current borrowing	873.06

NOTES TO THE STANDALONE FINANCIAL STATEMENTS
for the year ended 31 March 2019

39.12 Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the Company's Capital Management is to maximise shareholder value. The Company manages its capital structure and makes adjustments in the light of changes in the economic environment and the requirements of the financial covenants, if any.

The Company monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings less cash and cash equivalents. Equity comprises all components of equity.

The company's adjusted net debt to equity ratio was as follows.

₹ in Lacs

Particulars	31 March 2019	31 March 2018
Total borrowings	60,550.16	56,854.91
Less: Cash and cash equivalent	645.62	1,089.73
Adjusted net debt	59,904.55	55,765.18
Total equity	49,413.87	48,667.11
Adjusted net debt to equity ratio	1.21	1.15

39.13 Financial Instruments - Fair values and risk management

39.13.1 Financial Instruments - Fair values

Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below.

The fair value of financial instruments have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements)

The categories used are as follows:

- Level 1: Quoted prices for identical instruments in an active market;
- Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and
- Level 3: Inputs which are not based on observable market data.

₹ in Lacs

31 March 2019	Carrying amount			Fair value			
	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Non-current financial assets							
Security deposits	-	1,071.63	1,071.63	-	-	-	-
Current financial assets							-
Trade receivables	-	2,586.18	2,586.18	-	-	-	-
Cash and cash equivalents	-	645.62	645.62	-	-	-	-

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

₹ in Lacs

31 March 2019	Carrying amount			Fair value			
	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Bank balances other than above	-	3,326.23	3,326.23	-	-	-	-
Security deposits	-	47.62	47.62	-	-	-	-
Others financial assets	-	157.31	157.31	-	-	-	-
Non-current financial liabilities							
Borrowings	-	1.35	1.35	-	-	-	-
Security deposits	-	46.40	46.40	-	-	-	-
Current financial liabilities							
Borrowings	29,989.50	30,553.23	60,542.73	29,989.50	-	-	29,989.50
Current maturities of long term borrowings	-	6.08	6.08				
Trade payables	-	19,540.67	19,540.67	-	-	-	-
Others financial liabilities	-	51.31	51.31	-	-	-	-
Assets for which fair values are disclosed							
Investment property (refer Note 4):							
Factory		1,847.49	1,847.49	-	-	2,750.73	2,750.73

₹ in Lacs

31 March 2018	Carrying amount			Fair value			
	FVOCI	Amortised cost	Total	Level 1	Level 2	Level 3	Total
Non-current financial assets							
Security deposits	-	934.35	934.35	-	-	-	-
Current financial assets							
Trade receivables	-	2,296.19	2,296.19	-	-	-	-
Cash and cash equivalents	-	1,089.73	1,089.73	-	-	-	-
Bank balances other than above	-	2,652.61	2,652.61	-	-	-	-
Security deposits	-	112.16	112.16	-	-	-	-
Others financial assets	-	69.23	69.23	-	-	-	-
Non-current financial liabilities							
Borrowings	-	7.90	7.90	-	-	-	-
Security deposits	-	42.58	42.58	-	-	-	-
Current financial liabilities							
Borrowings	27,839.88	29,017.00	56,856.88	27,839.88	-	-	27,839.88
Current maturities of long term borrowings	-	5.13	5.13				
Trade payables	-	9,027.26	9,027.26	-	-	-	-
Others financial liabilities	-	81.72	81.72	-	-	-	-
Assets for which fair values are disclosed							
Investment property (refer Note 4):							
Factory	-	1,865.76	1,865.76	-	-	2,660.54	2,660.54

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

39.13.2 Financial risk management

The Company's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

A. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's exposures to trade receivables (mainly institutional customers and credit sales), deposits with landlords for store properties taken on leases and other receivables including balances with banks.

Trade receivables and other deposits

The Company's retail business is predominantly on 'cash and carry' basis which is largely through cash and credit card collections. The credit risk on such credit card collections is minimal, since they are primarily owned by customers' card issuing banks. The Company has adopted a policy of dealing with only credit worth counterparties in case of institutional customers and credit sales and the credit risk exposure for institutional customers and credit sales are managed by the Company by credit worthiness checks. The Company also carries credit risk on lease deposits with landlords for store properties taken on leases, for which agreements are signed and property possessions timely taken for store operations. The risk relating to refunds of deposits after store shut down is managed through successful negotiations or appropriate legal actions, where necessary.

Other financial assets

The Company maintains exposure in cash and cash equivalents and term deposits with banks. The Cash and cash equivalents and term deposits are held with the banks with good credit ratings.

The Company's maximum exposure to credit risk as at 31st March, 2019 and 31 March, 2018 is the carrying value of each class of financial assets.

B. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31st March, 2019 and 31st March, 2018. Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis.

The Company regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments:

₹ in Lacs

31 March 2019	Less than 1 year	More than 1 year but less than 5 years	More than 5 years	Carrying amount
Non current financial liabilities				
Borrowings				
Secured Term loans from banks	-	1.35	-	1.35
Security deposits	-	46.40	-	46.40
Current financial liabilities				
Borrowings				
Working capital demand loan from banks	3,250.00	-	-	3,250.00
Cash credit from banks	27,303.23	-	-	27,303.23
Trade payables	19,540.67	-	-	19,540.67
Other current financial liabilities	57.39	-	-	57.39

₹ in Lacs

31 March 2018	Less than 1 year	More than 1 year but less than 5 years	More than 5 years	Carrying amount
Non current financial liabilities				
Borrowings				
Secured Term loans from banks	-	7.90	-	7.90
Security deposits	-	42.58	-	42.58
Current financial liabilities				
Borrowings				
Working capital demand loan from banks	6,750.00	-	-	6,750.00
Cash credit from banks	22,252.00	-	-	22,252.00
Loan from directors	15.00	-	-	15.00
Trade payables	9,027.26	-	-	9,027.26
Other current financial liabilities	86.85	-	-	86.85

As of 31 March 2019 and 31 March 2018 the Company had unutilized credit limits from banks of ₹ 4,430.71 lacs and ₹ 10,712.66 lacs.

C. Market risk

i. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return..

ii. Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates, if such assets/borrowings are measured at fair value through profit or loss.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

	Nominal amount	
	31 March 2019	**31 March 2018**
Fixed-rate instruments		
Financial assets		
Deposits with banks	3,324.14	2,651.57
Financial liabilities		
Secured term loans from banks	7.43	13.03
Working capital demand loans from banks	3,250.00	6,750.00
Floating-rate instruments		
Financial liabilities		
Cash credit from banks	27,303.23	22,252.00
Gold loan	29,989.50	27,839.88

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Sensitivity

The sensitivity to profit and loss in case of a reasonable possible change in interest rate of +/- 80 basis points (previous year +/- 25 basis points), keeping all other variables constant, would have resulted in an impact on profits by ₹ 469.62 Lacs (previous year ₹ 138.41 Lacs)

iii. Price risk

Exposure from Borrowings:

The Company's exposure to price risk also arises from borrowings of the Company that are at unfixed prices, and therefore, payment is sensitive to changes in gold price. The option to fix gold prices are classified in the balance sheet as fair value through profit or loss. The option to fix gold prices are at unfixed prices to hedge against potential losses in value of inventory of gold held by the Company.

The Company applies fair value hedge for the gold purchased whose price is to be fixed in future. Therefore, there will no impact of the fluctuation in the price of the gold on the Company's profit for the period.

NOTES TO THE STANDALONE FINANCIAL STATEMENTS

for the year ended 31 March 2019

39.14 Events after the reporting period

The Board of Directos has recommended dividend of ₹ 0.75 per share for the financial year 2018-19. The payment is subject to the approval of the shareholders at the annual general meeting.

The Company has evaluated subsequent events from the balance sheet date through 14 May 2019, the date at which the financial statement were available to be issued, and determine that there are no material items to disclose other than those disclosed above.

39.15 The previous year figures have been audited by an audit firm other than S R B C & CO LLP. The previous year's figures have been regrouped / reclassified wherever necessary.

As per our report of even date
For **S R B C & CO LLP**
ICAI Firm Registration No: 324982E/E300003
Chartered Accountants

per **Vijay Maniar**
Partner
Membership No: 36738

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited
CIN: L27205MH2007PLC172598

Shrikant Zaveri
Chairman and Managing Director
DIN:00263725

Raashi Zaveri
Whole Time Director
DIN:00713688

Saurav Banerjee
Chief Financial Officer

Niraj Oza
Head-Legal & Company Secretary
Membership No.:A20646

Place: Mumbai
Date: 14 May 2019

Place: Mumbai
Date: 14 May 2019

INDEPENDENT AUDITOR'S REPORT

To the Members of Tribhovandas Bhimji Zaveri Limited

Report on the Audit of the Consolidated Ind AS Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of Tribhovandas Bhimji Zaveri Limited (hereinafter referred to as "the Holding Company"), its subsidiary (the Holding Company and its subsidiary together referred to as "the Group") which comprise the consolidated Balance sheet as at March 31 2019, the consolidated Statement of Profit and Loss, including the statement of Other Comprehensive Income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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 consolidated state of affairs of the Group as at March 31, 2019, its consolidated profit including other comprehensive income, its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

KAM reported by us on the Standalone Ind AS Financial Statements

Key audit matters	**How our audit addressed the key audit matter**
Existence and valuation of Inventories *(as described in note 2.2 (e) of the significant accounting policies, and note 9 for details in standalone Ind AS financial statements)*	
The carrying value of Inventories amounted to INR 118,692.91 lacs as at March 31, 2019. The Inventories mainly comprised of gold, diamond, silver and platinum in the distribution centers and retail outlets. Valuation of Inventories is at lower of cost and net realizable value. Significant portion of Inventories costs includes gold diamonds, platinum and silver which are subject to risk of changes in the market value. The assessment of net realizable value of Inventories is based on estimates and judgements by the management in respect of, among others, the	Our audit procedures over existence and valuation of Inventories included the following: • We obtained an understanding, evaluated the design and tested the operating effectiveness of key controls that the Holding Company has in relation to Inventories process, in particular, we: a. Attended on a sample basis daily cycle physical counts at distribution centers and selected retail outlets. We observed the daily count procedures performed in retail outlets and distribution centers;

Key audit matters	How our audit addressed the key audit matter
economic condition, sales forecast, marketability of products and the quality of gold and diamonds used to make jewellery products. Furthermore, there is higher inherent risk of theft and pilferage given the high intrinsic value and portable nature of individual inventory items. Considering the above, we concluded that existence and valuation of inventories as a key audit matter for our audit.	b. In respect of samples tested for physical verification by management we inspected the respective daily cycle physical count reports for reconciliation of daily ending Inventories to the record in the Inventories system; c. In respect of samples tested for physical verification by management we read the in-house certificate of authenticity of, diamond jewellery products; • We have observed periodic Inventories counts and performed “two way” sample count procedures for distribution centers and selected retail outlets of the Holding Company. We compared our sample count results with the counts performed by the Holding Company and the records in the Inventories system. • We compared the net realizable values on sample basis of gold, silver and platinum Inventories calculated based on the current market price with their carrying value of Inventories. • We compared the results of independent gemological appraisal report of selected samples to the weight and purity of diamond jewellery with records in the Inventories system. • We evaluated the independence and objectivity of the gemologist appointed by management.

We have determined that there are no other key audit matters to communicate in our report.

Other Information

The Holding Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the annual report but does not include the consolidated Ind AS financial statements and our auditor’s report thereon. The Annual Report is expected to be made available to us after the date of this auditor’s report.

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

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the Consolidated Ind AS Financial Statements

The Holding Company’s Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Groups are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 the 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated Ind AS 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 consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding 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 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 ability of the Group 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 Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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 consolidated 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.

Other Matter

The Ind AS financial statements of the Group for the year ended March 31, 2018, included in these consolidated Ind AS financial statements, have been audited by the predecessor auditor who expressed an unmodified opinion on those statements on May 2, 2018.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable, that:

(a) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

(b) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

(c) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(d) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary company, none of the directors of the Group's companies is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

(e) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated Ind AS financial statements of the Holding Company and its subsidiary company, refer to our separate Report in "Annexure 2" to this report;

(f) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Holding Company and its subsidiary to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(g) 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:

   i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated Ind AS financial statements – Refer Note 37.3 to the consolidated Ind AS financial statements;

   ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2019;

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary incorporated in India during the year ended March 31, 2019.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Vijay Maniar
Partner
Membership Number: 36738

Place of Signature: Mumbai
Date: May 14, 2019

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDTAED FINANCIAL STATEMENTS OF TRIBHOVANDAS BHIMJI ZAVERI LIMITED

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

In conjunction with our audit of the consolidated financial statements of Shoppers Stop Limited as of and for the year ended March 31, 2019, we have audited the internal financial controls over financial reporting of Tribhovandas Bhimji Zaveri Limited (hereinafter referred to as the "Holding Company") and its subsidiary company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary company, which is incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting with reference to these consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under section 143(10) of the Act, 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 with reference to these consolidated financial statements 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 over financial reporting with reference to these consolidated financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these consolidated financial statements, 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 evidences we have obtained, are sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these consolidated financial statements.

Meaning of Internal Financial Controls Over Financial Reporting With Reference to these Financial Statements

A company's internal financial control over financial reporting with reference to these consolidated financial statements 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 with reference to these consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of 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 With Reference to the Financial Statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these consolidated financial statements, 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 with reference to these consolidated financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, its subsidiary company, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls over financial reporting with reference to these consolidated financial statements and such internal financial controls over financial reporting with reference to these consolidated financial statements were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per Vijay Maniar
Partner
Membership Number: 36738

Place of Signature: Mumbai
Date: May 14, 2019

CONSOLIDATED BALANCE SHEET

as at 31 March 2019

₹ in Lacs

	Notes	As at 31 March 2019	As at 31 March 2018
ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	3	10,750.38	10,262.29
(b) Intangible assets	4	329.94	71.56
(c) Financial assets			
(i) Other investments	5	2.56	3.37
(ii) Security deposits	6	1,077.86	940.24
(d) Non-current tax assets	7	138.89	134.19
(e) Other non-current assets	8	814.93	1,335.42
Total Non-current assets		**13,114.56**	**12,747.07**
2 Current assets			
(a) Inventories	9	117,923.32	102,132.35
(b) Financial assets			
(i) Trade receivables	10	2,586.18	2,296.19
(ii) Cash and cash equivalents	11	657.87	1,102.67
(iii) Bank balance other than above	12	3,326.23	2,652.61
(iv) Security deposits	13	47.62	112.16
(v) Others financial assets	14	157.31	73.01
(c) Other current assets	15	4,518.78	787.33
Total Current assets		**129,217.31**	**109,156.32**
Total Assets		**142,331.87**	**121,903.39**
EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	16	6,673.06	6,673.06
(b) Other equity	17	41,707.34	40,993.59
Equity attributable to equity holders of the company		**48,380.40**	**47,666.65**
2 Non-current liabilities			
(a) Financial liabilities			
(i) Borrowings	18	1.35	7.90
(b) Provisions	19	661.83	551.41
(c) Deferred tax liabilities (net)	20	0.10	170.07
(d) Other non-current liabilities	21	157.73	106.77
Total Non-current liabilities		**821.01**	**836.15**
3 Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	60,542.73	56,856.88
(ii) Trade payables	23		
a) Total outstanding dues of micro enterprises and small enterprises		85.35	10.11
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		19,521.12	9,140.66
(iii) Other financial liabilities	24	57.59	86.85
(b) Provisions	25	477.11	327.55
(c) Other current liabilities	26	12,446.56	6,978.54
Total Current liabilities		**93,130.46**	**73,400.59**
Total Equity and Liabilities		**142,331.87**	**121,903.39**
Summary of significant accounting policies	2		
The accompanying notes are an integral part of the financial statements	3 to 37		

As per our report of even date
For **S R B C & CO LLP**
ICAI Firm Registration No: 324982E/E300003
Chartered Accountants

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited
CIN: L27205MH2007PLC172598

per **Vijay Maniar**
Partner
Membership No: 36738

Shrikant Zaveri
Chairman and Managing Director
DIN:00263725

Raashi Zaveri
Whole Time Director
DIN:00713688

Saurav Banerjee
Chief Financial Officer

Niraj Oza
Head-Legal & Company Secretary
Membership No.:A20646

Place: Mumbai
Date: 14 May 2019

Place: Mumbai
Date: 14 May 2019

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

for the year ended 31 March 2019

₹ in Lacs

	Notes	Year ended 31 March 2019	Year ended 31 March 2018
INCOME			
Revenue from operations	27.1	176,358.11	175,507.20
Other operating revenue	27.2	24.54	61.31
Total revenue from operations		**176,382.65**	**175,568.51**
Other income	28	422.22	599.09
Total income		**176,804.87**	**176,167.60**
EXPENSES			
Cost of material consumed	29	143,464.84	128,540.14
Purchase of stock-in-trade	30	12,767.35	9,647.93
Changes in inventories of finished goods and stock-in-trade	31	(15,814.60)	2,706.71
Labour Charges		9,660.61	7,672.47
Excise duty on sale of goods		-	427.74
Employee benefits expense	32	7,812.76	7,838.43
Finance costs	33	4,637.20	3,970.82
Depreciation and amortisation expense	34	1,019.62	883.48
Other expenses	35	10,942.57	11,283.05
Total expenses		**174,490.35**	**172,970.77**
Profit before tax		**2,314.52**	**3,196.82**
Current tax / MAT		992.00	981.00
Provision pertaining to earlier years		1.60	2.71
Deferred tax		(235.46)	87.05
Income tax expense	36	**758.14**	**1,070.76**
Profit for the year		**1,556.38**	**2,126.06**
Other Comprehensive Income			
Items that will not be reclassified subsequently to profit or loss			
Re-measurement losses on defined benefit plan		(162.56)	(24.47)
Income tax effect		57.17	19.27
Other Comprehensive Income		**(105.40)**	**(5.20)**
Total Comprehensive Income for the year		**1,450.99**	**2,120.87**
Earnings per equity share			
Basic & Diluted (₹)		2.33	3.19
Summary of significant accounting policies	2		
The accompanying notes are an integral part of the financial statements	3 to 37		

As per our report of even date
For **S R B C & CO LLP**
ICAI Firm Registration No: 324982E/E300003
Chartered Accountants

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited
CIN: L27205MH2007PLC172598

per **Vijay Maniar**
Partner
Membership No: 36738

Shrikant Zaveri
Chairman and Managing Director
DIN:00263725

Raashi Zaveri
Whole Time Director
DIN:00713688

Saurav Banerjee
Chief Financial Officer

Niraj Oza
Head-Legal & Company Secretary
Membership No.:A20646

Place: Mumbai
Date: 14 May 2019

Place: Mumbai
Date: 14 May 2019

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 March 2019

₹ in Lacs

		Notes	Year ended 31 March 2019	Year ended 31 March 2018
A	**CASH FLOW FROM OPERATING ACTIVITIES**			
	Profit before tax		**2,314.52**	**3,196.84**
	Adjustments to reconcile profit before tax to net cash flows:			
	Depreciation and amortisation of property, plant and equipment and intangible assets	34	1,019.62	883.48
	Finance cost	33	4,637.20	3,970.82
	Interest income on bank deposits and others	28	(164.35)	(175.69)
	Fair valuation of gold loan derivative		-	(180.52)
	Loss on sales of property, plant and equipment	35	-	3.22
	Dividend income from mutual funds	28	(0.02)	(0.18)
	Bad debts written off	35	2.19	-
	Gain on liquidation of subsidiary		-	(33.27)
	Liabilities/Provisions no longer required written back (net)	28	(106.61)	(151.51)
	Assets written off	35	20.46	134.88
	Rental income	28	(0.65)	-
	Operating cash flow before working capital changes		**7,722.36**	**7,648.06**
	Movements in working capital			
	(Increase) in trade and other receivables		(292.17)	(2,075.03)
	(Increase)/decrease in inventories		(15,790.97)	1,462.30
	(Increase)/decrease in other current financial assets		64.54	(49.57)
	(Increase) in other current assets		(3,731.45)	(307.08)
	(Increase)/decrease in other non-current financial assets		(137.61)	35.18
	(Increase)/decrease in other non-current assets		278.39	(453.90)
	Increase in trade payables		10,455.69	146.01
	(Decrease) in other financial liabilities		1.24	0.94
	Increase /(decrease) in other current liabilities		5,526.48	(1,669.89)
	Increase in other non-current liabilities		50.96	32.95
	Increase /(decrease) in long term/short term provisions		97.42	47.98
	Cash generated for operations		**4,244.88**	**4,817.96**
	Direct taxes paid (Net of refund)		(1,008.70)	(667.20)
	Net cash flows from operating activities (A)		**3,236.18**	**4,150.76**
B	**CASH FLOW FROM INVESTING ACTIVITIES**			
	Purchase of property, plant and equipment, intangible assets and capital advances		(1,500.10)	(922.38)
	Proceeds from sale of property, plant and equipment		3.79	4.36
	Bank deposits (having original maturity of more than three months)		(673.62)	(22.25)
	Proceeds from/(investments in) mutual funds		-	10.62
	Dividend received	28	0.02	0.18
	Rent income received	28	0.65	-
	Interest received on deposits	28	80.05	42.31
	Net cash flows used in investing activities (B)		**(2,089.21)**	**(887.16)**

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 March 2019

₹ in Lacs

		Notes	Year ended 31 March 2019	Year ended 31 March 2018
C	**CASH FLOW FROM FINANCING ACTIVITIES**			
	Repayment of non current borrowings		(5.61)	(3.59)
	Proceeds from / (repayment of) current borrowings (net)		3,685.84	1,284.33
	Finance cost paid		(4,668.65)	(3,969.70)
	Dividend paid		(603.36)	-
	Net cash flows used in financing activities (C)		**(1,591.78)**	**(2,688.96)**
	Net (decrease) / increase in cash and cash equivalents (A+B+C)		**(444.81)**	**574.64**
	Cash and cash equivalent at beginning of year	11	1,102.67	528.03
	Cash and cash equivalent at end of year	11	**657.86**	**1,102.67**
Note to cash flow statement				
1	Components of cash and cash equivalents: (refer note 11)			
	Cash on hand		462.96	243.70
	Balances with banks			
	- on current accounts		194.91	858.97
			657.87	**1,102.67**
The accompanying notes are an integral part of the financial statements		3 to 37		

As per our report of even date
For **S R B C & CO LLP**
ICAI Firm Registration No: 324982E/E300003
Chartered Accountants

per **Vijay Maniar**
Partner
Membership No: 36738

Place: Mumbai
Date: 14 May 2019

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited
CIN: L27205MH2007PLC172598

Shrikant Zaveri
Chairman and Managing Director
DIN:00263725

Raashi Zaveri
Whole Time Director
DIN:00713688

Saurav Banerjee
Chief Financial Officer

Niraj Oza
Head-Legal & Company Secretary
Membership No.:A20646

Place: Mumbai
Date: 14 May 2019

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 March 2019

A Equity Share Capital

	As at 31 March 2019		As at 31 March 2018	
	No. of shares	₹ in Lacs	No. of shares	₹ in Lacs
Equity shares of ₹ 10 each issued, subscriberd and fully paid				
As at 1 April 2018	**66,730,620**	**6,673.06**	**66,730,620**	**6,673.06**
Issue of share capital	-	-	-	-
As at 31 March 2019	**66,730,620**	**6,673.06**	**66,730,620**	**6,673.06**

B Other Equity

Particulars	Reserves and Surplus				Other Comprehensive Income	Total Other equity
	Securities premium account (refer note 17)	General reserve (refer note 17)	Capital reserves (refer note 17)	Retained earnings (refer note 17)	Re-measurement of defined benefit plan (refer note 17)	
Balance as at 1 April 2017	**16,791.35**	**1,401.47**	**36.96**	**20,701.90**	**(22.02)**	**38,909.66**
Profit for the year	-	-	-	2,126.08	-	**2,126.08**
Deletion during the year	-	-	(36.96)	-	-	**(36.96)**
Other comprehensive income for the year	-	-	-	-	(5.20)	**(5.20)**
Total comprehensive income for the year	-	-	(36.96)	2,126.08	(5.20)	**2,083.92**
Balance as at 31 March 2018	**16,791.35**	**1,401.47**	**-**	**22,827.98**	**(27.22)**	**40,993.59**
As at 1 April 2018	**16,791.35**	**1,401.47**	**-**	**22,827.98**	**(27.22)**	**40,993.59**
Effect of adoption of new accounting standard Ind AS 115 Revenue from Contracts with Customers	-	-	-	(68.40)	-	(68.40)
Adjusted balance as at 1 April 2018	**16,791.35**	**1,401.47**	**-**	**22,759.58**	**(27.22)**	**40,925.19**
Dividend	-	-	-	(603.36)	-	(603.36)
Profit for the year	-	-	-	1,556.38	-	1,556.38
Others				(65.46)		(65.46)
Other comprehensive income for the year	-	-	-	-	(105.40)	(105.40)
Total comprehensive income for the year	**-**	**-**	**-**	**887.56**	**(105.40)**	**782.15**
As at 31 March 2019	**16,791.35**	**1,401.47**	**-**	**23,647.14**	**(132.62)**	**41,707.34**

As per our report of even date
For **S R B C & CO LLP**
ICAI Firm Registration No: 324982E/E300003
Chartered Accountants

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited
CIN: L27205MH2007PLC172598

per **Vijay Maniar**
Partner
Membership No: 36738

Shrikant Zaveri
Chairman and Managing Director
DIN:00263725

Raashi Zaveri
Whole Time Director
DIN:00713688

Saurav Banerjee
Chief Financial Officer

Niraj Oza
Head-Legal & Company Secretary
Membership No.:A20646

Place: Mumbai
Date: 14 May 2019

Place: Mumbai
Date: 14 May 2019

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

1 Corporate information

Tribhovandas Bhimji Zaveri Limited ('TBZ or the "the holding Company) known under the brand ' TBZ-the Original' was incorporated on 24 July 2007 by conversion of a partnership firm Tribhovandas Bhimji Zaveri under Part IX of the Companies Act, 1956 whereby the partners of the partnership firm became shareholders with the shareholdings as agreed amongst the partners. The Company has been converted to a public limited company w.e.f. 3 December 2010. The Company is in the business of retail sales of ornaments made of gold, diamond, silver, platinum and precious stones through its 38 showrooms and 4 franchisee outlets located across in India.

Tribhovandas Bhimji Zaveri (Bombay) Limited ("the subsidiary Company") was incorporated on 24 April 1986, in Mumbai. The Company has been converted to a public limited company w.e.f. 27 December 2010. The Company is involved in the business of goldsmiths, silversmiths, gem merchants and other related activities.

These consolidated financial statements comprise the company and its subsidiary (referred to collectively as the 'Group').

2 Basis of Preparation of financial statements and significant accounting policies

2.1 Basis of Preparation of financial statements

Accounting policies and methods of computation followed in the consolidated financial statements are same as compared with the annual financial statements for the year ended 31 March 2018, except for adoption of new standard or any pronoucements effective from 1 April 2018.

Ind AS 115 Revenue from Contracts with Customers, become mandatory for reporting periods beginning on or after 1 April 2018 replaces the existing revenue recognitions standards. the Group has applied modified retrospective approach and accordingly has included the impact of Ind AS 115 applicable to these consolidated financial statements refer note 27.1

a. Statement of compliance

The financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS), notified under the Companies (Indian Accounting Standards) Rules, 2015, and other relevant provisions of the Companies Act, 2013 ("the Act") as amended.

The financial statements were authorized for issue by the Group's Board of Directors at their meeting held on 14 May 2019.

b. Functional and presentation currency

The financial statements are presented in Indian Rupees (INR), and all the values are rounded to the nearest Lacs with two decimals, except when otherwise indicated.

c. Basis of measurement

The financial statements have been prepared on accrual basis under the historical cost convention, except for the following assets and liabilities which have been measured at fair value as required by relevant Ind AS:

- derivative financial instruments,
- certain financial assets and liabilities (refer accounting policy regarding financial instruments), and
- defined employee benefit liability

d. Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, (regardless of whether that price is directly observable or estimated using another valuation technique). In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability, if market participants would take those characteristics into account when pricing the asset or liability, at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

assets or liabilities that the entity can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- Level 3 inputs are unobservable inputs for the asset or liability.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

e. Significant accounting judgements, estimates and assumptions

The preparation of the Group's financial statements requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities, the acGrouping disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Estimates and assumptions are reviewed on periodic basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

The key assumptions concerning the future and other key sources of estimation, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities, within the next financial year, are described below. The Group has based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

(a) Measurement of defined benefit obligations

The cost of the defined benefit gratuity plan and other post-employment retirement benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at intervals in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note – 37.5

For the purpose of assessing the leave availment rate, the Group considered the past leave availment history of the employees.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

(b) Measurement and likelihood of occurrence of provisions and contingencies

A provision is recognised when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made in the financial statements.

(c) Recognition of taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

(d) Provision for sales return

The Group developed a statistical model for forecasting sales returns. The model used the historical return data of each franchise to come up with expected return percentages. These percentages are applied to determine the expected value of the variable consideration. Any significant changes in experience as compared to historical return pattern will impact the expected return percentages estimated by the Group

(e) Provision for inventory

The Group provides provision based on policy, past experience, current trend and future expectations of the inventory held by them.

(f) Useful life of property, plant and Equipements

Useful lives of property, plant and equipment and intangible assets The Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period. During financial years ended 31 March 2019, there were no changes in useful lives of property plant and equipment and intangible assets other than those resulting from store closures / shifting of premises.

The Group at the end of each reporting period, based on external and internal sources of information, assesses indicators and mitigating factors of whether a store (cash generating unit) may have suffered an impairment loss. If it is determined that an impairment loss has been suffered, it is recognised in profit or loss

(g) Embedded derivative

The Group enters into purchase gold contract, in which the amount payable is not fixed based on gold price on the date of purchase, but instead is affected by changes in gold prices in future. Such transactions are entered into to protect against the risk of gold price movement in the purchased gold. Accordingly, such unfixed payables (gold loan) are considered to have an embedded derivative. The Group designates the gold price risk in such instruments as hedging instruments, with gold inventory considered to be the hedged item. The hedged risk is gold prices movement.

(h) Going concern

During the current year ended March 31, 2019, management has performed an assessment of the entity's ability to

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

continue as a going concern. Based on the assessment, management believe that there is no material uncertainty with respect to any events or conditions that may cast a significant doubt on the entity to continue as a going concern, hence the financial statements have been prepared on going concern basis.

(i) Impairment of equity investment in a subsidiary Group.

The accumulated losses of a subsidiary company viz. Tribhovandas Bhimji Zaveri (Bombay) Limited, have eroded its net worth. Tribhovandas Bhimji Zaveri (Bombay) Limited is taking ongoing steps to revamp its business operations.

Based on its future business plans and strategic growth projections, the Group has determined that no impairment is required at this stage. Further, the Group has provided a letter of financial support to Tribhovandas Bhimji Zaveri (Bombay) Limited and therefore no provision has been considered necessary.

f. Current -non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria :

a. it is expected to be realised in, or is intended for sale or consumption in, the Group's normal operating cycle;

b. it is held primarily for the purpose of being traded;

c. it is expected to be realised within 12 months after reporting date; or

d. it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets.

All other assets are classified as non-current.

Liabilities

A liability is classified as current when it is satisfies any of the following criteria:

a. it is expected to be settled in the Group's normal operating cycle;

b. it is held primarily for the purpose of being traded;

c. it is due to be settled within 12 months after the reporting date; or

d. the Group does not have as unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of the liability that could, at the option of the counterparty, result in its settlement by the issue of equity instrument do not affect its classification.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

Operating Cycle :

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

g. Basis of consolidation:

These consolidated financial statements relate to Tribhovandas Bhimji Zaveri Limited ("the Company") and entities controlled by the Company. Control is achieved when the Company has power over the entity, is exposed, or has rights, to variable returns from its involvement with the investee; and has the ability to affect the entity's returns by using its power over the entity.

The financial statements of the Company and its subsidiaries have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

intra-group balances, intra-group transactions and unrealised profit or losses. These consolidated financial statements are prepared by applying uniform accounting policies in use at the Group.

Goodwill is recognised when a change in the Group's ownership interest, (or otherwise), results in the Group acquiring control over a Company.

Changes in the Group's ownership interests in subsidiary that do not result in the Group losing control over the subsidiary are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners)

Goodwill arising on consolidation is tested for impairment at each reporting date. If the recoverable amount of cash generating unit to which the goodwill is attributed is less than the carrying amount of the unit, an impairment loss is recognised, first to reduce the carrying amount of goodwill (and thereafter to the balance assets of the unit, pro rata to their carrying amounts).

Non-controlling interests are presented in the consolidated balance sheet within equity, separately from the equity of the owners of the Company. Total comprehensive income of subsidiary is attributed to the owners and to the non-controlling interests, (even if this results in the non-controlling interests having a deficit balance).

Entities controlled by the Company are consolidated from the date the control commences until the date control ceases.

The subsidiary companies which are included in the consolidation and the Company's holdings therein are as under:

Name of the Company	Country incorporation	Ownership interest 31 March 2019	Ownership interest 31 March 2018
Tribhovandas Bhimji Zaveri (Bombay) Limited	**India**	**100%**	**100%**

2.2 Significant accounting policies

a) Property, plant and Equipment

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses , if any.

The cost of Property, plant and equipment comprises its purchase price/acquisition cost, net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from tax authorities), any directly attributable expenditure on making the asset ready for its intended use. Subsequent expenditure on property, plant and equipment after its purchase/completion is capitalized only if it is probable that future economic benefit associated with the expenditure will flow to the Group.

Property, plant and equipment not ready for the intended use on the date of balance sheet are disclosed as "Capital work-in-progress".

If significant parts of an item of property, plant and equipment have different lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Gains or losses arising from disposal or retirement of property, plant and equipment are recognised in the Statement of Profit and Loss.

On transition to Ind AS, the Group has elected to continue with the carrying value of all its property, plant and equipment recognized as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of property, plant and equipment (See Note No 3)

Depreciation on PPE has been provided under pro-rata basis using straight line method over the estimates useful life of assets. Freehold land is not depreciated.

Property, plant and equipment	Management estimate of useful life	Useful life as per Schedule II
Factory buildings	30 years	30 years
Other buildings	60 years	60 years
Leasehold improvement	Primary period of lease	Primary period of lease
Plant and machinery	15 years	15 years
Computer equipment	3 to 6 years	3 to 6 years
Furniture and fittings	5 to 10 years	10 years
Vehicles	8 years	8 years

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

Depreciation method, useful lives and residual values are reviewed at each financial year end and adjusted, if appropriate.

Depreciation for the year is recognised in the Statement of Profit and Loss.

b) Intangible assets

Intangible assets are recognised only when it is probable that the future economic benefits that are attributable to the assets will flow to the Group and the cost of such assets can be measured reliably. Intangible assets are stated at cost less accumulated amortisation and impairment loss, if any. All costs relating to the acquisition are capitalised.

Intangible assets are amortised in the Statement of Profit or Loss over their estimated useful lives, from the date that they are available for use based on the expected pattern of consumption of economic benefits of the asset.

The Group's intangible assets comprise of Computer software which are being amortised on a straight line basis over their estimated useful life of five years.

Amortisation method and useful lives are reviewed at each reporting date. If the useful life of an asset is estimated to be significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern.

On transition to Ind AS, the Group has elected to continue with the carrying value of its intangible assets recognized as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of intangible assets (see Note 4)

c) Impairment of non financial assets

Assessment for impairment is done at each balance sheet date as to whether there is any indication that a non-financial asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit.

If any indication of impairment exists, an estimate of the recoverable amount of the individual asset/cash generating unit is made. Asset/cash generating unit whose carrying value exceeds their recoverable amount are written down to the recoverable amount by recognising the impairment loss as an expense in the Statement of profit and loss. Recoverable amount is higher of an asset's or cash generating unit's fair value less cost of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

d) Inventories

Inventories which comprise raw materials, finished goods, stock-in-trade and packing materials are carried at the lower of cost and net realizable value. Cost is determined on weighted average basis.

Cost of inventories comprises all costs of purchase and, other duties and taxes (other than those

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

subsequently recoverable from tax authorities), costs of conversion and all other costs incurred in bringing the inventory to their present location and condition. In respect of purchase of goods at prices that are yet to be fixed at the year end, adjustments to the provisional amounts are recognised based on the year end closing gold rate.

Diamond finished jewellery is valueed at specific cost.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

e) Borrowing Costs

Borrowing costs consist of interest and other costs (including exchange differences to the extent regarded as an adjustment to the interest costs) incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as a part of the cost of such assets. All other borrowing costs are recognized as an expense in the period in which they are incurred.

f) Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer and sales under sale or return basis arrangements where in the Group has during this financial year adopted modified retrospective approach in line with Ind As 115, Revenue from Contracts with customers, mandatory for reporting periods beginning on or after 1 April 2018.

i) Sale of goods

Revenue from sale of goods is recognised at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods. In determining the transaction price for the sale of product, the Group considers the effects of variable consideration.

(a) Variable consideration

Revenue is measured at fair value of consideration received or receivable net of returns, trade and scheme discounts, volume rebate excluding taxes or duties collected on behalf of the government.

If the consideration in a contract includes a variable amount, the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. Some contracts for the sale of product provide customers with a right of return. The rights of return give rise to variable consideration.

(b) Rights of return

Certain contracts provide a customer with a right to return the goods within a specified period. The Group uses the expected value method to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in Ind AS 115 on

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

constraining estimates of variable consideration are also applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, the Group recognises a refund liability. A right of return asset and corresponding adjustment to change in inventory is also recognised for the right to recover products from a customer.

(c) Assets and libailities arising from rights of return

Right of return assets:

Right of return asset represents the Groups right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory, less any expected costs to recover the goods, including any potential decreases in the value of the returned goods. The Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products

Refund liabilities:

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period. Refer to above accounting policy on variable consideration.

ii) Service Income : Service income is recognized on rendering of services at a point in time.

iii) Gift Card : Sales are recognized when the vouchers are redeemed and goods are sold to the customers.

iv) Interest Income : Interest income is recorded using the Effective Interest Rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial assets or to the amortised cost of a financial liability. When calculating the EIR, the Group estimates the expected cash flows by considering all the contractual terms of the financial instruments (for example : prepayment and extension), but does not consider the expected credit losses. Interest income is included in other income in the Statement of Profit and Loss.

g) Foreign currency transactions

Foreign currency transactions are recorded at the exchange rates prevailing on the dates of the transactions. Exchange differences arising on foreign currency transactions settled during the period are recognized in the Statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated into functional currency at the exchange rates at the reporting date. The resultant exchange differences are recognized in the Statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

h) Employee benefits

Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognised as an expense as the related service is rendered by employees.

Post-employment benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Group pays specified contribution to a Government administered scheme and has no obligation to pay any further amounts. the Group makes specified monthly contributions towards provident fund and employee state insurance, which are defined contribution plans, at the prescribed rates. the Group's contribution is recognised as an expense in the Statement of profit and loss during the period in which the employee renders the related service.

Defined benefit plans

Gratuity

The Group operates a defined benefit gratuity plan in India. The Group contributes to a gratuity trust maintained by an independent insurance Group. The Group's liabilities under the Payment of Gratuity Act are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method. Obligation is measured at the present value of estimated future cash flows using a discounted rate that is determined by reference to market yields at the Balance Sheet date on Government bonds, where the terms of the Government bonds are consistent with the estimated terms of the defined benefit obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and fair value of plan assets. This cost is included in 'Employee benefits expense' in the Statement of Profit and Loss. Re-measurement gains or losses and return on plan assets (excluding amounts included in net interest on the net defined benefit liability) arising from changes in actuarial assumptions are recognised in the period in which they occur, directly in OCI. They are included in retained earnings in the Statement of changes in equity and in the Balance Sheet. Re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Other long-term employee benefits

Compensated absences

The Group provides for encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits for future encashment / availment. The Group makes provision for compensated absences based on an independent actuarial valuation carried out at the end of the year using the projected unit credit method. Actuarial gains and losses are recognised in the Statement of profit and loss.

i) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is (or contains) a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets, and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Where the Group is the lessee

A lease is classified at the inception date as a finance lease or an operating lease. Leases, where substantial portion of risk and reward of ownership are retained by the lessor, are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight-line basis over eight to nine years or the lease period, whichever is shorter.

Where the Group is the lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset is classified as an operating lease. Assets subject to operating leases are included in the property, plant and equipment.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

Rental income on an operating lease is recognised in the Statement of Profit and Loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the Statement of Profit and Loss.

Plant and machinery and land and building given by the Group under operating lease are included in property, plant and equipment and investment property respectively.

j) **Income taxes**

Income tax expense comprises current tax and deferred tax. It is recognised in the Statement of profit or loss except to the extent that it relates to an item recognized directly in equity or in other comprehensive income.

Current tax

The Income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in India.

Current income tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and Loss (either in OCI or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. The management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised, except when the deferred tax asset relating to thedeductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date, and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current tax and deferred tax relating to items recognised outside the Statement of Profit and Loss is recognised outside the Statement of Profit and Loss (either in OCI or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum Alternate Tax (MAT) is recognized as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized , it is credited to the Statement of profit and loss and is considered as (MAT Credit Entitlement). Minimum Alternate Tax (MAT) Credit are in the form of unused tax credits that are carried forward by the Group for a specified period of time , hence , it is presented as Deferred Tax Asset.

k) Earnings per share (EPS)

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

l) Provision, contingent liabilities and contingent assets

The Group creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date and are discounted to its present value if the effect of time value of money is considered to be material. These are reviewed at each year end date and adjusted to reflect the best current estimate. The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided for.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may or may not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognised nor disclosed in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

m) Investment in Subsidiaries

Investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed. On disposal of investments in subsidiaries, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of profit and loss.

Upon first-time adoption of Ind AS, the Group has elected to measure its investments in subsidiaries at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e., 1 April,2016

n) Cash and cash equivalents

Cash and Cash Equivalents in the balance sheet and for the purpose of cash flow statement comprise cash in hand and cash at bank including fixed deposit with original maturity period of three months and short-term highly liquid investments with an original maturity of three months or less net of outstanding bank

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

over drafts as they are considered an integral part of the Group's cash management.

o) Financial instruments

A Financial instruments is any contract that gives rise to a financial assets of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial recognition and measurement:

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Groups business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient, the Group initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section (g) Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Financial asset:

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

a) Debt instruments at amortised cost

b) Debt instruments at fair value through other comprehensive income (FVTOCI)

c) Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)

d) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency. The Group has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

De-recognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated balance sheet) when:

a) The rights to receive cash flows from the asset have expired, or

b) The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Group applies Expected Credit Loss ("ECL") model for measurement and recognition of impairment loss on the financial assets measured at amortized cost and financial assets measured at FVOCI. For financial assets other than trade receivables, as per Ind AS 109, the Group recognises 12 month expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. The Group's trade receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall.

The impairment losses and reversals are recognised in Statement of Profit and Loss

Financial liabilities:

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The Group has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings

This is the category most relevant to the Group. After initial recognition, interest-bearing loans

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the Balance Sheet, if the Group currently has a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

o) Derivative financial instruments and hedge accounting

Embedded derivative

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a standalone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified variable. The Group enters into purchase gold contract, in which the amount payable is not fixed based on gold price on the date of purchase, but instead is affected by changes in gold prices in future. Such transactions are entered into to protect against the risk of gold price movement in the purchased gold. Accordingly, such unfixed payables (gold loan) are considered to have an embedded derivative. The Group designates the gold price risk in such instruments as hedging instruments, with gold inventory considered to be the hedged item. The hedged risk is gold prices movement.

Derivative are initially measured at fair value. Subsequent to initial recognition, derivative are measured at fair value, and changes there in are generally recognised in profit and loss.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes the Group's risk management objective and strategy for undertaking hedge, the hedging/ economic relationship, the hedged item or transaction, the nature of the risk being hedged, hedge ratio and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

p) Standards Issued but not Effective:

The Group has applied the Companies (Indian Accounting Standards), Amendment Rules 2018 which is effective from April 1, 2018 , while preparing the consolidated Ind AS financial statements. Accordingly, the Group has applied the standards and interpretations issued but not effective to the reporting period presented. Thus, all the Ind AS applicable till date have been applied, and there is no standards which are issued but not yet effective.

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Group's financial statement are disclosed below. The Group intends to adopt these standards if applicable, when they become effective. The ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Second Amendment Rule, 2019 applicable from 1 April 2019 amending the following standard:

i) Impact of Ind AS 116 - Leases

On 30 March 2019, Ministry of Corporate Affairs has notified Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e. the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit and loss. The standard also contains enhanced disclosure requirements for lessess. Ind AS 116 substantially carried forwad the lessor accounting requirements in Ind AS 17.

The effective date for adoption of Ind AS 116 is annual periods beginning on or after 1 April 2019. The standard premits two possible method of transition:

Full retrospective - Retrospectively to each prior period presented applying Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors

Modified retrospective - Retrospectively, with the cumulative effect of initially applying the Standard recognised at the date of initial application. Under modified retrospective approach, the asesseee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset eighter as:

Its carrying amount as if the standard had been applied since the commencement date, but discounted at lessee's incremental borrowing rate at the date of initial application or

An amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments related to that lease recognised under Ind AS 17 immediately before the date of initial application. Certain practical expedients are available under both the methods.

On completion of evaluation of the effect of adoption of Ind AS 116, the Group is proposing to use the 'Modified Retrospective Approach' for transitioning to Ind AS 116, and take the cumulative adjustment to retained earnings, on the date of initial application (April 2019). Accordingly, comparatives for the year ended 31 March 2019 will not be retrospectively adjusted.

ii) Amendment to existing issued Ind AS

The MCA has also carried out amendments of the following accounting standards:

(a) Appendix C to Ind AS 12: Uncertainty over Income Tax Treatment

The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognises the income tax

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

An entity applies those amendments for annual reporting periods beginning on or after 1 April 2019. Since the Group's current practice is in line with these amendments, the Group does not expect any effect on its financial statements.

(b) Amendments to Ind AS 109: Prepayment Features with Negative Compensation

Under Ind AS 109, a debt instrument can be measured at amortised cost or at fair value through other comprehensive income, provided that the contractual cash flows are 'solely payments of principal and interest on the principal amount outstanding' (the SPPI criterion) and the instrument is held within the appropriate business model for that classification. The amendments to Ind AS 109 clarify that a financial asset passes the SPPI criterion regardless of the event or circumstance that causes the early termination of the contract and irrespective of which party pays or receives reasonable compensation for the early termination of the contract.

The amendments should be applied retrospectively and are effective for annual periods beginning on or after 1 April 2019. These amendments have no impact on the financial statements of the Group.

(c) Amendments to Ind AS 19: Plan Amendment, Curtailment or Settlement

The amendments to Ind AS 19 address the accounting when a plan amendment, curtailment or settlement occurs during a reporting period. The amendments specify that when a plan amendment, curtailment or settlement occurs during the annual reporting period, an entity is required to:

Determine current service cost for the remainder of the period after the plan amendment, curtailment or settlement, using the actuarial assumptions used to remeasure the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event.

Determine net interest for the remainder of the period after the plan amendment, curtailment or settlement using: the net defined benefit liability (asset) reflecting the benefits offered under the plan and the plan assets after that event; and the discount rate used to remeasure that net defined benefit liability (asset).

The amendments also clarify that an entity first determines any past service cost, or a gain or loss on settlement, without considering the effect of the asset ceiling. This amount is recognised in profit or loss.An entity then determines the effect of the asset ceiling after the plan amendment, curtailment or settlement. Any change in that effect, excluding amounts included in the net interest, is recognised in other comprehensive income.The amendments apply to plan amendments, curtailments, or settlements occurring on or after the beginning of the first annual reporting period that begins on or after 1 April 2019. These amendments will apply only to any future plan amendments, curtailments, or settlements of the Group.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

(d) Amendments to Ind AS 28: Long-term interests in associates and joint ventures

The amendments clarify that an entity applies Ind AS 109 to long-term interests in an associate or joint venture to which the equity method is not applied but that, in substance, form part of the net investment in the associate or joint venture (long-term interests). This clarification is relevant because it implies that the expected credit loss model in Ind AS 109 applies to such long-term interests.

The amendments also clarified that, in applying Ind AS 109, an entity does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognised as adjustments to the net investment in the associate or joint venture that arise from applying Ind AS 28 Investments in Associates and Joint Ventures.

The amendments should be applied retrospectively in accordance with Ind AS 8 for annual reporting periods on or after 1 April 2019. Since the Group does not have associate and joint venture, the amendments will not have an impact on its financial statements.

(e) Annual improvement to Ind AS (2018)

Amendments to Ind AS 103: Party to a Joint Arrangements obtains control of a business that is a Joint Operation

The amendments clarify that, when an party to a joint arrangement obtains control of a business that is a joint operation, it applies the requirements for a business combination achieved in stages, including remeasuring previously held interests in the assets and liabilities of the joint operation at fair value. In doing so, the acquirer remeasures its entire previously held interest in the joint operation.

An entity applies those amendments to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after 1 April 2019. These amendments are currently not applicable to the Group.

Amendments to Ind AS 111: Joint Arrangements

A party that participates in, but does not have joint control of, a joint operation might obtain joint control of the joint operation in which the activity of the joint operation constitutes a business as defined in Ind AS 103. The amendments clarify that the previously held interests in that joint operation are not remeasured. An entity applies those amendments to transactions in which it obtains joint control on or after the beginning of the first annual reporting period beginning on or after 1 April 2019. These amendments are currently not applicable to the Group but may apply to future transactions.

Amendments to Ind AS 12: Income Taxes

The amendments clarify that the income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity recognises the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

An entity applies those amendments for annual reporting periods

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

beginning on or after 1 April 2019. Since the Group's current practice is in line with these amendments, the Group does not expect any effect on its financial statements.

Amendments to Ind AS 23: Borrowing Costs

The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.

An entity applies those amendments to borrowing costs incurred on or after the beginning of the annual reporting period in which the entity first applies those amendments. An entity applies those amendments for annual reporting periods beginning on or after 1 April 2019. The amendments does not have any effect on its financial statements.

Application of above standars are not expected to have any significant impact on the Group's Financial Statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

3 Property, plant and equipment

₹ in Lacs

	Freehold land	Leasehold improvements	Building	Plant and machinery	Furniture and fittings	Computers	Vehicles	Total
Cost								
As at 1 April 2017	**1,443.72**	**1,341.12**	**4,669.18**	**1,614.46**	**1,321.32**	**501.33**	**91.18**	**10,982.32**
Additions	-	482.85	0.32	291.84	287.65	13.83	21.34	1,097.83
Deductions / adjustment during the year	-	121.81	(6.67)	(46.25)	144.07	5.64	0.01	218.61
As at 31 March 2018	**1,443.72**	**1,702.16**	**4,676.17**	**1,952.55**	**1,464.90**	**509.52**	**112.51**	**11,861.53**
As at 1 April 2018	**1,443.72**	**1,702.16**	**4,676.17**	**1,952.55**	**1,464.90**	**509.52**	**112.51**	**11,861.53**
Additions	-	505.80	1.19	538.37	345.17	36.78	31.36	1,458.67
Deductions / adjustment during the year	-	33.63	-	7.81	16.75	1.02	-	59.21
As at 31 March 2019	**1,443.72**	**2,174.33**	**4,677.36**	**2,483.11**	**1,793.32**	**545.28**	**143.87**	**13,260.99**
Depreciation / Amortisation								
As at 1 April 2017	**-**	**208.68**	**110.09**	**156.57**	**189.89**	**143.20**	**15.58**	**824.00**
Depreciation/ amortisation for year	-	221.81	92.56	148.56	223.74	137.95	17.70	842.32
Deductions / adjustment during the year	-	37.81	-	31.23	(6.41)	4.44	-	67.07
As at 31 March 2018	**-**	**392.68**	**202.65**	**273.90**	**420.04**	**276.71**	**33.27**	**1,599.25**
As at 1 April 2018	**-**	**392.68**	**202.65**	**273.90**	**420.04**	**276.71**	**33.27**	**1,599.25**
Depreciation/ amortisation for year	-	284.92	92.59	197.08	245.45	108.53	17.75	946.32
Deductions / adjustment during the year	-	23.06	-	2.53	8.71	0.66	-	34.96
As at 31 March 2019	**-**	**654.54**	**295.24**	**468.45**	**656.78**	**384.58**	**51.02**	**2,510.61**
Net book value as at:-								
31 March 2018	**1,443.72**	**1,309.48**	**4,473.52**	**1,678.65**	**1,044.86**	**232.81**	**79.24**	**10,262.29**
31 March 2019	**1,443.72**	**1,519.79**	**4,382.12**	**2,014.66**	**1,136.54**	**160.70**	**92.85**	**10,750.38**

Notes:

a) Property plant and equipment are pledged as security for working capital loans and vehicles against vehicle loans (refer note 22 and 24).

b) As at 31 March 2019, Buildings with carrying amount of ₹ 4,285.73 Lacs (31 March 2018 ₹ 4,372.95 Lacs) are subject to first pari passu charge to secured borrowings (refer note 24)

4 Intangible assets

₹ in Lacs

	Computer software	Total
Cost		
As at 1 April 2017	**161.87**	**161.87**
Additions	2.53	2.53
Deductions / adjustment during the year	(1.01)	(1.01)
As at 31 March 2018	**165.41**	**165.41**
As at 1 April 2018	**165.41**	**165.41**
Additions	331.68	331.68
Deductions / adjustment during the year	-	-
As at 31 March 2019	**497.09**	**497.09**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

₹ in Lacs

	Computer software	Total
Depreciation / Amortisation		
As at 1 April 2017	**58.56**	**58.56**
Depreciation/ amortisation for year	41.16	41.16
Deductions / adjustment during the year	5.87	5.87
As at 31 March 2018	**93.85**	**93.85**
As at 1 April 2018	**93.85**	**93.85**
Depreciation/ amortisation for year	73.30	73.30
Deductions / adjustment during the year	-	-
As at 31 March 2019	**167.15**	**167.15**
Net book value as at:-		
31 March 2018	**71.56**	**71.56**
31 March 2019	**329.94**	**329.94**

5 Other Investments:

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Investments at fair value through OCI (fully paid - Quoted)		
Bank of Baroda	2.44	3.25
1903 (31 March 18 : 17,300 of Dena bank share) Equity shares of ₹ 128.65 each (31 March 18 ₹ 18.8 each)		
Investments in equity instruments (Unquoted)		
Saraswat Co-operative Bank Ltd		
1,150 (31 March 18: 1,150) Equity shares of 10 (31 March 18 ₹ 10)	0.12	0.12
	2.56	**3.37**
Aggregate book value of quoted investments	2.44	3.25
Aggregate market value of quoted investments	2.44	3.25
Aggregate book value of unquoted investments	0.12	0.12

6 Security deposits
(Unsecured, considered good)

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
To related parties		
- Security deposits (refer note 37.7)	83.42	76.53
To parties other than related parties		
- Security deposits	994.44	863.71
	1,077.86	**940.24**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

7 Non-current tax assets

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Advance tax (net of provision for tax of ₹ 992 lacs (31 March 2018: ₹ 981 Lacs)	138.89	134.19
	138.89	**134.19**

8 Other non-current assets

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Advances for capital expenditure	16.74	258.84
Balance with government authorities (other than income tax)	354.70	887.90
Prepayments		
- To related party (refer note 37.7)	4.23	6.25
- To other than related party	439.25	182.43
	814.93	**1,335.42**

9 Inventories*

(Valued at the lower of cost or net realisable value)

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Raw material **	16,130.63	16,164.06
Finished goods **	52,161.74	45,112.24
Stock-in-trade **	49,589.56	40,824.46
Packing material	41.39	31.59
	117,923.32	**102,132.35**

*Working Capital Borrowing are secured by hypothecation of inventories of the Company (refer note 22).

**Cost of precious stones is determined by management based on technical estimate of the purity and clarity of diamonds used, on which the auditors have placed reliance, as this being a technical matter.

The cost of inventories recognised as an expense includes ₹ 35 Lacs (Previous year: ₹ NIL) in respect of provision for making charges for aged inventory.

10 Trade receivables*

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Unsecured, considered good**	2,586.18	2,296.19
Considered credit impaired	5.06	5.06
	2,591.24	2,301.25
Less: Impairment allowance (allownace for bad and doubtful debts) Considered credit imparied	(5.06)	(5.06)
	2,586.18	**2,296.19**
Total	**2,586.18**	**2,296.19**

*Working capital borrowing are secured by hypothecation of trade receivables of the Company (refer note 22).

** Includes receivable from credit card companies amounting to ₹ 153.44 Lacs (31 March 2018: ₹ 126.32 Lacs).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

No trade or other receivables are due from directors or other officers of the Comapany either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a parter, a director or a member.

Trade receivables are generally not interest-bearing.

The movement in allowance for doubtful receivables is as follows:

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Balance as at beginning of the year	5.06	5.06
Provision created/(reversed) during the year Considered credit imparied	-	-
Balance as at the end of the year	**5.06**	**5.06**

11 Cash and cash equivalents

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Balances with banks		
- on current accounts	194.91	858.97
Cash on hand	462.96	243.70
	657.87	**1,102.67**

As at 31 March 2019, the Company had available ₹ 4,430.71 lacs (31 March 2018: ₹ 10,712.66 lacs) of undrawn committed borrowing facilities.

12 Bank balances other than cash and cash equivalents

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Bank deposits (with original maturity for more than 3 months but less than 12 months)*	3,324.14	2,651.57
Earmarked balance with banks		
- Unclaimed dividend#	1.75	0.70
- Unclaimed share application money#	0.34	0.34
	3,326.23	**2,652.61**

#Includes restricted amounts towards Unclaimed Dividend of ₹ 1.75 Lacs (31 March 2018: ₹ 0.70 Lacs) and Unclaimed share application money due for refund of ₹ 0.34 Lacs (31 March 2018: ₹ 0.34 Lacs).

*Deposits with a carrying amount of ₹ 5.54 Lacs (31 March 2018: ₹ 5.54 Lacs) are under lien with VAT authorities as deposits.

*Deposits with a carrying amount of ₹ 3,311.10 Lacs (31 March 2018: ₹ 2,635.30 Lacs) are under lien to secure working capital facilities availed from banks.

*Deposits with a carrying amount of ₹ 7.50 Lacs (31 March 2018: ₹ 7.50 Lacs) are towards base capital given to Multi Commodity Exchange India Ltd.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

13 Security deposits

(Unsecured, considered good)

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
To parties other than related parties		
- Security deposits	47.62	112.16
	47.62	**112.16**

14 Other financial assets

(Unsecured, considered good)

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Interest accrued on fixed deposits	157.31	73.01
	157.31	**73.01**

15 Other current assets

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
To related parties		
Prepayments (refer note 37.7)	6.72	4.17
To parties other than related parties		
Advance to suppliers	109.90	59.97
Advances to employees and others	65.27	17.37
Prepayments	243.24	351.28
Balance with government authorities (other than income tax)	1,277.99	354.54
Refund Assets	2,815.66	-
	4,518.78	**787.33**

16 Equity share capital

Authorised share capital

	As at 31 March 2019		As at 31 March 2018	
	No. of shares	**₹ in Lacs**	**No. of shares**	**₹ in Lacs**
As at the beginning of the year	75,000,000	7,500.00	75,000,000	7,500.00
Increase during the year	-	-	-	-
As at the end of the year	**75,000,000**	**7,500.00**	**75,000,000**	**7,500.00**

Issued equity share capital

	As at 31 March 2019		As at 31 March 2018	
	No. of shares	**₹ in Lacs**	**No. of shares**	**₹ in Lacs**
At the beginning and at the year end	66,730,620	6,673.06	66,730,620	6,673.06
Increase during the year	-	-	-	-
At the end of the year	**66,730,620**	**6,673.06**	**66,730,620**	**6,673.06**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

a Terms / rights attached to equity shares

The company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to his share of paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares.

On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

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

	As at 31 March 2019		As at 31 March 2018	
	No. of Shares	**% holding in class**	**No. of Shares**	**% holding in class**
Equity shares of ₹ 10 each fully paid up held by:				
Shrikant Zaveri	33,402,275	50.06%	33,402,275	50.06%
Binaisha Zaveri	5,285,000	7.92%	5,285,000	7.92%
Raashi Zaveri	4,572,500	6.85%	4,572,500	6.85%
Bindu Zaveri	3,500,000	5.24%	3,500,000	5.24%

17 Other equity

₹ in Lacs

	As at 31 March 2019	**As at 31 March 2018**
Securities premium		
As at the beginning of the year	**16,791.35**	**16,791.35**
Add: Securities premium collected during the year		
As at the end of the year	**16,791.35**	**16,791.35**
General reserves		
As at the beginning of the year	**1,401.47**	**1,401.47**
Add: Transfer during the year		
As at the end of the year	**1,401.47**	**1,401.47**
Capital reserves		
As at the beginning of the year	-	**36.96**
(Less): Deletion during the year	-	(36.96)
As at the end of the year	-	-
Surplus in profit and loss		
As at the beginning of the year	**22,827.98**	**20,701.92**
Add / (Less): Profit for the year	1,556.38	2,126.06
Add / (Less): Profit elimination on consolidation	(65.46)	-
Add / (Less): Dividend for year ended 31 March 2018	(603.36)	-
Add / (Less): Opening provision for sales return	(68.40)	-
As at the end of the year	**23,647.14**	**22,827.98**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Other comprehensive		
As at the beginning of the year	**(27.22)**	**(22.02)**
Add: Re-measurement gains/ (losses) on defined benefit plans	(162.56)	(24.47)
Add: Income tax effect	57.16	19.27
As at the end of the year	**(132.62)**	**(27.22)**
	41,707.34	**40,993.59**

Notes:

Securities premium account

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordanc with provisions of the Companies Act 2013.

General reserves

The general reserve is mainly created / built by the Company from time to time by transferring the profits from the retained earnings. The reserve may be utilised mainly to declare dividend as permitted under Companies Act 2013.

Surplus in profit and loss

Retained earnings comprise of the Group's undistributed profits after taxes.

Other comprehensive income

Items of other comprehensive income consist of re-measurement gain/(losses) on defined benefit plan of the Group.

18 Non-current borrowings

₹ in Lacs

	Effective interest rate %	Maturity	As at 31 March 2019	As at 31 March 2018
Secured				
Term loans				
- from banks	9.01% to 10%	Apr'20 & Sept'20	1.35	7.90
			1.35	**7.90**
Amount disclosed as current maturities of long term borrowings under the head other current liabilities (refer note 24)				
- from banks			6.08	5.13
			6.08	5.13

The term loans from banks are secured by hypothecation of vehicle purchased.
The tem loans shall be repayable on monthly installments till 10 April 2020 and 5 September 2020.
The Company has not defaulted for any loans payable, and there has been no breach of any loan covenants

19 Non-current provisions

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Employee benefits obligations		
- Provision for gratuity (refer note 37.5 (b))	661.83	551.41
	661.83	**551.41**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

20 Deferred tax Liability (net)

a The following is the analysis of deferred tax (assets)/liabilities presented in the Balance Sheet

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Deferred tax Liability	563.01	601.36
Deferred tax assets	(562.91)	(431.29)
Net deferred tax assets/(Liabilities)	**0.10**	**170.07**

b Deferred tax relates to following

	Balance sheet		Statement of profit and loss	
	31 March 2019	31 March 2018	31 March 2019	31 March 2018
Property, plant and equipment and intangible assets	538.73	538.28	0.45	(34.68)
Employee benefits	(421.22)	(334.86)	(86.36)	(29.38)
Fair valuation of gold loan derivative	0.01	63.08	(63.07)	109.21
Provision for doubtful debts	(1.77)	(26.41)	24.64	(0.26)
Leases	(74.19)	(53.09)	(21.10)	(10.39)
Deferred tax on elimination	24.28	(16.93)	(24.28)	(16.93)
Carry forward loss	-	-	-	69.48
Provision for sales return	(65.74)	-	(65.74)	-
Deferred tax expense / (income)			**(235.46)**	**87.05**
Deferred tax assets / (liabilities)	**0.10**	**170.07**		

21 Other non-current liabilities

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
From other than related parties		
- Deferred rent liability	157.73	106.77
	157.73	**106.77**

22 Current borrowings

₹ in Lacs

	Effective interest rate	Maturity	As at 31 March 2019	As at 31 March 2018
- Secured				
Loans repayable on demand from Banks*				
- Working capital demand loan	10.25% to 10.80 %	15 April 2019	3,250.00	6,750.00
- Gold loan	2.05% to 3.75 %	Various dates	29,989.50	27,839.88
- Cash credit	10% to 11.05%	On demand	27,303.23	22,252.00
			60,542.73	**56,841.88**
- Unsecured Loan				
Loans repayable on demand				
- From directors (refer note 37.7)			-	15.00
			-	**15.00**
			60,542.73	**56,856.88**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

Working capital demand loan and the Cash credit facilities are part of a consortium arrangement with banks. The above facilities are secured by primary security by way of hypothecation charge on the entire current assets of the Company, present and future, on first pari passu basis among the members of the consortium.

Further, the facility is secured by collateral security on first pari passu charge basis among the members of the consortium

- By way of mortgage over premises at Zaveri Bazar, Mumbai, premises at Surat, premises at Kandivali Industrial Estate, Mumbai, premises at Nariman Point, Mumbai, premises at Punjagutta, Hyderabad.

- By way of hypothecation charge over Property, Plant and Equipment installed/erected at Surat, at Kandivali Industrial Estate, Mumbai, at Pune, and all movable and immovable assets present in all the Company's showrooms.

The facility is also secured by way of extension of mortgage charge on Second pari passu basis over commercial premises at Santacruz, Mumbai belonging to Shri Shrikant Zaveri (Chairman and Managing Director) and the personal guarantee of Shri Shrikant Zaveri the Chairman and Managing Director of the Company

Further, bank deposits of ₹ 3,311.10 lacs (31 March 2018: ₹ 2,635.30 lacs) are under lien with the banks as a security for the above facilities. The facilities are also secured by stand-by Letter of credit and Bank Guarantee of ₹ 18,384 lacs (31 March 2018: ₹ 24,710 lacs).

Loan from directors is interest free and repayable on demand.

23 Trade payables

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Due to		
- Total outstanding dues of micro enterprises and small enterprises; and (refer note 37.4)	85.35	10.11
- Total outstanding dues of creditors other than micro enterprises and small enterprises	19,521.12	9,140.65
	19,606.47	**9,150.76**

24 Other financial liabilities

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Current maturities of long term borrowings (refer note 18)	6.08	5.13
Interest accrued but not due on borrowings	49.23	80.68
Share application money due for refund*	0.34	0.34
Amount liable to be deposited in Investor Education and Protection Fund but not yet due for deposit		
- Unclaimed dividend	1.74	0.70
Deposit Other than related party	0.20	-
	57.59	**86.85**

*During May 2012, the Company had received application money for allotment of equity shares via Initial Public Offer (IPO). However, due to over subscription the application money became due for refund and was subseqently transferred to Investor education and protection fund on 3 May 2019. There is no interest payable on share application money.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

25 Current provisions

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Employee benefit obligation		
- Provision for gratuity (refer note 37.5 (b))	169.20	32.12
- Provision for compensated absences	307.91	295.43
	477.11	**327.55**

26 Other current liabilities

₹ in Lacs

	As at 31 March 2019	As at 31 March 2018
Advance from customers	1,435.79	2,304.05
Customers dues under schemes / arrangements	7,027.02	3,039.09
Refund liability	3,006.56	-
Statutory dues#	184.08	179.14
Creditors for capital expenditure	146.43	98.27
Deferred rent liability	53.92	45.15
Accrual for expenses	592.76	1,312.84
	12,446.56	**6,978.54**

#Statutory dues includes Tax deducted at source, Goods and service tax, Employee state insurance, Provident fund and Profession tax.

Other current liabilities are non-interest bearing and have an average of 10-months term.

Undisputed statutory dues are generally settled in the next months.

Company's scheme do not qualify as deposits and Company has obtained legal opinion to that effect.

27 Revenue from contract with customers

27.1 Sale of product (Including excise duty)

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
- Sale of goods	176,358.11	175,507.20
Total	**176,358.11**	**175,507.20**
India	176,358.11	175,363.16
Outside india	-	144.04
Contract balances		
Trade receivables*	2,586.18	2,296.19
*Trade receivables are generally not interest-bearing.		
Reconciliation of revenue as recognised in Statement of Profit and Loss with the contracted price		
Revenue as per contracted price	192,114.37	185,942.60
Less: Adjustments		
Price adjustments such as discounts , rebates and sales promotion schemes	1,333.00	1,406.94
Sales return	14,423.26	9,028.47
Revenue as per Statement of Profit and Loss	**176,358.11**	**175,507.20**
Refund assets and Refund liabilities		
Refund assets	2,815.66	-
Refund liabilities	3,006.56	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Ind AS 115 Revenue from Contracts with Customers, mandatory for reporting periods beginning on or after April 1, 2018, replaces existing revenue recognition requirements. The application of Ind AS 115 has impacted the Company's accounting for revenue wherein the company has accounted for refund liability basis the past trend. The Company has applied the modified retrospective approach and debited the retained earnings at April 1, 2018 by ₹ 68.40 lacs, net of tax effect. The impact on the financial results of the Company is as follow:		
Decrease in Sales	1,398.07	
Decrease in Cost of good sold	1,310.81	
Decrease in Tax Expenses	29.93	
Decrease in Profit after tax	57.33	
Decrease Earnings per equity share	0.09	
Disaggregated revenue information:		
Revenue from retail operations	167,967.69	163,502.15
Revenue from non-retail operations	8,390.42	12,005.05
Revenue from contract with customers	**176,358.11**	**175,507.20**

27.2 Other operating revenue

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
- Repairing of jewellery	24.54	61.31
Total	**24.54**	**61.31**

28 Other income

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Interest Income		
- Interest income on bank deposits	164.35	175.69
- Income tax refund	1.51	24.31
- Interest Income (Other)	85.55	93.49
Dividend Income		
- Investments - Mutual Funds	0.02	0.18
Other Non-Operating Income		
- Rental income	0.65	-
- Foreign exchange gain (net)	-	1.38
- Miscellaneous Income	63.53	152.53
- Liabilities/Provisions no longer required written back (net)	106.61	151.51
	422.22	**599.09**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

29 Cost of material consumed

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Inventory at the beginning of the year	**16,164.06**	**14,036.44**
Add: Purchases	143,431.41	130,667.76
	159,595.47	**144,704.20**
Less: Inventory at the end of the year	(16,130.63)	(16,164.06)
Cost of material consumed	**143,464.84**	**128,540.14**

30 Purchases of stock-in-trade

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Purchases of stock-in-trade	12,767.35	4,653.01
	-	4,994.92
	12,767.35	**9,647.93**

31 Changes in inventories of finished goods and stock-in-trade

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Opening inventory		
- Finished goods	45,063.80	68,075.21
- Stock-in-trade	40,872.90	20,568.20
	85,936.70	**88,643.41**
Closing inventory		
- Finished goods	52,161.74	45,112.24
- Stock-in-trade	49,589.56	40,824.46
	101,751.30	**85,936.70**
Decrease in stock	**(15,814.60)**	**2,706.71**

32 Employee benefits expenses

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Salaries, wages and bonus	7,108.44	7,088.29
Contribution to provident and other funds (refer note 37.5 (a))		
- Provident fund	276.86	261.78
- Other fund	48.16	71.69
Gratuity expenses (refer note 37.5 (b))	137.14	166.98
Staff welfare expenses	242.16	249.69
	7,812.76	**7,838.43**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

33 Finance costs

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Interest expenses borrowings	4,204.57	3,541.20
Other borrowing costs	432.63	429.62
	4,637.20	**3,970.82**

34 Depreciation and amortisation expenses

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Depreciation on property, plant and equipment (refer note 3)	946.32	842.32
Amortisation on intangible assets (refer note 4)	73.30	41.16
	1,019.62	**883.48**

35 Other expenses

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Power and fuel	485.41	542.28
Water charges	10.98	17.18
Boxes and packing material	257.13	199.73
Repairs and maintenance		
- Plant & machinery	193.58	168.42
- Others	300.83	322.13
Jobwork charges	319.53	718.76
Rent (refer note 37.3 (iii))	2,866.44	2,519.62
Advertisement and sales promotion	3,842.88	3,964.32
Freight and forwarding charges	123.88	148.57
Stores and spares consumed	296.94	412.42
Commission and service charges	64.21	27.48
Insurance	42.64	44.32
Travelling and conveyance expenses	233.13	229.55
Rates and taxes	134.28	103.47
Legal and professional fees	436.95	528.45
Royalty	(4.94)	84.33
Postage, telegrams and telephone charges	48.56	88.33
Payment to auditors:		
- Statutory audit	33.80	40.70
- Limited review of quarterly results	21.00	23.10
- Certification fees	-	1.65
- Out of pocket expenses	1.85	1.90
Security charges	250.41	251.28
Loss on sale of property plant and equipement	-	3.22
Asset written off	20.46	134.88
Loss on commodity hedging transaction	-	9.99

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
Bank charges	692.82	469.36
Interest on late payment of tds & MSME payments	0.16	-
Bad debts written off	2.19	-
Contribution towards Corporate Social Responsibility (refer note 37.2)	22.99	23.03
Directors sitting fees	5.60	6.01
Commission to directors (refer note 37.7)	22.50	22.65
Miscellaneous expenses	216.38	175.92
	10,942.57	**11,283.05**

38 Income tax expense

₹ in Lacs

	Year ended 31 March 2019	Year ended 31 March 2018
The major components of income tax expense for the years ended 31 March 2019 and 31 March 2018 are:		
(i) Amounts recognised in profit and loss		
Current income tax	**992.00**	**981.00**
Changes in estimates relating to prior years	1.60	2.71
Deferred income tax liability / (asset)		
Origination and reversal of temporary differences	(235.46)	87.05
Deferred tax expense / (income)	**(235.46)**	**87.05**
Tax expense for the year	**758.14**	**1,070.76**
(ii) Amounts recognised in other comprehensive income		
Items that will not be reclassified to profit or loss		
Remeasurements of defined benefit plans	57.17	19.27
(iii) Reconciliation of effective tax rate		
Profit before tax	2,314.52	3,196.82
Company's domestic tax rate	34.94%	34.61%
Tax using the company's domestic tax rate	**808.69**	**1,106.36**
Tax effect of:		
Expense not allowed for tax purposes - Donations & CSR	5.06	6.83
Income not considered for tax purpose/ Exempt income	(0.02)	(0.05)
Difference in Tax rate	-	(1.80)
Set-off against earlier years carry forward losses	(25.35)	(26.36)
Deferred tax not recognised in earlier years	-	-
Recognition of Opening Deffered tax Assets	(35.25)	-
Changes in estimates relating to prior years	1.60	2.71
Others	3.41	(16.93)
	758.14	**1,070.75**
Current tax	992.00	981.00
Deferred tax	(235.46)	87.05
Changes in estimates relating to prior years	1.60	2.71
Total tax	**758.14**	**1,070.76**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

37 Notes to Accounts

37.1 Earning Per Share (EPS)

₹ in Lacs

Particulars	31 March 2019	31 March 2018
Profit after taxation (₹ in lacs)	1,556.38	2,126.06
Weighted Average Number of Equity Shares	66,730,620	66,730,620
Add: effect of potential issues of options	Nil	Nil
Number of shares considered as weighted average shares and potential shares outstanding	66,730,620	66,730,620
Basic earnings per share (₹)	2.33	3.19
Diluted earnings per share (₹)	2.33	3.19

37.2 Corporate social responsibility (CSR)

As per Section 135 of the Companies Act 2013, a CSR Committee has been formed by the Group. The areas of CSR activities are to eradicate hunger, poverty and malnutrition, promoting healthcare, including preventive health care and sanitation. the Group also wants to promote education, including special education and employment, enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects. As part of above, the Group has undertaken CSR activities through Cancer Patient Aid Association (CPAA), Ahmedabad Women's Action Group (AWAG), Stree Mukti Sanghatan, Voice Tree Technologies Private Limited, Baroda Citizen Council (BCC), Bharatiya Street Shakti and West Wind Foundation which are specified in Schedule VII of the Companies Act, 2013.

₹ in Lacs

Particulars	31 March 2019	31 March 2018
Gross amount required to be spent during the year	17.96	23.01
Amount spent during the year on :		
1) Construction / acquisition of assets		
a) Paid in cash	-	-
b) Yet to be paid	-	-
2) Other than (1) above		
a) Paid in cash	22.99	23.03
b) Yet to be paid	-	-
Total	**22.99**	**23.03**

37.3 Contingent liabilities and commitments

(i) Contingent Liabilities

Claims against the Company not acknowledged as debts

Particulars	31 March 2019	31 March 2018
a) Guarantees given	18,384.00	24,710.00
b) Other matters for which the Company is contingently liable		
i) Sales tax matters	308.54	308.54
ii) Local body tax matters	31.54	31.54
iii) Custom duty matters	18.25	18.25

The contingent liabilities, if materialised, shall entirely be borne by the Group, as there is no likely reimbursement from any other party.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

The Group's pending litigations comprise of proceedings pending with Sales/VAT tax and other authorities. The Group has reviewed all its pending litigations and proceedings, and has adequately provided for where provisions are required and disclosed the contingent liabilities, where applicable, in its financial statements. the Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

The Group has a process whereby periodically all long-term contracts are assessed for material foreseeable losses. At the year end, the Group has reviewed and ensured that adequate provision as required under any law/ accounting standards for material foreseeable losses on such long-term contracts has been made in the books of account.

Other matters - Provident fund

There are numerous interpretative issues relating to the Supreme Court (SC) judgement on PF dated 28th February, 2019. As a matter of caution, the Group has made a provision on a prospective basis from the date of the SC order. The Group will update its provision, on receiving further clarity on the subject.

(ii) Commitments

Estimated amount of Contracts remaining to be executed on capital account and not provided for (net of advances) as at 31 March 2019 is ₹ 2.97 Lacs (31 March 2018: ₹ 11.89 Lacs).

(iii) Leases

Operating lease commitments as a lessee

The Group has entered into agreements for taking on lease certain residential / store premises. These lease have terms of between five to nine years. All leases include a clause to enable upward revision of the rental charge basis the prevailing market conditions.

The Group has recognized the showroom rent expenses in the books of accounts. Rental expenses under operating leases (including cancellable and non – cancellable) aggregating ₹ 2,866.44 Lacs (31 March 2018: ₹ 2,519.62 Lacs) have been included under "other expenses" in the Statement of Profit and Loss as disclosed under note 35.

The future minimum lease payments in respect of non-cancellable operating leases as at 31 March 2019 are as follows -

₹ in Lacs

Particulars	31 March 2019	31 March 2018
Amount due within one year from the balance sheet date	2,915.35	2,561.07
Amount due for the period after one year and before five years	7,629.50	6,259.44
Amount due for the period after five years	2,432.84	1,434.02

37.4 Dues to Micro, Small and Medium Enterprises

Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2 October 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprise.

On the basis of the information and records available with management, the following disclosures are made for the amounts due to Micro, Small and Medium enterprises who have registered with the Competent authorities.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

₹ in Lacs

Particulars	31 March 2019	31 March 2018
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:		
Principal amount due to Micro and Small Enterprises	85.35	10.11
Interest due on the above	2.29	
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day, during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006;	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	2.29	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

37.5 Gratuity and Other Post-employment benefit plans

a) Defined contribution plans

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund and Employees State Insurance, which are defined contribution plans. the Group has no obligations other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognised as an expense towards contribution to Provident Fund and other funds for the year aggregated to ₹ 325.02 Lacs (31 March 2018: ₹ 333.47 Lacs) which is shown under notes to consolidated financial statements 32 – 'Employee benefits'.

b) Defined benefit plans

The Group operates gratuity plan through a Trust wherein every employee is entitled to the benefit equivalent to fifteen days salary last drawn for each completed year of service. The same is payable on termination of service or retirement, whichever is earlier. The benefit vests after five years of continuous service. In case of some employees, the Group's scheme is more favourable as compared to the obligation under Payment of Gratuity Act, 1972. The gratuity plan is funded. the Group contributes to the Fund based on the actuarial valuation report. the Group has contributed to the Insurer Managed Fund. The following tables summarise the components of net benefit expense recognised in the Statement of Profit and Loss, and the funded status and amounts recognised in the Balance Sheet for the respective plans:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

₹ in Lacs

		Gratuity (funded)	
		31 March 2019	31 March 2018
I	**Change in Benefit Obligation**		
	Liability at the beginning of the year	745.79	587.93
	Interest cost	63.54	36.71
	Current service cost	83.56	133.61
	Benefit paid	(67.28)	-36.93
	Actuarial (gain) / loss on obligations	161.76	24.47
	Liability at the end of the year	**987.37**	**745.79**
II	**Amount recognised in the Balance Sheet**		
	Liability at the end of the year	987.37	745.79
	Fair value of plan assets at the end of the year	(156.32)	-162.26
	Amount recognised in the Balance Sheet	**831.05**	**583.53**
III	**Expenses recognised in the Statement of Profit and Loss**		
	Current service cost	83.56	133.61
	Interest cost	63.54	36.71
	Investment Income	(9.96)	-7.66
	Net actuarial (gain) / loss to be recognised	-	-
	Gratuity paid	-	4.32
	Adjustment to opening balance of plan assets	-	-
	Expense recognised in Statement of Profit and Loss	**137.14**	**166.98**
IV	**Expenses recognised in the Other Comprehensive Income**		
	Change in demographic assumptions	-	-158.06
	Change in Financial assumptions	160.97	-118.56
	Experience variance (i.e Actual experience vs assumptions)	0.79	301.21
	Return on plan assets	-	-0.13
	Expense recognised in the Other Comprehensive Income	**161.76**	**24.46**
V	**Balance Sheet Reconciliation**		
	Opening net liability	583.53	464.59
	Adjustment to opening balance	-	-
	Expense recognized in the Statement of Profit and Loss	137.14	166.98
	Expense recognized in the Statement of OCI	161.76	24.46
	Gratuity paid	-	(22.50)
	Contribution Paid	(51.40)	(50.00)
	Amount recognised in Balance Sheet	**831.03**	**583.53**
IV	**Composition of plan assets**		
	Qualifying insurance policies*	156.32	162.26
	A split of plan asset between various asset classes is as below:		
	Unquoted other debt instruments	**156.32**	**162.26**
VII	**Movement in fair value of plan assets**		
	Fair value of plan assets at the beginning of the year	158.89	123.36
	Adjustment to opening balance of plan assets	-	-
	Contributions paid into the plan	51.40	50.00
	Benefits paid by the plan	(67.28)	(22.13)
	Investment Income	9.96	7.66
	Actuarial (losses) / gains	-	-
	Fair value of plan assets at the end of the year	**152.97**	**158.89**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

₹ in Lacs

		Gratuity (funded)	
		31 March 2019	31 March 2018
VIII	**Principal actuarial assumptions**		
	Discount rate per annum	7.75%	8.15%
	Expected rate of return on plan Assets	7.75%	8.15%
	Salary escalation rate per annum	6.00%	5.00%
	Mortality	Indian Assured lives Mortality (2006-08) Ultimate	Indian Assured lives Mortality (2006-08) Ultimate
	Employee Turnover rate	0% - 28.00%	0% - 28.00%

IX The principal actuarial risks to which the Group is exposed are investment risk, interest rate risk, salary risk and longetivity risk.

Investment risk	The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.
Interest risk	The plan exposes the Group to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.
Longetivity risk	The Group has used certain mortality and attrition assumptions in the valuation of the liability. The Group is exposed to the risk of actual experience turning out to be worse compared to the assumption.
Salary Risk	The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

IX Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

₹ in Lacs

Particulars	31 March 2019	31 March 2018
Defined Benefit Obligation (Base)	987.37	745.79

₹ in Lacs

Particulars	31 March 2019		31 March 2018	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	1,141.81	862.08	838.58	640.85
(% change compared to base due to sensitivity)	13.53%	-14.53%	11.06%	-16.38%
Salary Growth Rate (- / + 1%)	859.45	1,142.61	638.06	840.53
(% change compared to base due to sensitivity)	-14.88%	13.59%	-16.89%	11.27%
Attrition Rate (- / + 50% of attrition rates)	995.32	981.64	733.20	727.50
(% change compared to base due to sensitivity)	0.80%	-0.58%	-1.72%	2.52%
Mortality Rate (- / + 10% of mortality rates)	986.46	988.25	728.28	730.68
(% change compared to base due to sensitivity)	-0.09%	0.09%	-2.41%	2.07%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

X Maturity Profile of Defined Benefit Obligation

Weighted average duration (based on discounted cashflows) 15 years

Expected cash flows over the next (valued on undiscounted basis):	Indian Rupees (INR)
1 year	169.20
2 to 5 years	102.45
6 to 10 years	184.67
More than 10 years	3,442.98

The Group expects to pay ₹ 120 Lacs (31 March 2018 ₹ 75 Lacs) to the fund in the year ending 31 March 2020.

*The Group has maintained funds with Life Insurance Corporation of India and HDFC Life. The details of major category of plan assets held by the insurance companies is not available and hence the disclosure thereof is not made. The expected long-term rate of return on plan assets is based exclusively on the historical returns, without adjustments.

Estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

c) Other long-term employee benefits

Compensated absences

The liability towards compensated absences (annual and sick leave) for the year ended 31 March 2019 based on actuarial valuation carried out by using Projected unit credit method resulted in a (reversal)/charged of ₹ 42.30 Lacs (31 March 2018: reversal ₹ 51.62 Lacs).

Annual and sick leave assumptions

₹ in Lacs

	31 March 2019	**31 March 2018**
Discount rate per annum	7.75%	8.15%
Salary escalation rate per annum	6.00%	5.00%
Mortality	Indian Assured lives Mortality (2006-08) Ultimate	Indian Assured lives Mortality (2006-08) Ultimate
Employee turnover rate	0 - 26.00%	0 - 26.00%

37.6 Long-term contracts

The Group has a process whereby periodically all long term contracts (including derivative contracts) are assessed for material foreseeable losses. At the year end, the Group has reviewed and determined that there are no long term contracts (including derivative contracts) which require provision under any law / accounting standards for material foreseeable losses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

37.7 Information on related party transactions as required by the Indian Accounting Standard (IND AS) - 24 for the year ended 31 March 2019

I. Name of related parties

Key Managerial Personnel

1 Shrikant Zaveri, Chairman and Managing Director
2 Binaisha Zaveri, Whole Time Director
3 Raashi Zaveri, Whole Time Director
4 Saurav Banerjee, Chief Financial Officer
5 Mayur Choksi, Director
6 Niraj Oza, Company Secretary
7 Ajay Mehta, Independent Director
8 Kamlesh Vikamsey, Independent Director
9 Sanjay Asher, Independent Director

Relative of Key Managerial Personnel

1 Kunal S Vaishnav

Entities over which Key Managerial personnel and/or their relatives exercise significant influence

1 TBZ Limited Employees Gratuity Trust

Subsidiaries

1 Konfiaance Jewellery Private Limited. (ceased from 31 March 2018)

Transactions during the year and balances as at year end with related parties:

₹ in Lacs

Nature of transaction	Key Managerial Personnel	Relative of Key Managerial Personnel
Transaction during the period *		
Remuneration paid**	950.98	-
	(935.84)	-
Sitting fees paid	5.60	-
	(6.01)	-
Commission paid	22.50	-
	(22.65)	-
Rent paid	215.65	-
	(148.00)	-
Legal fees paid	-	2.29
	-	(3.23)
Loan repaid	15.00	-
	-	-
Balance as at 31 March 2019*		
Loans payable	-	-
	(15.00)	-
Remuneration payable	-	-
	(37.65)	-
Prepayments receivable- non current	4.23	-
	(6.25)	
Prepayments receivable- current	6.72	
	(4.17)	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

₹ in Lacs

Nature of transaction	Key Managerial Personnel	Relative of Key Managerial Personnel
Security deposits receivable	83.42	
	(76.53)	
Commission payable	22.50	-
	(22.50)	-
Trade payable	-	0.32
	-	(0.17)

Notes:

1) All Related Party Transactions entered during the year were in ordinary course of the business and are on arm's length basis.
2) No amount in respect of the related parties have been written off / back during the year.
3) ESIC is not applicable to KMPs and Providend Fund is opted only by the Company Secretary.
4) For the year ended 31 March 2019, the Company has not recorded any impairment of receivables relating to amounts owned by related parties (31 March 2018 ₹ NIL Lacs). The assessment is undertaken at each financial year through examining the financial position of the realted party and the market in which related party operates.
5) The borrowing is secured by personal guarantee of the Chairman and Managing Director of the Company (refer note 22).
6) *Amounts pertaining to year ended 31 March 2018 are in brackets.
7) ** Remuneration to key managerial personnel does not include charge for gratuity and leave encashment as employee-wise break-up is not available.

37.8 Dividend on Equity Shares

₹ in Lacs

Particulars	31 March 2019	31 March 2018
Dividend on equity shares paid during the year	603.36	-
Proposed dividend on equity shares recognised as liability	-	-
Proposed dividend on equity shares not recognised as liability	-	-
Final dividend of ₹ 0.75/- per share	500.48	500.48
Dividend distribution tax on final dividend	102.88	102.88

37.9 Segment reporting

The Group's business activity falls within a single primary business segment of "Jewellery" and one reportable geographical segment which is "within India". Accordingly, the Group is a single segment company in accordance with Indian Accounting Standard 108 "Operating Segment".

37.10 Disclosure pursuant to change with SEBI (Listing obligation and disclosure requirement, 2015) and section 186 of the Companies Act,2013

No loans have been given by the Group to any third party or its subsidiary companies.

37.11 Entities consolidated as subsidiaries in accordance with Ind AS 110 - Consolidated financial statements

Name of the Entity	Country of Incorporation	% of holding as on		Accounting period	
		31 March 2019	31 March 2018	31 March 2019	31 March 2018
Tribhovandas Bhimji Zaveri (Bombay) Limited	India	100.00%	100.00%	1 April 2018 to 31 March 2019	1 April 2017 to 31 March 2018
Konfiaance Jewellery Private Limited. (ceased from 31 March 2018)	India	-	100.00%	-	1 April 2017 to 31 March 2018

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

37.12 Additional Information, as required under Schedule III to the Companies Act, 2013, of entities consolidated as subsidiaries

Name of the Entity	As at 31 March 2019		For the year ended 31 March 2019					
	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount (₹ in Lacs)	As % of consolidated profit or loss	Amount (₹ in Lacs)	As % of consolidated other comprehensive income	Amount (₹ in Lacs)	As % of consolidated total comprehensive income	Amount (₹ in Lacs)
Parent								
Tribhovandas Bhimji Zaveri Limited	102.14%	49,413.87	98.34%	1,530.58	106.3%	(112.06)	97.76%	1,418.52
Subsidiary								
Tribhovandas Bhimji Zaveri (Bombay) Limited	-1.53%	(737.86)	1.42%	22.08	-6.3%	6.66	1.98%	28.74
Total eliminations	-0.61%	(295.61)	0.24%	3.72	-	-	0.26%	3.75
Total	**100.00%**	**48,380.40**	**100.00%**	**1,556.38**	**100.01%**	**(105.40)**	**100.00%**	**1,451.00**

Name of the Entity	As at 31 March 2018		For the year ended 31 March 2019					
	Net Assets i.e. total assets minus total liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount (₹ in Lacs)	As % of consolidated profit or loss	Amount (₹ in Lacs)	As % of consolidated other comprehensive income	Amount (₹ in Lacs)	As % of consolidated total comprehensive income	Amount (₹ in Lacs)
Parent								
Tribhovandas Bhimji Zaveri Limited	102.10%	48,667.11	99.03%	2,105.48	700.38%	(36.42)	97.56%	2,069.06
Subsidiary								
Tribhovandas Bhimji Zaveri (Bombay) Limited	-1.61%	(766.61)	0.54%	11.46	-600.38%	31.22	2.01%	42.68
Konfiaance Jewellery Private Limited	-	-	0.00%	(0.08)	-	-	0.00%	-0.08
Total eliminations	-0.49%	(233.85)	0.43%	9.22	-	-	0.43%	9.22
Total	**100.00%**	**47,666.65**	**100.00%**	**2,126.08**	**100.00%**	**(5.20)**	**100.00%**	**2,120.88**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

37.13 Fair value hedge of gold price risk in inventory

The Group enters into contracts to purchase gold wherein the Group has the option to fix the purchase price based on market price of gold during a stipulated time period. The prices are linked to gold prices. Accordingly, these contracts are considered to have an embedded derivative (represented in the said option to fix the price) that is required to be separated from the host contract which is the gold loan liability. Such feature is kept to hedge against exposure in the value of inventory of gold due to volatility in gold prices. The Group designates the embedded derivative in the payable for such purchases as the hedging instrument in fair value hedging of inventory. The Group designates only the spot-to-spot movement of the gold inventory as the hedged risk. The carrying value of inventory which are designated under fair value hedge relationship are measured at fair value at each reporting date. There is no ineffectiveness in the relationships designated by the Group for hedge accounting.

Disclosure of effects of fair value hedge accounting on financial position:

Hedged item - Changes in fair value of inventory attributable to change in gold prices

Hedging instrument - Changes in fair value of the option to fix prices of gold purchases, as described above

As at 31 March 2019

Commodity price risk	Carrying amount of hedged item		Carrying amount of hedging instrument		Notional value of hedge item	Notional value of hedging instrument	Maturity date	Balance sheet classification	Impact of change in fair value relating to the hedged risk (spot)
	Assets	Liabilities	Assets	Liabilities					
Hedged item - Inventory of gold	29,989.50	-	NA	NA	29,989.50	NA	Range - with in 6 months	Inventory	140.28
Hedging instrument - Option to fix gold price	NA	NA	-	140.28	NA	140.28	Range - with in 6 months	Current borrowing	140.28

As at 31 March 2018

Commodity price risk	Carrying amount of hedged item		Carrying amount of hedging instrument		Notional value of hedge item	Notional value of hedging instrument	Maturity date	Balance sheet classification	Impact of change in fair value relating to the hedged risk (spot)
	Assets	Liabilities	Assets	Liabilities					
Hedged item - Inventory of gold	28,020.40	-	NA	NA	28,020.40	NA	Range - with in 6 months	Inventory	873.06
Hedging instrument - Option to fix gold price	NA	NA	-	692.54	NA	692.54	Range - with in 6 months	Current borrowing	873.06

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

37.14 Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The board of directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position. The primary objective of the Group's Capital Management is to maximise shareholder value. The Group manages its capital structure and makes adjustments in the light of changes in the economic environment and the requirements of the financial covenants, if any.

The Group monitors capital using a ratio of 'adjusted net debt' to 'equity'. For this purpose, adjusted net debt is defined as total borrowings, comprising interest-bearing loans and borrowings less cash and cash equivalents. Equity comprises all components of equity.

The Group's adjusted net debt to equity ratio was as follows.

₹ in Lacs

Particulars	31 March 2019	31 March 2018
Total borrowings	60,550.16	56,854.91
Less: Cash and cash equivalent	657.87	1,102.67
Adjusted net debt	59,892.29	55,752.25
Total equity	48,380.40	47,666.65
Adjusted net debt to equity ratio	1.24	1.17

37.15 Financial Instruments - Fair values and risk management

37.15.1 Financial Instruments - Fair values

Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below.

a) The fair value of financial instruments have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements)

   The categories used are as follows:

   - Level 1: Quoted prices for identical instruments in an active market;
   - Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and
   - Level 3: Inputs which are not based on observable market data.

₹ in Lacs

31 March 2019	Carrying amount			Fair value			
	FVOCI	Amortised	Total	Level 1	Level 2	Level 3	Total
Non-current financial assets							
Investments	2.56		2.56	2.56			2.56
Security deposits	-	1,077.86	1,077.86	-	-	-	-
Current financial assets							
Trade receivables		2,586.18	2,586.18	-	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

₹ in Lacs

31 March 2019	Carrying amount			Fair value			
	FVOCI	Amortised	Total	Level 1	Level 2	Level 3	Total
Cash and cash equivalents		657.87	657.87	-	-	-	-
Bank balances other than above		3,326.23	3,326.23	-	-	-	-
Security deposits		47.62	47.62	-	-	-	-
Others financial assets		157.31	157.31	-	-	-	-
Non-current financial liabilities							
Borrowings		1.35	1.35	-	-	-	-
Current financial liabilities							
Borrowings	29,989.50	30,553.23	60,542.73	29,989.50	-	-	29,989.50
Current maturities of long term borrowings		6.08					
Trade payables		19,606.46	19,606.46	-	-	-	-
Others financial liabilities		51.51	51.51	-	-	-	-

₹ in Lacs

31 March 2018	Carrying amount			Fair value			
	FVOCI	Amortised	Total	Level 1	Level 2	Level 3	Total
Non-current financial assets							
Investments	3.37	-	3.37	3.37	-	-	3.37
Security deposits	-	940.24	940.24	-	-	-	-
Current financial assets				-	-	-	-
Trade receivables	-	2,296.19	2,296.19	-	-	-	-
Cash and cash equivalents	-	1,102.67	1,102.67	-	-	-	-
Bank balances other than above	-	2,652.61	2,652.61	-	-	-	-
Security deposits	-	112.16	112.16	-	-	-	-
Others financial assets	-	73.01	73.01				
Non-current financial liabilities				-	-	-	-
Borrowings	-	7.90	7.90	-	-	-	-
Current financial liabilities							
Borrowings	27,839.88	29,017.00	56,856.88	27,839.88	-	-	27,839.88
Current maturities of long term borrowings	-	5.13	5.13				
Trade payables	-	9,150.77	9,150.77	-	-	-	-
Other financial liabilities	-	86.85	86.85	-	-	-	-

b) Specific valuation techniques used to value financial instruments include:

(a) The use of quoted market prices for investments in mutual funds.

(b) Use of market available inputs such as gold prices for option to fix prices of gold in purchase contracts

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

37.15.2 Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk;
- Market risk

Risk management framework

The Group's board of directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The board of directors has established the Risk Management Committee, which is responsible for developing and monitoring the Group's risk management policies. The committee reports regularly to the board of directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Group's principal financial assets include trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Group is exposed to market risk, credit risk and liquidity risk. The Group's senior management oversees the management of these risks. It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below:

A. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's exposures to trade receivables (mainly institutional customers and credit sales), deposits with landlords for store properties taken on leases and other receivables including balances with banks.

Trade receivables and other deposits

The Group's retail business is predominantly on 'cash and carry' basis which is largely through cash and credit card collections. The credit risk on such credit card collections is minimal, since they are primarily owned by customers' card issuing banks. The Group has adopted a policy of dealing with only credit worth counterparties in case of institutional customers and credit sales and the credit risk exposure for institutional customers and credit sales are managed by the Group by credit worthines checks. The Group also carries credit risk on lease deposits with landlords for store properties taken on leases, for which agreements are signed and property possessions timely taken for store operations. The risk relating to refunds of deposits after store shut down is managed through successful negotiations or appropriate legal actions, where necessary.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

Other financial assets

The Group maintains exposure in cash and cash equivalents and term deposits with banks. The Cash and cash equivalents and term deposits are held with the banks with good credit ratings.

The Group's maximum exposure to credit risk as at 31st March, 2019 and 31st March, 2018 is the carrying value of each class of financial assets.

B. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group maintained a cautious liquidity strategy, with a positive cash balance throughout the year ended 31st March, 2017 and 31st March, 2016. Cash flow from operating activities provides the funds to service the financial liabilities on a day-to-day basis.

The Group regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments:

₹ in Lacs

31 March 2019	Less than 1 year	More than 1 year	More than 5 years	Carrying amount
Non current, non derivative financial liabilities				
Borrowings				
Secured Term loans from banks		1.35	-	1.35
Current financial liabilities				
Borrowings				
Working capital demand loan from banks	29,989.50			29,989.50
Cash credit from banks	27,303.23			27,303.23
Trade payables	19,606.47			19,606.47
Other current financial liabilities	57.59			57.59

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

₹ in Lacs

31 March 2018	Less than 1 year	More than 1 year	More than 5 years	Carrying amount
Non current, non derivative financial liabilities				
Borrowings				
Secured Term loans from Banks	-	7.90	-	7.90
Current financial liabilities				
Borrowings				
Working capital demand loan from banks	34,589.88	-	-	34,589.88
Cash credit from banks	22,252.00	-	-	22,252.00
Loan from directors	15.00	-	-	15.00
Trade payables	8,329.73	-	-	8,329.73
Other current financial liabilities	86.85	-	-	86.85

As of 31 March 2019 and 31 March 2018 the Group had unutilized credit limits from banks of ₹ 4,430.71 Lacs and ₹ 10,712.66 Lacs.

C. Market risk

i. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

ii. Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing financial assets or borrowings because of fluctuations in the interest rates, if such assets/borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing borrowings will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

	Nominal amount	
	31 March 2019	31 March 2018
Fixed-rate instruments		
Financial assets		
Deposits with banks	3,324.14	2,651.57
Financial liabilities		
Secured term loans from banks	7.43	13.03
Working capital demand loans from banks	3,250.00	6,750.00
Floating-rate instruments		
Financial liabilities		
Cash credit from banks	27,303.23	22,252.00
Gold loan	29,989.50	27,839.88

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the year ended 31 March 2019

The Group's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Sensitivity

The sensitivity to profit and loss in case of a reasonable possible change in interest rate of +/- 80 basis points (previous year +/- 25 basis points), keeping all other variables constant, would have resulted in an impact on profits by ₹ 469.62 Lacs (previous year ₹ 138.41 Lacs)

iii. Price risk

Exposure from investments in mutual funds:

The Group's exposure to price risk arises from investment in mutual funds held by the Group and classified in the balance sheet as fair value through profit and loss.

Exposure from Borrowings:

The Group's exposure to price risk also arises from borrowings of the Group that are at unfixed prices, and therefore, payment is sensitive to changes in gold price. The option to fix gold prices are classified in the balance sheet as fair value through profit or loss. The option to fix gold prices are at unfixed prices to hedge against potential losses in value of inventory of gold held by the Group.

The Group applies fair value hedge for the gold purchased whose price is to be fixed in future. Therefore, there will no impact of the fluctuation in the price of the gold on the Group's profit for the period.

37.16 Events after the reporting period

The Board of Directos has recommended dividend of ₹ 0.75 per share for the financial year 2018-19. The payment is subject to the approval of the shareholders at the annual general meeting.

The Company has evaluated subsequent events from the balance sheet date through 14 May 2019, the date at which the financial statement were available to be issued, and determine that there are no material items to disclose other than those disclosed above.

37.17 The previous year figures have been audited by an audit firm other than S R B C & CO LLP. The previous year's figures have been regrouped / reclassified wherever necessary.

As per our report of even date
For **S R B C & CO LLP**
ICAI Firm Registration No: 324982E/E300003
Chartered Accountants

per **Vijay Maniar**
Partner
Membership No: 36738

For and on behalf of the Board of Directors of
Tribhovandas Bhimji Zaveri Limited
CIN: L27205MH2007PLC172598

Shrikant Zaveri
Chairman and Managing Director
DIN:00263725

Raashi Zaveri
Whole Time Director
DIN:00713688

Saurav Banerjee
Chief Financial Officer

Niraj Oza
Head-Legal & Company Secretary
Membership No.:A20646

Place: Mumbai
Date: 14 May 2019

Place: Mumbai
Date: 14 May 2019

TRIBHOVANDAS BHIMJI ZAVERI LIMITED
CIN: L27205MH2007PLC172598
Regd. Off.: 241/43, Zaveri Bazar, Mumbai - 400 002.
Tel. No.:(022) 3956 5001/ 40465000/ 01.
Corporate Off.: 1106 to 1121, 11th Floor, West Wing, Tulsiani Chambers,
212, Backbay Reclamation, Free Press Journal Road,
Nariman Point, Mumbai – 400 021. Tel. No.: (022) 30735000/ 49255000.
Website: www.tbztheoriginal.com. Email: investors@tbzoriginal.com.

tbz
The original since 1864

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC FORM

Dear Shareholder,

Pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, your Company has sent the Annual Report through electronic mode to those Shareholders whose E-mail IDs are registered. Please note that as a Shareholder you will be entitled to receive physical copies of all notices and documents free of cost, upon specific request to the Company.

The Annual Report and the Notice of General Meetings and other documents will also be available on the Company's website at www.tbztheoriginal.com.

Shareholders holding shares in physical mode and wishing to register / update their E-mail ID to receive the Annual Report and other documents in electronic mode are requested to fill the form below and send the same to our Registrar and Share Transfer Agents viz., **Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032**. The Company will not be in a position to send the documents in electronic mode unless the duly filled in form given below is received.

Shareholders holding shares in the dematerialized mode and wishing to register / update their E-mail ID to receive the Annual Report and other documents in electronic mode are requested to register / update their E-mail ID with the Depository Participants where their demat account is maintained.

Best Regards,

Niraj Oza
Head - Legal & Company Secretary

TRIBHOVANDAS BHIMJI ZAVERI LIMITED
CIN: L27205MH2007PLC172598
Regd. Off.: 241/43, Zaveri Bazar, Mumbai - 400 002.
Tel. No.:(022) 3956 5001/ 40465000/ 01.
Corporate Off.: 1106 to 1121, 11th Floor, West Wing, Tulsiani Chambers,
212, Backbay Reclamation, Free Press Journal Road,
Nariman Point, Mumbai – 400 021. Tel. No.: (022) 30735000/ 49255000.
Website: www.tbztheoriginal.com. Email: investors@tbzoriginal.com.

tbz
The original since 1864

CONSENT FOR RECEIVING DOCUMENTS IN ELECTRONIC FORM

I / We agree to receive documents in electronic mode pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014. Please register / update* the E-mail ID as mentioned below:

*Strike out whichever is not applicable.

1. Name(s) of Shareholder(s) (including joint holders, if any) : ____________________
2. No. of Shares held : ____________________
3. Registered Folio No. / DP ID & CLIENT ID No. : ____________________
4. E-mail ID for receipt of documents in electronic mode :

Place: ____________________

____
(Signature of First Holder)

Date: ____________________

____
(Name of First Holder)

For physical share: Kindly send to Karvy Fintech Private Limited.

For Demat shares: Kindly register / update the E-mail ID with the Depository Participant where demat account is maintained.

TRIBHOVANDAS BHIMJI ZAVERI LIMITED

CIN: L27205MH2007PLC172598
Regd. Off.: 241/43, Zaveri Bazar, Mumbai - 400 002.
Tel. No.: (022) 39565001/ 40465000/ 01.
Corporate Off.: 1106 to 1121, 11th Floor, West Wing, Tulsiani Chambers,
212, Backbay Reclamation, Free Press Journal Road,
Nariman Point, Mumbai – 400 021.
Tel. No.: (022) 30735000 / 49255000.
Website: www.tbztheoriginal.com; Email: investors@tbzoriginal.com.

tbz
The original since 1864

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL
AND HAND IT OVER AT THE ENTRANCE

I/We hereby record my/our presence at the 12th Annual General Meeting of Tribhovandas Bhimji Zaveri Limited held at Rangaswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan (Y. B. Chavan), General Jagannath Bhosle Marg, Besides Sachivalaya Gymkhana, Nariman Point, Mumbai – 400 021 on Wednesday, 25th September, 2019 at 3.30 p.m.

Folio No. ______________________________

DP ID No*. ______________________________

Client ID No*. ______________________________

Name of Member ______________________________

____
Signature

Name of the Proxy Holder ______________________________

____
Signature

1. Only Member/ Proxy holder can attend the Meeting.
2. Member/ Proxy holder should bring his/ her copy of the Annual Report for reference at the Meeting.
3. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip.
4. If you intend to appoint a proxy, please complete the Proxy Form and deposit it at the Company's Registered Office at least 48 hours before the Meeting.

* Applicable for investors holding shares in electronic form.

TRIBHOVANDAS BHIMJI ZAVERI LIMITED

CIN: L27205MH2007PLC172598
Regd. Off.: 241/43, Zaveri Bazar, Mumbai - 400 002.
Tel. No.:(022) 39565001/ 40465000/ 01.
Corporate Off.: 1106 to 1121, 11th Floor, West Wing, Tulsiani Chambers,
212, Backbay Reclamation, Free Press Journal Road,
Nariman Point, Mumbai – 400 021.
Tel. No.: (022) 30735000/ 49255000.
Website: www.tbztheoriginal.com; Email: investors@tbzoriginal.com.

Form No. MGT-11

Proxy Form

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

CIN :	L27205MH2007PLC172598		
Name of the Company :	Tribhovandas Bhimji Zaveri Limited		
Registered Office :	241/43, Zaveri Bazar, Mumbai – 400 002. Tel. No.: (022) 39565001 / 40465000 / 01 E-mail ID: investors@tbzoriginal.com Website: www.tbztheoriginal.com		
Name of the member (s) :			
Registered Address :			
E-mail ID :			
Folio No. / Client ID :		D.P. ID:	

I / We being member(s) of Tribhovandas Bhimji Zaveri Limited holding__________ equity shares of the above named Company, hereby appoint

1.	Name	
	Address	
	E-mail Id	
	Signature	or failing him/ her
2.	Name	
	Address	
	E-mail Id	
	Signature	or failing him/ her
3.	Name	
	Address	
	E-mail Id	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the Company to be held on Wednesday, 25th September, 2019 at 3.30 p.m. at Rangaswar Hall, 4th Floor, Yashwantrao Chavan Pratishthan (Y. B. Chavan), General Jagannath Bhosle Marg, Besides Sachivalaya Gymkhana, Nariman Point, Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	For	Against
Ordinary Business			
1	Adoption of Balance Sheet, Statement of Profit & Loss, Directors' Report and Auditors' Report for the year ended 31st March, 2019.		
2	To declare dividend on Equity Shares for the financial year ended 31st March, 2019.		
3	To appoint a Director in place of Ms. Binaisha Zaveri (DIN: 00263657), who retires by rotation and being eligible, offers herself for re-appointment.		

Signed this ________________ day of ______________________ 2019.

Affix Revenue Stamp

Signature of shareholder: ________________________________

Signature of Proxy holder(s): ______________________________

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. Please complete all details including details of member(s) before submission.

TRIBHOVANDAS BHIMJI ZAVERI
SHRIKANT ZAVERI GROUP

Registered Office
241/43, Zaveri Bazar,
Mumbai - 400 002.
Tel. No. (022) 3956 5001 / 4046 5000 / 01

Corporate Office
1106 to 1121, 11th Floor, West Wing,
Tulsiani Chambers, 212, Backbay
Reclamation, Free Press Journal Road,
Nariman Point, Mumbai - 400 021.
Tel. No. (022) 3073 5000 / 4925 5000

Email: investors@tbzoriginal.com
CIN No.: L27205MH2007PLC172598

www.tbztheoriginal.com

Concept, Content & Design
WYATT Prism COMMUNICATIONS (info@wyatt.co.in)