

PURE GiftCarat Ltd.

(Formerly known as 'L'avance Dirays Limited')

16th August, 2017

To,
The Corporate Relations Department
BSE Limited
P. J. Towers, Dalal Street,
Mumbai-400001, Maharashtra

Sub: Notice of 6th Annual General Meeting and Book Closure.
Scrip Code: 540492 & Stock ID: PGL

Dear Sir,

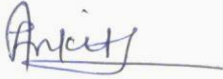
In respect of above captioned matter, we are enclosing herewith Notice of 6th Annual General Meeting and Book Closure.

The Notice of 6th Annual General Meeting and Book Closure are also available on the Website of the Company www.puregiftcarat.com.

Kindly take the same on your record and oblige.

Thanking you,

Yours faithfully,
For PURE GIFT CARAT LIMITED



ANKITKUMAR TANK
Company Secretary & Compliance Officer
ACS No.: 46542



Encl.: As above

(CIN No. - L36910GJ2011PLC065141)

**Registered Office : Plot - 828/829, 3rd Floor, Office - 3, Shree Kuberji Complex, Athugar Street,
Nanpura Main Road, Surat - 395001, Gujarat.**

Email : info@puregiftcarat.com | Tel : 0261-2473233 | Web : www.puregiftcarat.com

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COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Shwet Koradiya	Chairman & Managing Director
Mrs. Varshaben Koradiya	Non-Executive Director (Ceased w.e.f. 18.11.2016)
Mr. Jinaykumar Koradiya	Non-Executive Director (Ceased w.e.f. 18.11.2016)
Mr. Brijeshkumar Mali	Independent and Non-Executive Director (Appointed w.e.f. 01.07.2016)
Mr. Paresh Lathiya	Independent and Non-Executive Director (Appointed w.e.f. 01.07.2016)
Mrs. Shweta Gandhi	Independent and Non-Executive Director (Appointed w.e.f. 01.07.2016)

CHIEF FINANCIAL OFFICER

Mr. Bhavin Chandura (Ceased w.e.f. 31.05.2017)
Mr. Shreykumar Sheth (Appointed w.e.f. 01.06.2017)

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Ankitkumar Tank (Appointed w.e.f. 10.08.2016)

STATUTORY AUDITORS

M/s. Kansariwala & Chevli
Chartered Accountants,
2/1447, "Utkarsh", 1st Floor,
Opp. Sanghvi Hospital,
Behind Center Point, Sagrapura,
Surat - 395002, Gujarat

INTERNAL AUDITORS

M/s. Atit Shah & Associates
Chartered Accountants,
403, Siddha Chambers,
Taratiya Hanuman Sheri,
Mahidharpura, Surat-395003,
Gujarat

BANKERS

YES Bank
Axis Bank

REGISTERED OFFICE

Plot – 828/829, 3rd Floor, Office – 3,
Shree Kuberji Complex, Athugar Street,
Nanpura Main Road,
Surat – 395001, Gujarat
Tele/Fax.:0261-2473233
E-mail: info@puregiftcarat.com
Website: www.puregiftcarat.com

REGISTRAR & SHARE TRANSFER AGENT

Bigshare Services Private Limited

Registered Office Address

E -2/3, Ansa Industrial Estate,
Saki Vihar Road, Sakinaka,
Andheri (East), Mumbai-400072,
Maharashtra
Email: investor@bigshareonline.com
Website: www.bigshareonline.com

Corporate Office Address

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East, Mumbai-400059,
Maharashtra
Phone No.: 022 – 62638200, Fax: 022 - 62638299
Email: investor@bigshareonline.com
Website: www.bigshareonline.com

NOTICE

NOTICE is hereby given that the **6TH ANNUAL GENERAL MEETING** of the members of **PURE GIFTCARAT LIMITED** will be held on Saturday, the 9th September, 2017 at 3.00 p.m. at the Registered Office of the Company situated at Plot – 828/829, 3rd Floor, Office – 3, Shree Kuberji Complex, Athugar Street, Nanpura Main Road, Surat–395001, Gujarat to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shwet Koradiya (DIN: 03489858) who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify appointment of Statutory Auditor:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, as amended from time to time, the appointment of M/s. Kansariwala & Chevli, Chartered Accountants, Surat (Firm Registration No. 123689W) made in the 5th Annual General Meeting (AGM) for a period of 5 years be and is hereby ratified as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 7th Annual General Meeting to be held in the year 2018 on such remuneration as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. Approval of Charges for service of documents provided to the Shareholders:

To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, read with relevant rules prescribed thereunder, whereby a document may be served on any member/s by the Company by sending it to them by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member/s the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the Shareholder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution.”

By Order of the Board of Directors
PURE GIFTCARAT LIMITED

Place: Surat
Date: 10/08/2017

ANKITKUMAR TANK
Company Secretary & Compliance Officer
ACS No.: 46542

REGISTERED OFFICE:-

Plot – 828/829, 3rd Floor, Office – 3,
Shree Kuberji Complex, Athugar Street,
Nanpura Main Road,
Surat–395001, Gujarat
Tele/Fax.: 0261-2473233
E-mail: info@puregiftcarat.com
Website: www.puregiftcarat.com

NOTES:-

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item No. 4 of the Notice, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A PERSON CAN ACT AS PROXY ON BEHALF OF NOT MORE THAN FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED HEREWITH. PROXIES SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/AUTHORITY LETTER AS APPLICABLE, ON BEHALF OF THE NOMINATING ORGANIZATION.

3. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) of the person seeking re-appointment as a Director under Item No. 2 is also annexed.
4. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) shall send certified true copy of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company to attend the AGM.
5. The Register of Members and Share Transfer books of the Company will remain closed from 2nd September, 2017 to 9th September, 2017 (both days inclusive).
6. Members may please note that no gifts, gift coupons, or cash in lieu of gifts will be distributed at meeting, in compliance with Section 118(10) of the Companies Act, 2013 and the Secretarial Standards issued by Institute of Company Secretaries of India.
7. Members are requested to:
 - a. Intimate to the Company’s Registrar & Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra, their Depository Participant (“DP”), regarding changes if any, in their registered address and their E-mail ID at an early date.
 - b. Quote their Registered Folio Numbers and/or DP Identity and Client Identity Number in their correspondence.
 - c. Bring their copy of Annual Report and the Attendance Slip which is duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. with them at the Annual General Meeting. As a measure of economy, extra copies of the Annual Report will not be provided at the meeting.
8. 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, change of address, change of name, e-mail 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 Registrar and Transfer Agent, Bigshare Services Pvt. Ltd. to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Bigshare Services Pvt. Ltd.

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 physical form can submit their PAN details to Bigshare Services Pvt. Ltd.

9. Members are requested to convert their Share(s) lying in physical form to the Demat form for easy transferability of Shares. For any help, the Shareholders may contact to the Registrar & Transfer Agent at email id investor@bigshareonline.com and to Company Secretary at email id info@puregiftcarat.com or compliance@puregiftcarat.com.
10. Pursuant to provisions of Section 72 of the Companies Act, 2013 members holding Shares in physical mode are advised to file a Nomination Form in respect of their Shareholding. Any Member wishing to avail this facility may submit the prescribed statutory form SH-13 to the Company Share transfer agent.
11. Members are requested to affix their signatures at the space provided on the attendance slip annexed to the proxy form and hand over the slip at the entrance of the meeting hall.
12. A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
13. SEBI & Ministry of Corporate Affairs is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative, soft copy of the Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. Further, in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 136 of the Companies Act, 2013 including Rules made thereunder for Members who have not registered their E-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website www.puregiftcarat.com.
14. Members who have not registered their E-mail address so far are requested to register their E-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company.
15. The route map showing directions to reach the venue of the 6th AGM is annexed.
16. Voting procedure:
 - I. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting will be able to exercise their right at the meeting through ballot paper.
 - II. Mr. Manish Patel, Company Secretary in Practice (COP No. 9360) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting process in a fair and transparent manner.
 - III. The Chairman shall, at the end of discussion on the resolutions in AGM on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.

- IV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- V. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.puregiftcarat.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company is listed.
17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 9.30 a.m. to 11.30 a.m. on all working days, up to and including the date of the Annual General Meeting of the Company.

(I) EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 4:

As per the provisions of Section 20 of Companies Act, 2013, a member may request for any document through a particular mode, for which the Shareholder shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense that may be borne by the Company for such dispatch will be paid in advance by the Shareholder to the Company.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Shareholders.

None of the Directors, KMP and their relatives are considered to be interested or concerned in passing of the said resolution.

(II) DETAILS OF DIRECTORS SEEKING APPONTMENT / RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD – 2 ON “GENERAL MEETING”:

Name of the Director	Mr. Shwet Koradiya (DIN:03489858)
Designation/Category	Chairman & Managing Director /Promoter
Age	29 Years
Date of appointment on the Board	26/04/2011
Nationality	Indian

No. of Board Meetings attended during the Year 2016-17	7 (Seven)
Qualification	M.B.A. (Finance)
Expertise in specific functional area	Diamond and Construction Industry
Brief Profile	Mr. Shwet Koradiya has been very much instrumental in the field of Finance and Accounts. He has 7 years of experience in Diamond and Construction Industry.
Terms and conditions of appointment or re-appointment	<ol style="list-style-type: none"> 1. He is appointed as a Managing Director. 2. He will be liable to retire by rotation. 3. He will get the remuneration for his office. 4. Other terms and conditions will be applicable under mention the Appointment Letter between the Company and him.
Remuneration	Rs. 20,000/- per month
Shareholding in the Company	Nil
Directorship in the other Entities	<ol style="list-style-type: none"> 1. Koradiya Mile Stone Private Limited 2. Dtex Multiproject Diamond Private Limited 3. Vineet Texturisers Private Limited 4. Pure Eduplant Private Limited 5. Synergy Bizcon Limited 6. Pure Resource Management Private Limited 7. Pure Personal Care Limited
Membership/Chairmanship in Committees (Other than Pure Giftcarat Limited)	Nil
Relationship with other Director(s), Manager and KMP	None

By Order of the Board of Directors
PURE GIFTCARAT LIMITED

Place: Surat
Date: 10/08/2017

ANKITKUMAR TANK
Company Secretary & Compliance Officer
ACS No.: 46542

REGISTERED OFFICE:-

Plot – 828/829, 3rd Floor, Office – 3,
Shree Kuberji Complex, Athugar Street,
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Gujarat
Tele/Fax.: 0261-2473233
E-mail: info@puregiftcarat.com
Website: www.puregiftcarat.com

DIRECTORS' REPORT

To,
The Members,

Your Directors are pleased to present the 6th Annual Report of your Company together with the Audited Financial statements and Auditors' Report for the year ended on 31st March, 2017.

1. FINANCIAL PERFORMANCE:-

The financial performance of the Company is summarized below:

(Amount in Rs.)

Particulars	2016-17	2015-16
Revenue from Operations	97,85,48,806.45	45,39,31,127.97
Other Income	0.00	0.00
Net Income	97,85,48,806.45	45,39,31,127.97
Profit/(Loss) Before Tax & Exceptional/Extraordinary Items	12,96,340.45	10,03,118.28
Less:		
Exceptional/Extraordinary items	0.00	0.00
Profit/(Loss) Before Tax	12,96,340.45	10,03,118.28
Less: Tax Expense :		
- Current Tax	4,26,735.00	2,46,850.00
- Deferred Tax Charge/ (Credit)	(16,594.00)	(817.00)
Net Profit/(Loss) After Tax	8,86,199.45	7,57,085.28

2. REVIEW OF OPERATIONS:-

The Net Income of your Company for the current year was increased to Rs. 97,85,48,806.45/- as against Rs. 45,39,31,127.97/- of the previous year. Accordingly, the Company's Net Profit After Tax has been increased to Rs. 8,86,199.45/- for the current year as against the Net Profit After Tax of Rs. 7,57,085.28/- of the previous year.

3. TRANSFER TO RESERVES:-

During the year under review, your Directors have not proposed to transfer any amount to Reserves.

4. DIVIDEND:-

During the year under review, your Directors have not recommended any Dividend on Equity Shares of the Company.

5. DEPOSITS:-

During the year under review, your Company has neither invited nor accepted any Public Deposits within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014.

6. BOARD OF DIRECTORS:-

Mr. Shwet Koradiya (DIN:03489858), Mrs. Varshaben Koradiya (DIN: 03472980) and Mr. Jinaykumar Koradiya (DIN: 03362317) were the Directors on the Board at the beginning of financial year. However, the following changes occurred during the year in the constitution of Board of Directors of the Company.

- ❖ Mr. Brijeshkumar Mali (DIN: 07385024), Mr. Paresh Lathiya (DIN: 07551263) and Mrs. Shweta Gandhi (DIN: 07378981) has been appointed as an Additional Director of the Company in the capacity of Independent Director in Board Meeting held on 30th June, 2016 w.e.f. 1st July, 2016 and has been appointed as Director of the Company in the capacity of Independent Director in 5thAGM held on 30th September, 2016.
- ❖ Mrs. Varshaben Koradiya (DIN: 03472980), Director of the Company liable to retire by rotation has been reappointed in 5th Annual General Meeting of the Company held on 30th September, 2016.
- ❖ Mrs. Varshaben Koradiya (DIN: 03472980) and Mr. Jinaykumar Koradiya (DIN: 03362317), Directors of the Company had resigned from the post of Directorship of the Company w.e.f. 5th November, 2016 and the same has been accepted by Board of Directors in Board Meeting held on 18th November, 2016.
- ❖ Your Company has 4 (Four) Directors as on 31st March, 2017.
- ❖ As per the provisions of the Companies act, 2013, Mr. Shwet Koradiya, Managing Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re-appointment.

7. KEY MANAGERIAL PERSONNEL:-

Pursuant to the Section 2(51) and provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Key Managerial Personnel (KMP) of the Company as on 31st March, 2017 are as follows:

- ❖ Mr. Shwet Koradiya (DIN: 03489858) has been appointed as Managing Director of the Company in Board Meeting held on 30th June, 2016 w.e.f. 1st July, 2016.
- ❖ Mr. Bhavin Chandura has been appointed as Chief Financial Officer (CFO) of the Company in Board Meeting held on 30th June, 2016 w.e.f. 1st July, 2016.
- ❖ Mr. Ankitkumar Tank has been appointed as a Company Secretary & Compliance Officer of the Company in Board Meeting held on 8th August, 2016 w.e.f. 10th August, 2016.

However, after closing of financial year, Mr. Bhavin Chandura had resigned from the post of Chief Financial Officer of the Company w.e.f. 31st May, 2017 and Mr. Shreykumar Sheth has been appointed as Chief Financial Officer in Board Meeting held on 30th May, 2017 w.e.f. 1st June, 2017.

8. DECLARATION FROM INDEPENDENT DIRECTORS :-

The Company has received necessary declaration from each Independent Directors under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board relies on their declaration of independence.

9. DIRECTORS' RESPONSIBILITY STATEMENT:-

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, the Directors confirm that –

- (i) in the preparation of the Annual Accounts for the year ended 31st March, 2017, the applicable accounting standards have been followed and no material departures have been made for the same;
- (ii) appropriate accounting policies have been selected and applied and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2017 and of the profit of the Company for that period;
- (iii) proper and sufficient care have been taken for maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the annual accounts have been prepared on a “going concern” basis;
- (v) the proper internal financial controls are laid down and are adequate and operating effectively;
- (vi) the proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

10. SHARE CAPITAL:-

During the year under review, your Company has increased its Authorised Equity Share Capital from Rs. 16,00,00,000/- (Rupees Sixteen Crore) divided into 1,60,00,000 (One Crore Sixty Lakh) Equity Shares of Rs. 10/- each to Rs. 22,00,00,000/- (Rupees Twenty Two Crore) divided into 2,20,00,000 (Two Crore Twenty Lakh) Equity Shares of Rs. 10/- each in its Extra-ordinary General Meeting of the Company held on 24th December, 2016.

11. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:-

During the year under review, no loans or guarantees have been given to any person or body corporate directly or indirectly and no investments have been made by the Company under Section 186 of the Companies Act, 2013.

12. MEETINGS OF BOARD OF DIRECTORS :-

During the year, 7 (Seven) Board Meetings were held. The intervening gap between the Meetings did not exceed the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of which are given in the Corporate Governance Report.

13. MEETINGS OF MEMBERS:-

During the year under review, 5th Annual General Meeting of the Company was held on 30th September, 2016 and 1 (One) Extra-Ordinary General Meeting was held on 24th December, 2016.

14. AUDIT COMMITTEE:-

The details pertaining to the constitution and composition of the Audit Committee are included in the Corporate Governance Report. During the year, all the recommendations of the Audit Committee were accepted by the Board.

15. BOARD EVALUATION:-

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and Individual Directors pursuant to the provisions of the Companies Act, 2013 and the Corporate Governance requirements as prescribed by the SEBI Regulations.

The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of Committees, effectiveness of Committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the Individual Directors on the basis of the criteria such as the contribution of the Individual Director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive Directors and Non-Executive Directors. The same was discussed in the Board Meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its Committees and Individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire board, excluding the Independent Director being evaluated.

16. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO:-

The particulars required to be included in terms of Section 134(3)(m) of the Companies Act, 2013 with regard to Conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo are given below:

A. Conservation of Energy:

The Company is not engaged in any type of production. Hence, there is no extra steps taken for energy saving. However, the Company is using electricity in office and Regular steps have been taken to improve energy consumption by using LED lights in office premises. Further, during the year, your Company has not made any capital investment on energy conservation equipment. Your Company is using Electricity as source of energy only.

B. Technology Absorption:

The project of your Company has no technology absorption, hence no particulars are offered.

C. Foreign Exchange Earning and Outgo:

The foreign Exchange earnings and expenditure of the Company is NIL.

17. EXTRACT OF ANNUAL RETURN:-

As provided under Section 92(3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the extract of the Annual Return in form MGT-9 is attached to this report as “Annexure-1”.

18. INTERNAL FINANCIAL CONTROL SYSTEM:-

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is well defined in the organisation. The Internal Audit Department monitors and evaluates the efficacy and adequacy of Internal Control Systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of Internal Audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions suggested are presented to the Audit Committee of the Board.

19. SECRETARIAL AUDIT:-

The Company has listed its Equity Shares after closing of financial year i.e. 8th May, 2017 on SME Platform of the BSE Limited. Further, the turnover and the paid up capital of the Company as on 31st March, 2017 were below the applicability criteria for Secretarial Audit as prescribed under the Companies Act, 2013 and rules made thereunder. Hence, no Secretarial Audit was carried out by the Company.

20. POLICY:-**❖ VIGIL MECHANISM (WHISTLE BLOWER POLICY):-**

The Company has adopted Vigil Mechanism/Whistle Blower Policy in accordance with the provisions of Section 177 of the Companies Act, 2013 read with Rule 7 of the Companies

(Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It aims to provide an avenue for employees through this policy to raise their concerns on any violation of legal or regulatory requirements, suspicious fraud, misfeasance, misrepresentation of any financial statements and reports. The Vigil Mechanism/Whistle Blower Policy is being made available on the Company's website www.puregiftcarat.com.

❖ **REMUNERATION POLICY:-**

Pursuant to provision of Section 178(3) of the Companies Act, 2013, The Board has framed a Policy for selection, appointment and remuneration of Directors and Key Managerial Personnel including criteria for determining qualifications, positive attributes and independence of Directors. More details have been disclosed in the Corporate Governance Report. The Remuneration Policy has been uploaded on the Company's website www.puregiftcarat.com.

21. CORPORATE SOCIAL RESPONSIBILITY [CSR]:-

The provisions of the CSR expenditure and Composition of Committee as provided in the Section 135 of the Companies Act, 2013 is not applicable to the Company.

22. RELATED PARTY TRANSACTIONS:-

All related party transactions that were entered during the financial year were on the arm's length basis and were in the ordinary course of business. There was no materially significant related party transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other designated person. Accordingly, there are no transactions that are required to be reported in form AOC-2 in terms of Section 134 of the Companies Act, 2013.

All Related Party Transactions were placed before the Audit Committee and the Board for approval. A policy on the related party Transactions was framed approved by the Board and posted on the Company's website www.puregiftcarat.com.

However, you may refer to Related Party transactions, as per the Accounting Standards, in the Notes forming part of financial statements.

23. PARTICULARS OF EMPLOYEES:-

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

24. RATIO OF DIRECTORS' REMUNERATION TO MEDIAN EMPLOYEES' REMUNERATION AND OTHER DISCLOSURES:-

The table containing the names and other particulars of ratio of Directors' Remuneration to Median Employees' Remuneration in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached to this report as **"Annexure-2"**.

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

During the year under review, no complaints were received by the Company relating to sexual harassment at workplace.

26. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:-

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this report as "Annexure – 3".

27. CORPORATE GOVERNANCE:-

The members may please note that the provisions relating to Corporate Governance i.e. Regulation 27 and Para C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company. Accordingly, your Company is not required to submit the Corporate Governance Report with this Annual Report. However, keeping in view the objective of encouraging the use of better practices through voluntary adoption, the Company has decided to adopt and disseminate voluntary disclosure of Corporate Governance which not only serve as a benchmark for the corporate sector but also help the Company in achieving the highest standard of Corporate Governance.

Accordingly, a voluntary disclosure i.e. the report on Corporate Governance as stipulated under Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to this report as "Annexure – 4".

As such the Members may note that any omission of any Corporate Governance provisions shall not be construed as non compliance of the above mentioned regulations.

28. STATUTORY AUDITORS' AND REPORT:-

M/s. Kansariwala & Chevli, Chartered Accountants, Surat (Firm Registration No. 123689W) was appointed as Statutory Auditors of the Company at the 5th Annual General Meeting held on 30th September, 2016 to hold office until the conclusion of the Annual General Meeting to be held in the year 2021. As per provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by the Members at every Annual General Meeting of the Company. A resolution for ratification is included in the Notice which is being sent to Members alongwith the Annual Report.

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

29. MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR:-

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

30. CHANGE IN THE NATURE OF BUSINESS:-

For sustained growth in the future, Company wants to rely on its main business of trading of Precious Metals, Stones & Jewellery. Hence, there is no change in the nature of the business of the Company during the year.

31. LISTING OF SHARES:-

Your Company issued a Prospectus dated 17th April, 2017 and the basis of allotment was finalized in consultation with the BSE Limited on 4th May, 2017. The Company allotted fully paid up 57,30,000 Equity Shares of Rs. 10/- each at a price of Rs. 13/- per Share (including premium of Rs. 3/- per Share). The Equity Shares of the Company were listed and admitted to dealings on the SME Platform of BSE Limited with effect from 8th May, 2017. Further, The Annual listing Fee for the year 2017-18 has been paid.

32. USE OF PROCEEDS:-

The proceeds from the Issue of the Company vide prospectus dated 17th April, 2017 have been utilized / are in process of utilization for the purpose for which they were raised.

33. REGISTRAR AND SHARE TRANSFER AGENT:

Your Company has appointed Bigshare Services Private Limited as its Registrar and Share Transfer Agent and executed post IPO agreement between Company and Bigshare Services Private Limited on 9th May, 2017. Further, Bigshare Services Private Limited has shifted its Corporate Office at new premises situated at “1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra” w.e.f. 27th June, 2017.

34. RISK MANAGEMENT:-

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

35. HUMAN RESOURCES:-

The Company treats its “Human Resources” as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. The Company thrust is on the promotion of talent internally through job rotation and job enlargement.

36. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:-

During the year under review, no significant or material orders were passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its operations in future.

37. GOODS & SERVICE TAX REGISTRATION:-

Goods & Service Tax (“GST”), which is a comprehensive indirect tax reform is introduced in India w.e.f. 1st July, 2017 and was applicable throughout India which replaced multiple cascading taxes levied by the Central and State Governments. Hence, your Company has also got registered under the same for trading of Precious Metals, Stones & Jewellery. GST registration number of the Company and primary address are as under:

Location of Primary Place of Business	GSTIN allotted
Gujarat	24AACCL0014G1Z9

38. ACKNOWLEDGEMENT:-

Your Directors would like to express their grateful appreciation for the assistance and Co-operation received from the financial institutions, Government Authorities, Customers, Vendors and Members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company’s executives, staff and workers.

By Order of the Board of Directors
PURE GIFTCARAT LIMITED

Place: Surat
Date: 10/08/2017

SHWET KORADIYA
Chairman & Managing Director
DIN: 03489858

“ANNEXURE - 1” TO DIRECTOR’S REPORT

FORM NO. MGT – 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31st March, 2017

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

I. REGISTRATION AND OTHER DETAILS:	
CIN	U36910GJ2011PLC065141 (after listing L36910GJ2011PLC065141)
Registration Date	26/04/2011
Name of the Company	Pure Giftcarat Limited (Formerly known as ‘L’avance Dirays Limited’)
Category/Sub Category of the Company	Company limited by shares/ Indian Non-Government Company
Address of the Registered Office and contact details	Plot – 828/829, 3 rd Floor, Office – 3, Shree Kuberji Complex, Athugar Street, Nanpura Main Road, Surat – 395001, Gujarat. Tele/fax:0261-2473233 E-mail: info@puregiftcarat.com , Website: www.puregiftcarat.com
Whether listed Company	No (The Company has listed its equity Shares after closing of financial year 2016-17. i.e. 8 th May, 2017)
Name, address and contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd. Registered Office Address E -2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai-400072, Maharashtra Email: investor@bigshareonline.com Website: www.bigshareonline.com Corporate Office Address 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra Phone No.: 022 – 62638200, Fax: 022 - 62638299 Email: investor@bigshareonline.com Website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name & Description of Main Products/Services	NIC Code of Product/Service	% of total turnover of The Company
1	Wholesale trading of Precious Metals, Stones & Jewellery	4649	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Name & Address of the Company	CIN / GLN	Holding /Subsidiary / Associate	% of Shares held	Applicable Section
NA	-	-	-	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) :

i) Category-wise Shareholding :

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01-04-2016)				No. of Shares held at the end of the year (as on 31-03-2017)				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	75,60,000	75,60,000	47.59	0	1,20,75,000	1,20,75,000	76.01	28.42
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporates	0	15,75,000	15,75,000	9.92	15,75,000	0	15,75,000	9.92	0.00
e) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (1)	0	91,35,000	91,35,000	57.51	15,75,000	1,20,75,000	1,36,50,000	85.93	28.42
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	0	91,35,000	91,35,000	57.51	15,75,000	1,20,75,000	1,36,50,000	85.93	28.42

B. Public Shareholding										
(1) Institutions										
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00	0.00
SUB TOTAL (B)(1):	0	0	0	0.00	0	0	0	0.00	0.00	0.00
(2) Non Institutions										
a. Body Corporate										
i) Indian	0	0	0	0.00	0	0	0	0.00	0.00	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00	0.00
b) Individuals	0	0	0	0.00						
i) Individual Shareholders holding nominal share capital upto Rs.1 lakh	0	0	0	0.00	0	0	0	0.00	0.00	0.00
ii) Individuals Shareholders holding nominal share capital in excess of Rs. 1 lakh	0	64,68,750	64,68,750	40.72	6,63,750	12,90,000	19,53,750	12.30	-28.42	
c) Others : HUF	0	2,81,250	2,81,250	1.77	0	2,81,250	2,81,250	1.77	0.00	
SUB TOTAL (B)(2):	0	67,50,000	67,50,000	42.49	6,63,750	15,71,250	22,35,000	14.07	-28.42	
TOTAL PUBLIC SHAREHOLDING (B) = (B)(1) + (B)(2)	0	67,50,000	67,50,000	42.49	6,63,750	15,71,250	22,35,000	14.07	-28.42	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00	0.00
GRAND TOTAL (A+B+C)	0	1,58,85,000	1,58,85,000	100.00	22,38,750	1,36,46,250	1,58,85,000	100.00	0.00	0.00

ii) Shareholding of Promoters:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (As on 01-04-2016)			Shareholding at the end of the year (As on 31-03-2017)			% 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	
1	Shwet Dhirajbhai Koradiya	4,72,500	2.97	0.00	0	0	0.00	-2.97
2	Varshaben Dhirajbhai Koradiya	70,10,000	44.13	0.00	1,20,75,000	76.02	0.00	31.89
3	Jinaykumar Navinchandra Koradiya *	10,000	0.06	0.00	0	0.00	0.00	-0.06
4	Vidhit Jayantilal Mehta *	22,500	0.14	0.00	0	0.00	0.00	-0.14
5	Ankit Punamchand Mehta *	22,500	0.14	0.00	0	0.00	0.00	-0.14
6	Rahul Kumar Ramanbhai Bariya *	11,250	0.07	0.00	0	0.00	0.00	-0.07
7	Somchand Ranchhodbhai Bariya *	11,250	0.07	0.00	0	0.00	0.00	-0.07
8	Synergy Bizcon Limited	15,75,000	9.92	0.00	15,75,000	9.92	0.00	0.00
	TOTAL	91,35,000	57.51	0.00	1,36,50,000	85.93	0.00	28.42

* Not in the list of Promoters as on 31-03-2017. The same has been reflected above since the Promoter was one of Promoter as on 01-04-2016.

iii) Change in Promoters' Shareholding (specify if there is no change):								
Sr. No.	Promoter's Name	Shareholding at the beginning of the year (01-04-2016)		Date	Increase/ Decrease in the Shareholding	Reason	Cumulative Shareholding during the year (01-04-2016 to 31-03-2017)	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Shwet Dhirajbhai Koradiya	4,72,500	2.97	01-04-2016	-	-	4,72,500	2.97
				18-11-2016	4,72,500	Sale	0	0.00
				31-03-2017	0	-	0	0.00
2	Varshaben Dhirajbhai Koradiya	70,10,000	44.13	01-04-2016	-	-	70,10,000	44.13
				18-11-2016	50,65,000	Purchase	1,20,75,000	76.02
				31-03-2017	1,20,75,000	-	1,20,75,000	76.02
3	Jinaykumar Navinchandra Koradiya *	10,000	0.06	01-04-2016	-	-	10,000	0.06
				18-11-2016	10,000	Sale	0	0.00
				31-03-2017	0	-	0	0.00
4	Vidhit Jayantilal Mehta *	22,500	0.14	01-04-2016	-	-	22,500	0.14
				18-11-2016	22,500	Sale	0	0.00
				31-03-2017	0	-	0	0.00
5	Ankit Punamchand Mehta *	22,500	0.14	01-04-2016	22,500	-	22,500	0.14
				18-11-2016	22,500	Sale	0	0.00
				31-03-2017	0	-	0	0.00
6	Rahul Kumar Ramanbhai Bariya *	11,250	0.07	01-04-2016	-	-	11,250	0.07
				18-11-2016	11,250	Sale	0	0.00
				31-03-2017	0	-	0	0.00
7	Somchand Ranchhodhbhai Bariya *	11,250	0.07	01-04-2016	-	-	11,250	0.07
				18-11-2016	11,250	Sale	0	0.00
				31-03-2017	0	-	0	0.00
8	Synergy Bizcon Limited	15,75,000	9.92	01-04-2016	-	-	15,75,000	9.92
				31-03-2017	-	-	15,75,000	9.92

* Not in the list of Promoters as on 31-03-2017. The same has been reflected above since the Promoter was one of Promoter as on 01-04-2016.

iv) Shareholding pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs):								
Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year (01-04-2016)		Date	Increase/ Decrease in the Shareholding	Reason	Cumulative Shareholding during the year (01-04-2016 to 31-03-2017)	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Limbuji Ghambhirji Thakor *	3,26,250	2.05	01-04-2016	-	-	3,26,250	2.05
				18-11-2016	3,26,250	Sale	0	0.00
				31-03-2017	0		0	0.00
2	Kamleshbhai Nathabhai Desai *	3,15,000	1.98	01-04-2016	-	-	3,15,000	1.98
				18-11-2016	3,15,000	Sale	0	0.00
				31-03-2017	0		0	0.00
3	Krunal Kiritbhai Shah *	3,15,000	1.98	01-04-2016	-	-	3,15,000	1.98
				18-11-2016	3,15,000	Sale	0	0.00
				31-03-2017	0		0	0.00
4	Vaghajibhai Nathabhai Rabari *	3,03,750	1.91	01-04-2016	-	-	3,03,750	1.91
				18-11-2016	3,03,750	Sale	0	0.00
				31-03-2017	0		0	0.00
5	Sunilbhai Kanubhai Desai *	2,81,250	1.77	01-04-2016	-	-	2,81,250	1.77
				18-11-2016	2,81,250	Sale	0	0.00
				31-03-2017	0		0	0.00
6	Dixit Dhirajlal Shah *	2,81,250	1.77	01-04-2016	-	-	2,81,250	1.77
				18-11-2016	2,81,250	Sale	0	0.00
				31-03-2017	0		0	0.00
7	Kamlesh Gokaldas Shah *	2,81,250	1.77	01-04-2016	-	-	2,81,250	1.77
				18-11-2016	2,81,250	Sale	0	0.00
				31-03-2017	0		0	0.00
8	Sanjaykumar Rasiklal Shah *	2,70,000	1.70	01-04-2016	-	-	2,70,000	1.70
				18-11-2016	2,70,000	Sale	0	0.00
				31-03-2017	0		0	0.00
9	Jamabhai Maganbhai Rabari *	2,70,000	1.70	01-04-2016	-	-	2,70,000	1.70
				18-11-2016	2,70,000	Sale	0	0.00
				31-03-2017	0		0	0.00
10	Jayesh Hasmukhlal Shah *	2,36,250	1.49	01-04-2016	-	-	2,36,250	1.49
				18-11-2016	2,36,250	Sale	0	0.00
				31-03-2017	0		0	0.00
11	Batukbhai Kalidasbhai Dudharejia @	1,57,500	0.99	01-04-2016	-	-	1,57,500	0.99
				31-03-2017	-	-	1,57,500	0.99
12	Sanghavi Ashokkumar Rupchand - HUF @	1,57,500	0.99	01-04-2016	-	-	1,57,500	0.99
				31-03-2017	-	-	1,57,500	0.99
13	Joshi Prakash Vaikuthbhai @	1,57,500	0.99	01-04-2016	-	-	1,57,500	0.99
				31-03-2017	-	-	1,57,500	0.99

14	Sureshkumar Mafatlal Joshi @	1,46,250	0.92	01-04-2016	-	-	1,46,250	0.92
				31-03-2017	-	-	1,46,250	0.92
15	Jamabhai Bababhai Desai @	1,46,250	0.92	01-04-2016	-	-	1,46,250	0.92
				31-03-2017	-	-	1,46,250	0.92
16	Vipul Gordhanbhai Sakariya @	1,35,000	0.85	01-04-2016	-	-	1,35,000	0.85
				31-03-2017	-	-	1,35,000	0.85
17	Mohanbhai Manilal Joshi @	1,35,000	0.85	01-04-2016	-	-	1,35,000	0.85
				31-03-2017	-	-	1,35,000	0.85
18	Radheshyam Kalidash Dudhrejiya @	1,35,000	0.85	01-04-2016	-	-	1,35,000	0.85
				31-03-2017	-	-	1,35,000	0.85
19	Manish Chhotalal Sanghvi @	1,35,000	0.85	01-04-2016	-	-	1,35,000	0.85
				31-03-2017	-	-	1,35,000	0.85
20	Joshi Asharam Jayantibhai @	1,35,000	0.85	01-04-2016	-	-	1,35,000	0.85
				31-03-2017	-	-	1,35,000	0.85

* Not in the list of top 10 Shareholders as on 31-03-2017. The same has been reflected above since the Shareholder was one of the top 10 Shareholders as on 01-04-2016.

@ Not in the list of top 10 Shareholders as on 01-04-2016. The same has been reflected above since the Shareholder was one of the top 10 Shareholders as on 31-03-2017.

v) Shareholding of Directors and Key Managerial Personnel:								
Sr. No.	For Each of the Directors & KMP	Shareholding at the beginning of the year (01-04-2016)		Date	Increase/ Decrease in the Shareholding	Reason	Cumulative Shareholding during the year (01-04-2016 to 31-03-2017)	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	Shwet Koradiya (Managing Director) *	4,72,500	2.97	01-04-2016	-	-	4,72,500	2.97
				18-11-2016	4,72,500	Sale	0	0.00
				31-03-2017	0	-	0	0.00
2	Varshaben Koradiya (Director) #	70,10,000	44.13	01-04-2016	-	-	70,10,000	44.13
				18-11-2016	50,65,000	Purchase	1,20,75,000	76.02
				31-03-2017	1,20,75,000	-	1,20,75,000	76.02
3	Jinaykumar Koradiya (Director) #	10,000	0.06	01-04-2016	-	-	10,000	0.06
				18-11-2016	10,000	Sale	0	0.00
				31-03-2017	0	-	0	0.00
4	Brijeshkumar Mali (Independent Director) \$	0	0	01-04-2016	-	-	0	0.00
				31-03-2017	0	-	0	0.00
5	Paresh Lathiya (Independent Director) \$	0	0	01-04-2016	-	-	0	0.00
				31-03-2017	0	-	0	0.00
6	Shweta Gandhi (Independent Director) \$	0	0	01-04-2016	-	-	0	0.00
				31-03-2017	0	-	0	0.00
7	Bhavin Chandura (Chief Financial Officer) ^	0	0	01-04-2016	-	-	0	0.00
				31-03-2017	0	-	0	0.00
8	Ankitkumar Tank (Company Secretary) @	0	0	01-04-2016	-	-	0	0.00
				31-03-2017	0	-	0	0.00

*Appointed as a Managing Director w.e.f. 01-07-2016.

\$Appointed as an Independent Director w.e.f. 01-07-2016.

^ Appointed as a Chief Financial Officer w.e.f. 01-07-2016.

@ Appointed as a Company Secretary w.e.f. 10-08-2016.

ceased from Director of the Company w.e.f. 05-11-2016.

V) INDEBTEDNESS :				
Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
Addition	0	0	0	0
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :			
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:			
Sr. No.	Particulars of Remuneration	Shwet Koradiya * (Managing Director)	Total Amount (In Rs.)
1	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	60,000	60,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	0	0
2	Stock option	NA	NA
3	Sweat Equity	NA	NA
4	Commission		
	- as % of profit	NA	NA
	- others (specify)	NA	NA
5	Others, please specify	NA	NA
	Total	60,000	60,000
Total Managerial Remuneration(A+B)			
Ceiling as per the Act			

*Appointed as a Managing Director w.e.f. 01-07-2016 and remuneration given w.e.f 02-01-2017.

B. Remuneration to other Directors:					
Sr. No.	Particulars of Remuneration	Brijeshkumar Mali *	Paresh Lathiya *	Shweta Gandhi *	Total Amount (In Rs.)
1	Independent Directors				
	(a) Fee for attending Board Committee Meetings	26,000	26,000	20,000	72,000
	(b) Commission	0	0	0	0
	(c) Others, please specify	0	0	0	0
	Total (1)	26,000	26,000	20,000	72,000

2	Other Non-Executive Directors				
	(a) Fee for attending Board Committee Meetings	0	0	0	0
	(b) Commission	0	0	0	0
	(c) Others, please specify	0	0	0	0
	Total (2)	0	0	0	0
	Total (B)=(1+2)	26,000	26,000	20,000	72,000
Total Managerial Remuneration (A+B)					
Overall Ceiling as per the Act					

*Appointed as an Independent Director w.e.f. 01-07-2016.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WDT:				
Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Ankitkumar Tank* (Company Secretary)	Bhavin Chandura@ (Chief Financial Officer)	Total (in Rs.)
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	1,38,775	1,35,000	2,73,775
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock Option	NA	NA	NA
3	Sweat Equity	NA	NA	NA
4	Commission			
	- as % of profit	NA	NA	NA
	- others, specify	NA	NA	NA
5	Others, please specify	NA	NA	NA
	Total	1,38,775	1,35,000	2,73,775

@Appointed as a Chief Financial Officer w.e.f. 01-07-2016.

*Appointed as a Company Secretary w.e.f. 10-08-2016.

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	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

By Order of the Board of Directors
PURE GIFTCARAT LIMITED

SHWET KORADIYA
Chairman & Managing Director
DIN: 03489858

Place: Surat
Date: 10-08-2017

“ANNEXURE – 2” TO THE DIRECTORS’ REPORT**RATIO OF DIRECTORS’ REMUNERATION TO MEDIAN EMPLOYEES’
REMUNERATION AND OTHER DISCLOSURE**

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- (i) The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Sr. No.	Name	Designation	Ratio to median remuneration
1	Mr. Shwet Koradiya	Chairman & Managing Director	0.27

- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary or Manager, if any, in the financial year: During the year, no increment in remuneration paid to any Directors Chief Financial Officer and Company Secretary.
- (iii) The Percentage increase in the median remuneration of employees in the financial year 2016-17 is 830.21%.
- (iv) The number of permanent employees on the rolls of Company at the end of the financial year 2016-17 is 9.
- (v) Average percentile increase already made in the salaries of the employees other than the managerial personnel in the last financial year 2016-17 was 88.35%. Further, no increment in remuneration paid to Managerial Personnel. Hence, comparison of the percentile increase in salary of employees with the percentile increase in remuneration of Managerial Personnel is not provided.
- (vi) Affirmation, that the remuneration is as per the remuneration policy of the Company: It is hereby affirmed that the remuneration is as per the remuneration policy for Directors, Key Managerial Personnel and other employees.

By order of the Board of Directors
For PURE GIFTCARAT LIMITED

Place: Surat
Date: 10/08/2017

SHWET KORADIYA
Chairman & Managing Director
DIN: 03489858

“ANNEXURE – 3” TO DIRECTORS’ REPORT**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****a. Industry Structure and Developments**

The Company is engaged in the Business of Precious Metals, Stones & Jewelry. The trade of designer Diamonds & Jewelry in retail is on increasing trend all over the world. Jewelry is one commodity of saving as well as exhibition of wealth for the Indian people. The Company is in the line of online trading of designer Diamonds & Jewelry. The demand of the same is substantial increased in the recent years. The management expects that these businesses will persist in the coming years & business growth in every year.

b. Opportunity and Threats**❖ Opportunities**

The Gems and Jewelry sector is witnessing changes in consumer preferences due to adoption of western lifestyle. Consumers are demanding new designs and varieties in Jewelry, and branded jewelers are able to fulfill their changing demands better than the local unorganized players. Moreover, increase in per capital income has led to an increase in sales of Jewelry, as Jewelry is a status symbol in India. Accordingly the industry is showing healthy signs of growth. This will help the Company in developing business opportunities.

In the coming years, growth in Gems and Jewelry sector would be largely contributed by the development of large retailers/brands. Established brands are guiding the organized market and are opening opportunities to grow. Increasing penetration of organized players provides variety in terms of products and designs. Also, the relaxation of restrictions of gold import is likely to provide a fillip to the industry. Further, stabilization of gold prices at lower levels is expected to drive volume growth for jewelers over short to medium term. The demand for Jewelry is expected to be significantly supported by the recent positive developments in the Industry.

❖ Threats

The instability in Jewelry retail sales might create imbalance to the financial position of the Company in forthcoming years. Synthetics diamonds can create new threats in high-tech and industrial applications as Jewelry inputs as they can coexist with natural stones. Synthetic Diamonds can lose Customers’ confidence if sold undisclosed. The major industry initiatives aimed at mitigating this risk, are to increase use of synthetics detection technologies and more frequent certification.

All diamonds dazzle including the artificial ones and there is no way a Customer can discover which is the natural one. With sales of cheaper synthetic diamonds rising, testing and certification of diamond-studded Jewelry is emerging as a growing concern not only for the customers but also for the industry.

Growth in demand for Gem & Jewelry was sustained in 2016 in the larger market but a month-long Jewelers’ strike and the Government's surprise demonetization in November-2016 had a considerable negative impact on the demand of Gem & Jewelry. Gold Jewelry demand has fallen

since demonetization was announced despite the on-going peak marriage and festival season. Though export market and large diamantaires in the organized sector may not be impacted much, small and medium sized players carrying out local trade and sourcing are expected to have an adverse impact.

Though diamonds remain the most desirable item for luxury segments in most parts of the world, it is getting tough competition from latest electronics & gadgets, watches, luxury cars, designer leather goods and many other luxury products or brands. Industry's bias towards considering diamonds a threat is self-detrimental when, diamonds can add new category of consumers to diamond market. Industry should instead focus on countering challenges from competing products in the luxury segment.

c. Segment-wise or products-wise performance

During the year, your Company has earned revenue from Diamond trading business of Rs. 9,785.49/- Lakh. Further, the Company has made Net Profit after Tax of Rs 8.86/- Lakh from Diamond & Jewellery trading business.

d. Outlook on Risk and concerns

Your Company is exposed to a number of risks such as economic, regulatory, taxation and environmental risks. Further, Following can be some of the risk and concern the Company needs to be keep in mind:

- The largely unorganized structure of the market can affect the systematic functioning of the Company.
- Likely opening up of the economy, which can be a double-edged sword. The Diamond market in India is heavily influenced by the US Markets and other Country's Market.
- Increasing competition among the Indian Exporters in this industry.

Some of the risks that may arise in its normal course of its business and impact its ability for future developments include inter-alia, credit risk, liquidity risk, counterparty risk, regulatory risk, commodity inflation risk, currency fluctuation risk and market risk. Your Company has chosen business strategy of focusing on certain key products and geographical segments are also exposed to the overall economic and market conditions. Accordingly, your Company has established a framework and process to monitor the exposures to implement appropriate measures in a timely and effective manner.

e. Internal Control System and their adequacy

The Company has adequate internal control systems including suitable monitoring procedures commensurate with its size and the nature of the business. The Internal Auditors and Company's Internal Audit Department conduct regular audits to ensure adequacy of internal control system, adherence to management instruction and compliance with laws and regulations of the country as well as to suggest improvements. The statutory auditors while conducting the statutory audit, review and evaluate the internal controls and their observations are discussed with the Audit committee of the Board.

f. Discussion on financial performance with respect to operational performance

The Net Income of your Company for the year 2016-17 was increased to Rs. 9,785.49/- Lakh as against Rs. 4,639.31/- Lakh of the previous year. Accordingly, the Company has made a Net Profit after Tax of Rs 8.86/- Lakh in the current year as against Rs 7.57/- Lakh of the previous year.

g. Human Resources

One of the key pillars of the Company's business is its people. The Company considers human resources as one of the vital and important factors for sustained growth, business success and creating value for Stakeholders. Company has maintained cordial and harmonious relations with all Employees.

The total numbers of Employees were 9 as on 31st March, 2017.

h. Cautionary Statement

Certain statements made in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, predictions and expectations may be forward looking statements, within the meaning of applicable securities law and regulations and actual results may differ materially from those expressed or implied. Significant factors that make differences to Company's operations include competition, change in Government policies and regulations, tax regimes and economic development within India. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statement, on the basis of any subsequent development, information or events or otherwise.

By Order of the Board of Directors
PURE GIFTCARAT LIMITED

Place: Surat
Date: 10/08/2017

SHWET KORADIYA
Chairman & Managing Director
DIN: 03489858

“ANNEXURE – 4” TO THE DIRECTORS’ REPORT**CORPORATE GOVERNANCE REPORT****A. COMPANY’S CORPORATE GOVERNANCE PHILOSOPHY :-**

Corporate Governance at Pure Giftcarat Limited (PGL) is a journey to constantly achieve targets, value creations at the same time following best emerging practices, standards and policies. Your Company strives to ensure that best Corporate Governance practices are identified, adopted and consistently followed. Company’s philosophy on Corporate Governance is to ensure that the:

- (i) Board and Top Management of the Company are fully apprised of the Company’s affairs which are aimed at assisting them in the efficient conduct of the Company so as to meet Company’s obligation to the Shareholders.
- (ii) Board exercises its fiduciary responsibilities towards Shareholders and Creditors so as to ensure high accountability.
- (iii) To protect and enhance Shareholder value.
- (iv) To protect the interest of all other Stakeholders such as Customers, Employees and Society at large.
- (v) Disclosures of every information to the present and potential Investors are maximized.
- (vi) Decision making process in the Company is transparent and is backed by documentary evidence.

B. BOARD OF DIRECTORS:-**(i) Composition:**

In compliance with the applicable provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Board represents a desired mix of experience, knowledge and gender. The Board of Directors of the Company is constituted with optimum combination of 1 Executive Promoter Director and 3 Non-executive Independent Directors including 1 Woman Director with the Chairman as an Executive Promoter Director. The half of the Board has Non Executive Independent Directors.

(ii) Number of Board Meetings:

During the year under review, 7 (Seven) Board Meetings were held by the Company on the below mentioned dates as under:

1.	21 st April, 2016	2.	30 th June, 2016	3.	20 th July, 2016
4.	8 th August, 2016	5.	5 th September, 2016	6.	18 th November, 2016
7.	10 th March, 2017				

(iii) Details of attendance at the Board Meetings, Last Annual General Meeting and Shareholding of each Director are as follows:

Name	Designation/Category of Directorship	No. of Board Meetings in F.Y. 2016-17		Attendance at last AGM	No. of Equity Shares Held as on 31 st March, 2017
		Held	Attended		
Mr. Shwet Koradiya#	Promoter/Executive/Chairman and Managing Director	7	7	Yes	Nil
Mrs. Varshaben Koradiya*	Promoter/Executive Director	7	5	Yes	1,20,75,000
Mr. Jinaykumar Koradiya*	Promoter/Executive Director	7	5	Yes	Nil
Mr. Brijeshkumar Mali@	Non-Executive/Independent Director	7	5	Yes	Nil
Mr. Paresh Lathiya@	Non-Executive/Independent Director	7	5	Yes	Nil
Mrs. Shweta Gandhi@	Non-Executive/Independent Director	7	4	Yes	Nil

#Appointed as a Managing Director w.e.f. 01/07/2016.

*Ceased as Director w.e.f. 05/11/2016.

@Appointed as an Additional Independent Director w.e.f. 01/07/2016 and appointed as an Independent Director in AGM held on 30/09/2016.

(iv) Number of other Companies or Committees of which the Director is a Director/Member/Chairman:

Name of the Director	No. of other Public Limited Companies in which Director	No. of other Private Limited Companies in which Director	No. of Committees in which Member (other than PGL)	No. of Committees in which Chairman (other than PGL)
Mr. Shwet Koradiya#	2	5	--	--
Mrs. Varshaben Koradiya*	--	3	--	--
Mr. Jinaykumar Koradiya*	--	--	--	--
Mr. Brijeshkumar Mali@	1	--	3	3
Mr. Paresh Lathiya@	--	--	--	--
Mrs. Shweta Gandhi@	1	--	--	--

#Appointed as a Managing Director w.e.f. 01/07/2016.

*Ceased as Director w.e.f. 18/11/2016.

@ Appointed as an Additional Independent Director w.e.f. 01/07/2016 and appointed as an Independent Director in AGM held on 30/09/2016.

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all the Companies in which they are Directors. All the Directors have made necessary disclosures in this regards to the Company.

The Agenda for the Board Meetings together with the appropriate supporting documents and relevant information are circulated well in advance of the meetings to enable the Board to take the informed decisions.

(v) Disclosure of Relationships between Directors inter-se:

None of the Directors are related with anyone.

(vi) Independent Directors:

The Nomination and Remuneration Committee considers the appointment of such a person as an Independent Director on the Board of the Company, who has an independent standing in his /her respective field or profession and possess the required skill to contribute to the maximum to the improvement and growth of the Company. Qualification, positive attribute, expertise, skills, etc. are considered by the Nomination and Remuneration Committee for the selection of a person as an Independent Director, in accordance to the Company's policy.

The Board has formulated a Familiarization Program for every newly appointed Directors of the Company. Such program enables the Independent Directors to understand about the operations and affairs of the Company. The Board members are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. They are familiarized with the Company's operation. A familiarization policy in this regard has been framed by the Company and hosted on the Company's Website.

All the Independent Directors provide declaration about their independence on regular basis. As required, the terms and conditions of their appointment are disclosed on the website of the Company. None of the Independent Directors is a Director in any other Company in excess of the prescribed limit.

2 (Two) meetings of the Independent Directors was held during the year. At the meetings, the Independent Directors have conduct Familiarization Program of New Directors, reviewed the performance of Non-independent Directors, the Board and the Chairman of the Company and assessed the quality, quantity and timeline of the flow of information between Management and the Board to effectively and reasonably perform its duties. All the independent Directors attended the said meeting.

(vii) Code of Conduct:

The Board has laid down a Code of Conduct for Board Members and Senior Management Staff of the Company. The Board Members and Senior Management Staff have affirmed compliance with the said Code of Conduct. The Board has also approved a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. Both the Codes are posted on Company's website www.puregiftcarat.com.

Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board members and Senior Management Personnel have affirmed compliance with the applicable Code of Conduct. A declaration to this effect, signed by the Managing Director/CEO forms part of this report.

Directors and Senior Management of the Company have made disclosures to the Board confirming that there are no material financial and/or commercial transactions between them and the Company that could have potential conflict of interest with the Company at large.

(viii) Note on Directors seeking Appointment/Re-appointment:

The Notes on Directors seeking Appointment/Re-appointment are provided in the Notice convening the 6th Annual General Meeting of the Company.

(ix) Board and Director's Evaluation and Criteria for evaluation:

During the year, the Board has carried out an annual evaluation of its own performance, of its Directors, as well as of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria and procedure for the performance evaluation process for the Board, its Committees and Directors. The criteria for Board evaluation include inter alia, degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

The criteria for evaluation of Individual Directors include aspects such as attendance and contribution at Board/Committee Meetings and guidance/support to the Management outside Board/Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to KMPs.

The criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

C. COMMITTEES OF THE BOARD:-

I. Audit Committee:

- (i) The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors and the Board of Directors of the Company and oversees the financial reporting process.
- (ii) The Audit Committee of the Company is constituted in accordance with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013 in Meeting of Board of Directors held on 30th June, 2016.
- (iii) The terms of reference of the Audit Committee are broadly as under:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and reliable;
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- Reviewing, with the management, the Annual Financial Statements and Auditors' Report thereon before submission to the Board for approval, with particular reference to:
 - Matters disclosed in the Director's Responsibility Statement are required to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Act.
 - Changes in accounting policies and practices, if any, and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any Related Party Transactions.
 - Qualifications in the draft Audit Report.
- Reviewing, with the management, the Quarterly Financial Statements before submission to the Board for approval;
- 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;
- Review and monitor the Auditors' Independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Examination of the financial statement and the auditors' report thereon;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of Internal Financial Controls and Risk Management Systems;
- Establish a vigil mechanism for Directors and Employees to report genuine concerns in such manner as may be prescribed;
- The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company;
- The Audit Committee shall review the information required as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (iv) The Audit Committee invites such an Executives as it considers appropriate (particularly the head of the finance function), representatives of the Statutory Auditors and representatives of the Internal Auditors to be present at its meetings.
The Company Secretary acts as the Secretary of the Audit Committee and remain present in its Meetings.
- (v) In terms of the Insider Trading Code adopted by the Company in Financial Year 2016-17, the Committee considers the following matters:
- To approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the Insider Trading Code.
 - To note and take on record the status reports detailing the dealings by Designated Persons in Securities of the Company, as submitted by the Compliance Officer on a quarterly basis.
 - To provide directions on any penal action to be initiated, in case of any violation of the Regulations by any person.
- (vi) During the financial year 2016-17, the Audit Committee met 4 (Four) times on 20th July, 2016, 5th September, 2016, 18th November, 2016 and 10th March, 2017, and the gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present for all the meetings.

The details of composition of the Committee and their attendance at the meetings are given below:

Name	Designation	Category	No. of Meeting attended
Mr. Brijeshkumar Mali	Chairman	NEID	4
Mr. Paresh Lathiya	Member	NEID	4
Mrs. Shweta Gandhi	Member	NEID	3

NEID: Non-Executive Independent Director

- (vii) The Chairman of the Audit Committee attended 5th AGM held on 30/09/2016. The Minutes of all above stated meeting of the Audit Committee were noted at the Board Meeting.

II. Nomination & Remuneration Committee:

- (i) The Nomination and Remuneration Committee of the Company is constituted in accordance with the provisions of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013 in Meeting of Board of Directors held on 30th June, 2016.
- (ii) The broad terms of reference of the Nomination and Remuneration Committee are as under:
- Recommend to the Board, the setup and composition of the Board and its Committees, including the “*formulation of the criteria for determining qualifications, positive attributes and Independence of a Director.*” The Committee will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
 - Recommend to the Board, the appointment or reappointment of Directors.
 - Devise a policy on Board diversity.

- Recommend to the Board, appointment of Key Managerial Personnel (“KMP” as defined by the Act) and Executive team members of the Company (as defined by this Committee).
 - Carry out evaluation of every Director’s performance and support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and Individual Directors. This shall include “*Formulation of criteria for evaluation of Independent Directors and the Board*”. Additionally the Committee may also oversee the performance review process of the KMP and executive team of the Company.
 - Recommend to the Board, the Remuneration Policy for Directors, executive team or Key Managerial Personnel as well as the rest of the employees.
 - On an annual basis, recommend to the Board, the remuneration payable to the Directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
 - Oversee familiarisation programmes for Directors.
 - Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, Key Managerial Personnel and Executive team).
 - Provide guidelines for remuneration of Directors on material subsidiaries.
 - Recommend to the Board on voting pattern for appointment and remuneration of Directors on the Boards of its material subsidiary companies.
 - Performing such other duties and responsibilities as may be consistent with the provisions of the Committee charter.
- (iii) During the Financial year 2016-17, 3 (Three) meetings of the Nomination and Remuneration Committee were held on 20th July, 2016, 5th September, 2016 and 18th November, 2016.

The composition of the Committee and their attendance at the meetings are given below:

Name	Designation	Category	No. of Meeting attended
Mr. Brijeshkumar Mali	Chairman	NEID	3
Mr. Paresh Lathiya	Member	NEID	3
Mrs. Shweta Gandhi	Member	NEID	2

NEID: Non-Executive Independent Director

During the year 2016-17, Your Company has paid Rs. 2,000/- sitting fees to its Non-Executive Independent Directors for attending meetings of the Board and/or others Committees. Your Company has also paid remuneration of Rs. 20,000/- p.m. to its Executive Director as under.

Name and Designation of Director	Tenure upto	Salary (in Rs.)	Perquisites
Mr. Shwet Koradiya Chairman & Managing Director	30 th June, 2019	60,000/-	Nil

Note: Mr. Shwet Koradiya has been appointed as a Managing Director w.e.f. 1st July, 2016 and remuneration of Rs. 20,000/- p.m payable to him w.e.f. 2nd January, 2017.

The Minutes of Nomination and Remuneration Committee meeting were noted at the Board Meeting.

(a) Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behaviour and judgement.

(b) Remuneration Policy:

The key principles governing the Company's remuneration Policy are as follow:

Managing Director/(s), Whole time Director, Non – Executive and Independent Directors:

Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Executive and Non - Executive Directors. This will be then approved by the Board and Shareholders. Prior approval of Shareholders will be obtained wherever applicable.

The Company shall pay remuneration by way of salary, perquisites and allowances (fixed component) to Managing Director(s), Whole Time Director. Remuneration is paid in accordance with the statutory provisions of the Companies Act, 2013 along with the ceiling approved by the Shareholders.

The remuneration shall be paid to the Directors keeping in view the industry benchmark and the relative performance of the Company to the industry performance.

CEO, COO, CFO, CS and Senior management personnel:

The remuneration of CEO, COO, CFO, CS and Senior Management largely consists of basic salary, perquisites, allowances and performance incentives. Perquisites and retirement benefits are paid according to the Company policy, subject to prescribed statutory ceiling.

The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience/merits, performance of each employee. The Company while deciding the remuneration package takes into consideration current employment scenario and remuneration package of the industry.

III. Stakeholders' Relationship Committee:

- (a) The Stakeholders' Relationship Committee is constituted in accordance with the provisions of Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013 in Meeting of Board of Directors held on 30th June, 2016.

(b) The broad terms of reference of the Stakeholders' Relationship Committee are as under:

- Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice / annual reports, etc. and all other security holders' related matters.
- Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.

(c) During the Financial Year 2016-17, No Stakeholders' Relationship Committee meeting were held.

The composition of the Committee and their attendance at the meetings are given below:

Name	Designation	Category
Mr. Brijeshkumar Mali	Chairman	NEID
Mr. Paresh Lathiya	Member	NEID
Mrs. Shweta Gandhi	Member	NEID

NEID: Non-Executive Independent Director

During the year, the Company has not received any complaints from the Shareholders of the Company. There were no outstanding complaints as on 31.03.2017.

D. GENERAL BODY MEETING: -

(i) **Date, Time and Venue where last three Annual General Meetings were held:**

AGM for the Financial Year ended	Date	Time	Venue	Special Resolution Passed
2015-16	30 th September, 2016	11:00 A.M.	Plot-828/829, 3 rd Floor, Office-3, Shree Kuberji Complex, Athugar Street, Nanpura Main Road, Surat-395001, Gujarat.	<ul style="list-style-type: none"> • Appointment of Mr. Brieshkumar Mali as an Independent Director. • Appointment of Mr. Paresh Lathiya as an Independent Director. • Appointment of Mrs. Shweta Gandhi as an Independent Director. • Appointment of Mr. Shwet Koradiya as a Managing Director.
2014-15	28 th September, 2015	10:00 A.M.	101, Siddh Chambers, Taratiya Hanuman Street, Gurjar Falia, Haripura, Surat-395003, Gujarat.	No special resolution was passed in this meeting.

2013-14	30 th September, 2014	1:00 P.M.	101, Siddh Chambers, Taratiya Hanuman Street, Gurjar Falia, Haripura, Surat-395003, Gujarat.	<ul style="list-style-type: none"> • Authority to Borrow Money. • To Mortgage/Create Charge on Assets of the Company.
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(ii) Extra-ordinary General Meeting:

During the year, 1 (One) Extra-ordinary General Meeting was held on 24th December, 2016 by the Company.

(iii) Postal Ballot

During the year, No Postal Ballot was conducted.

E. DISCLOSURES: -

- (i) Disclosures on materially significant Related Party Transactions that may have potential conflict with the interests of the Company at large: NIL
- (ii) Transactions with the related parties are disclosed in the notes to the accounts forming part of the accounts.
- (iii) The Board has approved a policy for Related Party Transactions which has been uploaded on the Company's website at the following link <http://www.puregiftcarat.com/document/Policy%20on%20Related%20Party%20Transaction.pdf>.
- (iv) Details of non-compliance by the Company, penalties, strictures imposed on the Company by SEBI, ROC, Stock Exchange or any statutory authority, on any matter related to capital markets, during the last 3 (Three) financial years: NIL
- (v) The Vigil Mechanism of the Company as required u/s 177 (9) of the Companies Act, 2013 and a Whistle Blower Policy of the Company, as required under Listing Agreement and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is in place. The Directors and Employees can report concerns about any unethical behaviors, actual or suspected fraud or violation within the company. The said mechanism provides adequate safeguards against victimization and direct access to the Chairman of the Audit Committee of the Company, in exceptional cases. No event was occurred, during the year, invoking the Policy. Vigil Mechanism/Whistle Blower Policy is uploaded on the Company's website www.puregiftcarat.com.
- (vi) The Company has also adopted Policy on determination of materiality of Information Events, Policy for Preservation of documents and policy on Archival of Records and same has been disclosed on the Company's website www.puregiftcarat.com.

(vii) Pursuant to Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has received Certificate from Chairman and Managing Director and CFO for the Financial Year ended 31st March, 2017.

(viii) The Company has complied with all mandatory requirements of Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

F. MEANS OF COMMUNICATIONS: -

Your Company has listed on SME Platform of BSE Limited on 8th May, 2017. Hence, The Quarterly, Half Yearly and Annual Financial results of the Company were not required to publish in newspapers. After closing of financial year, the Board of Directors of the Company approves and takes on record the half yearly result and announces forthwith results to the BSE Limited. Also the results are displayed on the Company's website www.puregiftcarat.com.

G. GENERAL SHAREHOLDERS INFORMATION: -

1	AGM : Date, Time and Venue	Wednesday, 6 th September, 2017, 11.00 a.m. at Plot-828/829, 3 rd Floor, Office-3, Shree Kuberji Complex, Athugar Street, Nanpura Main Road, Surat-395001, Gujarat.
2	Financial Year	Financial Year 2017-18 consists of 12 (Twelve) months starting from 1 st April, 2017 to 31 st March, 2018.
3	Dividend Payment Date	The Company has not declared any Dividend in the Financial Year 2016-17.
4	Listing on Stock Exchange	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001, Maharashtra The Listing fees for Financial Year 2017-18 are paid to the Stock Exchange. The custodial fees are paid to the National Securities Depository Ltd. (NSDL) and the Central Depository Securities Ltd. (CDSL) for the Financial Year 2017-18.
5	Stock Code	BSE: 540492
6	Security ISIN No.	INE594W01026
7	Cut-off Date	30 th August, 2017
8	Date of Book Closure	The Company's Register of Members and Share Transfer Books shall remain closed from 31 st August, 2017 to 6 th September, 2017 (both days inclusive).
9	Investor Services – Queries / Complaints during the period ended	During the period from 1 st April, 2016 to 31 st March, 2017, no queries/complaints/requests were received by the Company from the Shareholders and Investors.
10	Company's Registration Number	CIN of the Company is L36910GJ2011PLC065141.

11 Market Price data (At BSE):-

Equity Shares of the Company are listed at BSE Limited on 8th May, 2017 under BSE SME platform. Hence, Market Price data for the financial year 2016-17 is not available.

12 Registrar & Share Transfer Agent:-

Bigshare Services Private Limited	
<i>Registered Office Address</i> E -2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai-400072, Maharashtra Email: investor@bigshareonline.com Website: www.bigshareonline.com	<i>Corporate Office Address</i> 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra Phone No.: 022 – 62638200, Fax: 022 - 62638299 Email: investor@bigshareonline.com Website: www.bigshareonline.com
Share Transfer and Dematerialisation System	The complete work related to share transfer and dematerialisation is carried out by the above stated RTA. The Managing Director and the Company Secretary of the Company individually has been authorized to approve Transfer, Transmission, Demat request and other request to process the said requests expeditiously. The summary of share transfer and related activities is presented by the Company Secretary to the Board at its meeting.

13 Distribution of Shareholding as on 31-03-2017:-

Category	No. of Shareholders	% of total Shareholders	Total Holding (in Rs.)	% of Shareholding
Upto 5000	0	0.00	0	0.00
5001 - 10000	0	0.00	0	0.00
10001 - 20000	2	9.09	22500	0.14
20001-30000	1	4.55	22500	0.14
30001 -40000	0	0.00	0	0.00
40001 - 50000	0	0.00	0	0.00
50001 - 100000	1	4.55	75,000	0.47
100001 and above	18	81.82	1,57,65,000	99.25
Total	22	100.00	15885000	100.00
	No. of Shareholders	% of Shareholders	No. of Shares	% of Shareholding
Physical Mode	16	72.73	1,36,46,250	85.91
Electronic Mode	6	27.27	22,38,750	14.09
Total	22	100.00	15885000	100.00

14 Shareholding Pattern as on 31-03-2017:-

Category	No. of Shareholders	No. of Shares	% of total Share capital
Indian Promoters	1	1,20,75,000	76.02
Corporate Promoter	1	15,75,000	9.92
Individuals	18	19,53,750	12.30
Hindu Undivided Family	2	2,81,250	1.77
Bodies Corporate	0	0	0.00
Clearing Members	0	0	0.00
N.R.I. (Repat)	0	0	0.00
TOTAL	22	15885000	100.00

15 Dematerialization of Shares & Liquidity:-

As on 31st March, 2017, Equity Shares comprising 14.09% of the Company's Equity Share Capital have been dematerialised.

16 Outstanding GDRs/ADRs/Warrants or any Convertible Instruments:-

The Company has not issued GDRs/ADRs as on 31st March, 2017. No Warrants/Convertible Instruments were outstanding for conversion as on 31st March, 2017.

17 Address for Correspondence for Shareholders:-

Shareholder correspondence should be addressed to the Company's Registrar & Share Transfer Agent, Bigshare Services Private Limited at E -2/3, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai-400072, Maharashtra or Corporate Office situated at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai-400059, Maharashtra or Phone No.: 022 – 62638200, Fax: 022 – 62638299. Email: investor@bigshareonline.com.

Shareholders may also write to or contact the Company Secretary at the Registered Office at the following address for any assistance:

Mr. Ankitkumar Tank

Company Secretary & Compliance Officer

Pure Giftcarat Limited,

Plot – 828/829, 3rd Floor, Office – 3, Shree Kuberji Complex, Athugar Street, Nanpura Main Road, Surat – 395001, Gujarat.

Tel/fax: 0261-2473233, Email: info@puregiftcarat.com

18 Non-Mandatory Requirements:-

- (i) For the financial year 2016-17, there are no Audit Qualifications to the Company's financial statements.
- (ii) Reporting of the Internal Auditors: As per the terms of reference of the Audit Committee.

19 Reconciliation of Share Capital Audit:-

The Company has listed its Equity Shares after closing of financial year i.e. 8th May, 2017 on SME Platform of the BSE Limited. Hence, In keeping with the requirement of the SEBI, an audit by a Qualified Practicing Company Secretary have been carried out to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The said audit confirms that the total issued/paid up capital tallies with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

20 Listing Agreement:-

The Securities and Exchange Board of India (SEBI), on 2nd September, 2015, issued the SEBI (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 markets to ensure better enforceability. The said regulations were effective 1st December, 2015. Accordingly, all listed entities are required to enter into the Listing Agreement. The Company entered into Listing Agreement with the BSE Limited on 4th May, 2017.

21 Auditors' Certificate on Corporate Governance:-

The Auditors' Certificate on Compliance with Corporate Governance, as stipulated under Schedule V-E of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not applicable to the Company for financial year 2016-17.

By order of the Board of Directors
For PURE GIFTCARAT LIMITED

Date: 10/08/2017
Place: Surat

SHWET KORADIYA
Chairman & Managing Director
DIN: 03489858

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS
AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S
CODE OF CONDUCT**

To,
The Members of
Pure Giftcarat Limited

This is to confirm that the Company has adopted a Code of Conduct for its Employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

By order of the Board of Directors
For PURE GIFTCARAT LIMITED

Place: Surat
Date: 10/08/2017

SHWET KORADIYA
Chairman & Managing Director
DIN: 03489858

CEO / CFO CERTIFICATION

To,
The Board of Directors of
Pure Giftcarat Limited

We hereby certify that:

- a) We have reviewed financial statements and the cash flow statement of the Company for the financial year ended 31st March, 2017 and that to the best of our knowledge and belief, we state that:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) It is to the best of our knowledge and belief that no transactions entered into by the Company during the years are fraudulent, illegal or violative of the Company's code of conduct.
- c) We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- d) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and Audit Committee, the deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps have taken or propose to take to rectify these deficiencies.
- e) We have indicated to the auditors and Audit committee regarding the significant changes, if any,:
 - (i) in internal control over financial reporting during the year;
 - (ii) in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For PURE GIFTCARAT LIMITED

SHWET KORADIYA
Chairman & Managing Director
DIN: 03489858

SHREYKUMAR SHETH
Chief Financial Officer
PAN: EILPS2829J

Place: Surat
Date: 10/08/2017

INDEPENDENT AUDITOR'S REPORT

**To the Members of
PURE GIFTCARAT LIMITED.
(Formerly known as "L'AVANCE DIRAYS LIMITED)
CIN: L36910GJ2011PLC065141**

Report on the Financial Statements

We have audited the accompanying financial statements of **PURE GIFTCARAT LIMITED**. ("the Company"), which comprise the Balance Sheet as at **March 31, 2017**, and the Statement of Profit and Loss, the Cash Flow Statement for the period ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position and financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

(a) In the case of the condensed balance sheet, of the state of affairs of the Company as at 31st March 2017;

(b) In the case of the condensed statement of profit and loss, of the profit for the period ended on that date; and

(c) In the case of the condensed cash flow statement, of the cash flows for the period ended on that date.

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 if the Act, we give in the "Annexure 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 and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 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 and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. The company has provided requisite disclosures in the standalone financial statements as to holding as well as dealing in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company. (Refer Note D - XI)

FOR KANSARIWALA & CHEVLI,
Chartered Accountants,

(H. B. Kansariwala)

Partner

Membership No. 032429

Firm Registration No. 123689W

Peer Review No. PU0102793706

Place: Surat

Date: 30.05.2017

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to Para 1 under the heading of “ Report on Other Legal and Regulatory Requirements” of our report of even date to the members of **PURE GIFTCARAT LIMITED** for the period ended 31st March, 2017)

On the basis of the information and explanation given to us during the course of our audit, we report that:

1. (a). The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets;
- (b). As explained to us, the fixed assets have been physically verified by the management during the reporting period at reasonable intervals. No material discrepancies were noticed on such verification.
- (c). The company has no immovable property.
- 2.(a). The inventory has been physically verified during the reporting period by the management. In our opinion, the frequency of verification is reasonable.
- (b). The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of business.
- (c). The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material and have been properly dealt with in the books of account.
3. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Therefore, the provisions of sub clauses (a), (b) and (c) of clause 3(iii) are not applicable to the company.
4. The Company has not given any loan, investments, guarantees and security to the directors and therefore, the provision of clause 3(iv) are not applicable to the Company;
5. In our opinion and according to the information and explanation given to us, the Company has not accepted any deposit from the public within the meaning of provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and rules framed there under.
6. In our opinion and according to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act in respect of activities carried out by the company.

- 7.(a) In our opinion and according to the information and explanation given to us, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, ESIC, Income tax Sales Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it and there are no undisputed amounts payable in respect of Income tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess outstanding as at the half year, for a period of more than Six months from the date they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the reporting Period.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

FOR KANSARIWALA & CHEVLI,
Chartered Accountants,

(H. B. Kansariwala)
Partner
Membership No. 032429
Firm Registration No. 123689W
Peer Review No. PU0102793706

Place: Surat
Date: 30.05.2017

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

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

We have audited the internal financial controls over financial reporting **PURE GIFTCARAT LIMITED** (“the Company”) as of 31st March, 2017 in conjunction with our audit of the standalone financial statements of the Company for the period ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, 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 KANSARIWALA & CHEVLI,
Chartered Accountants,

(H. B. Kansariwala)

Partner

Membership No. 032429

Firm Registration No. 123689W

Peer Review No. PU0102793706

Place: Surat
Date: 30.05.2017

PURE GIFTCARAT LIMITED
(Formerly known as "L'AVANCE DIRAYS LIMITED")
(CIN:L36910GJ2011PLC065141)

Balance Sheet as at March 31, 2017

(in Rs.)

Particulars	Note	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
EQUITY AND LIABILITIES			
Share Capital	c.1	15,88,50,000.00	15,88,50,000.00
Reserves and Surplus	c.2	14,56,246.73	5,70,047.28
Total Shareholders' Funds		16,03,06,246.73	15,94,20,047.28
Non-Current Liabilities			
Long-term borrowings		-	-
Deferred Tax Liabilities		-	-
Other Long term liabilities		-	-
Total Non-Current Liabilities		-	-
Current Liabilities			
Trade payables		-	-
Total outstanding dues of Micro and Small Enterprise		-	-
Total outstanding dues of creditors other than Micro and Small Enterprise	c.3	86,14,513.00	1,83,43,721.00
Other current liabilities		-	-
Short-term provisions	c.4	6,34,158.16	7,73,607.16
Total Current Liabilities		92,48,671.16	1,91,17,328.16
TOTAL		16,95,54,917.89	17,85,37,375.44
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	c.5	4,99,675.42	5,04,749.00
Intangible assets		-	-
Intangible assets under development		5,29,36,000.00	5,29,36,000.00
		5,34,35,675.42	5,34,40,749.00
Non-current investments		-	-
Deferred Tax Assets	c.6	95,522.00	78,928.00
Long term loans and advances		-	-
Other non-current assets		-	-
Total Non-current assets		5,35,31,197.42	5,35,19,677.00
Current assets			
Current investments		-	-
Inventories	c.7	9,18,63,979.97	3,42,46,718.44
Trade receivables	c.8	2,35,79,865.00	3,85,74,140.50
Cash and cash equivalents	c.9	4,97,335.50	5,21,45,639.50
Short-term loans and advances	c.10	82,540.00	51,200.00
Other current assets		-	-
Total Current assets		11,60,23,720.47	12,50,17,698.44
TOTAL		16,95,54,917.89	17,85,37,375.44

As per our report of even date,
FOR KANSARIWALA & CHEVLI
Chartered Accountants,

FOR PURE GIFTCARAT LIMITED

(H. B. Kansariwala)
Partner
Membership No. 032429
Firm Registration No. 123689W

Shwet Koradiya
Managing Director
DIN: 03489858

Shweta Gandhi
Independent Director
DIN: 07378981

Bhavin Chandura
CFO
PAN: AKVPC4221G

Ankitkumar Tank
Company Secretary
ACS - 46542

Place : Surat
Date: 30.05.2017

Place : Surat
Date: 30.05.2017

PURE GIFTCARAT LIMITED
(Formerly known as "L'AVANCE DIRAYS LIMITED")
(CIN:L36910GJ2011PLC065141)

Profit and Loss Statement for the period ended March 31, 2017

(in Rs.)

Particulars	Note	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
Revenue From Operations	c.11	97,85,48,806.45	45,39,31,127.97
Other income		-	-
Total Revenue		97,85,48,806.45	45,39,31,127.97
Expenses:			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade	c.12	1,02,68,79,891.18	48,50,00,176.16
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	c.13	(5,76,17,261.53)	(3,42,46,718.44)
Employee benefits expense	c.14	47,88,140.00	4,02,000.00
Finance costs		-	-
Depreciation and amortization expense	c.15	1,48,663.58	30,001.00
Other expenses	c.16	30,53,032.77	17,42,550.97
Total expenses		97,72,52,466.00	45,29,28,009.69
Profit before exceptional and extraordinary items and tax		12,96,340.45	10,03,118.28
Exceptional items		-	-
Profit before extraordinary items and tax		12,96,340.45	10,03,118.28
Extraordinary Items		-	-
Profit before tax		12,96,340.45	10,03,118.28
Tax expense:			
Current tax		4,26,735.00	2,46,850.00
Deferred Tax Liabilities/(Assets)		(16,594.00)	(817.00)
Prior year's tax adjustment		-	-
Profit (Loss) for the period from continuing operations		8,86,199.45	7,57,085.28
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing operations (after tax)		-	-
Profit (Loss) for the period (XI + XIV)		8,86,199.45	7,57,085.28
Earnings per equity share:			
Basic		0.06	0.05
Diluted		0.06	0.05

As per our report of even date,
FOR KANSARIWALA & CHEVLI
Chartered Accountants,

FOR PURE GIFTCARAT LIMITED

(H. B. Kansariwala)
Partner
Membership No. 032429
Firm Registration No. 123689W

Shwet Koradiya
Managing Director
DIN: 03489858

Shweta Gandhi
Independent Director
DIN: 07378981

Bhavin Chandura
CFO
PAN: AKVPC4221G

Ankitkumar Tank
Company Secretary
ACS - 46542

Place : Surat
Date: 30.05.2017

Place : Surat
Date: 30.05.2017

PURE GIFTCARAT LIMITED
(Formerly known as "L'AVANCE DIRAYS LIMITED")
(CIN:L36910GJ2011PLC065141)

Cash Flow Statement for the period ended 31.03.2017.

(in Rs.)

PARTICULARS	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
A CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	12,96,340.45	10,03,118.28
Adjustments for:		
Depreciation	1,48,663.58	30,001.00
Preliminary Expenses Written Off	-	47,328.00
Interest & Finance Charges	-	-
Operating Profit before Working Capital Changes	14,45,004.03	10,80,447.28
Adjustments for:		
(Increase)/Decrease in Debtors	1,49,94,275.50	(3,85,74,140.50)
(Increase)/Decrease in Inventories	(5,76,17,261.53)	(3,42,46,718.44)
(Increase)/Decrease in Loan & advances	(31,340.00)	(51,200.00)
Increase/(Decrease) in Trade Payables	(97,29,208.00)	1,83,43,721.00
Increase/(Decrease) in Other Current Liabilities	-	-
Increase/(Decrease) in Short term provision	(1,39,449.00)	7,38,989.16
Cash generated from operations	(5,25,22,983.03)	(5,37,89,348.78)
Income Tax paid	4,26,735.00	2,46,850.00
Net Cash Inflow/(Outflow) from Operating activities (A)	(5,15,04,714.00)	(5,29,55,751.50)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(1,43,590.00)	(5,34,70,750.00)
Purchase of Investments	-	-
Net Cash Inflow/(Outflow) from Investing activities (B)	(1,43,590.00)	(5,34,70,750.00)
C CASH FLOW FROM FINANCING ACTIVITIES		
Interest & Finance Charges	-	-
Proceeds from Share Issued	-	15,82,50,000.00
Proceeds / (Repayment) : Short Term Borrowing	-	-
Proceeds / (Repayment) : Long Term Liabilities	-	-
Proceeds / (Repayment) : Long Term Borrowing	-	(4,08,120.00)
Net Cash used in Financing activities (C)	-	15,78,41,880.00
Net Change in Cash & Cash Equivalents (A) + (B) + (C)	(5,16,48,304.00)	5,14,15,378.50
Cash and Cash equivalents as at the beginning of the period	5,21,45,639.50	7,30,261.00
Cash and Cash equivalents as at the end of the period	4,97,335.50	5,21,45,639.50

NOTES:

- 1 Cash flow statement has been prepared under the indirect method as set out in the Accounting Standard (AS) 3. "Cash Flow Statements" issued under the Companies (Accounting Standard) Rules, 2006.
- 2 Figures in bracket indicates cash outflow.
- 3 Cash and cash equivalents represent cash and bank balance.

As per our report of even date,

FOR KANSARIWALA & CHEVLI

Chartered Accountants,

(H. B. Kansariwala)**Partner**

Membership No. 032429

Firm Registration No. 123689W

Place : Surat**Date: 30.05.2017****FOR PURE GIFTCARAT LIMITED**

Shwet Koradiya
Managing Director
DIN: 03489858

Shweta Gandhi
Independent Director
DIN: 07378981

Bhavin Chandura
CFO
PAN: AKVPC4221G

Ankitkumar Tank
Company Secretary
ACS - 46542

Place : Surat**Date: 30.05.2017**

NOTES SCHEDULE TO AND FORMING PARTS OF ACCOUNTS FOR THE PERIOD ENDED ON 31ST MARCH 2017:

A. CORPORATE INFORMATION

PURE GIFTCARAT LIMITED is a public limited company incorporated under provisions of the Companies Act, 1956. The Company is engaged in the business of diamond trading.

B. SIGNIFICANT ACCOUNTING POLICIES

(I) BASIS OF ACCOUNTING:

The financial statements are prepared under the historical cost convention in accordance with generally accepted accounting practices.

We have conducted audit in accordance with the auditing standards generally accepted in India on a test check basis after obtaining reasonable assurance from the director that the financial statements are free from material misstatement.

All items of material nature as regards financial statements have been accounted on going concern and accrual basis.

(II) REVENUE RECOGNITION:

Revenue is recognized when property in goods are transferred to buyer.

(III) FIXED ASSETS:

The company has valued its fixed assets at historical cost less depreciation. The rates of depreciation adopted are the rates provided under the Companies Act, 2013. The written down value method has been adopted by the company.

(IV) INVENTORIES:

Raw materials are valued at cost and finished goods are valued at cost or market value whichever is lower.

(V) EMPLOYEE BENEFITS:

All employee benefits payable wholly within twelve months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages and bonus etc. recognized as actual amounts due in the period in which employee renders the related services

(VI) TAXES ON INCOME:

Current Tax is determined on the basis of tax payable to the taxation authorities in respect of taxable income for the period.

For the purpose of determining accumulated deferred tax assets in current period, depreciation for accounting purposes and for tax purposes are compared and the differences is charged to the revenue reserves, subject to the consideration of prudence.

PURE GIFTCARAT LIMITED
(Formerly known as "L'AVANCE DIRAYS LIMITED")
(CIN:L36910GJ2011PLC065141)

Notes to the Financial Statements

(in Rs.)

Particulars	Figures for the Year as at 31.03.2017		Figures for the Year as at 31.03.2016	
	No. of Share	Rs.	No. of Share	Rs.
Note: C.1-A - Share Capital:				
AUTHORISED:				
Equity Shares of Rs.10 each	2,20,00,000	22,00,00,000.00	1,60,00,000	16,00,00,000.00
ISSUED, SUBSCRIBED & FULLY PAID UP:				
Equity Shares of Rs.10 each	1,58,85,000	15,88,50,000.00	1,58,85,000	15,88,50,000.00

Particulars	Figures for the Year as at 31.03.2017		Figures for the Year as at 31.03.2016	
	No. of Share	Rs.	No. of Share	Rs.
Reconciliation of number of shares: Equity shares				
Note: C.1-B				
Shares outstanding at the beginning of the Year/period	1,58,85,000	15,88,50,000.00	60,000	6,00,000.00
Add: 7,000,000 Equity shares of Rs. 10/- each fully paid on Private Placement	-	-	70,00,000	7,00,00,000.00
Add: 8,825,000 Equity shares of Rs. 10/- each fully paid on Right Issue	-	-	88,25,000	8,82,50,000.00
Shares outstanding at the end of the Year/period	1,58,85,000	15,88,50,000.00	1,58,85,000	15,88,50,000.00

Note: C.1-C
The Company has only one class of shares i.e. equity shares. All equity shares rank pari passu and carry equal rights with respect to voting and dividend. In the event of liquidation of the Company, the equity shareholder shall be entitled to proportionate share of their holding in the assets remaining after distribution of all preferential amounts.

Particulars	Figures for the Year as at 31.03.2017		Figures for the Year as at 31.03.2016	
	No. of Share	% of Holding	No. of Share	% of Holding
Note: C.1-D				
Details of Share Holders holding more than 5% of Equity Shares of Rs.10/- each, fully paid:				
Varshaben D. Koradiya	1,20,75,000	76.02%	70,10,000	44.13%
Synergy Bizcon Limited	15,75,000	9.92%	15,75,000	9.92%

Notes to the Financial Statements
PURE GIFTCARAT LIMITED

(in Rs.)

Note : c.2 - Reserves and Surplus:	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
SURPLUS IN STATEMENT OF PROFIT AND LOSS ACCOUNT:		
Balance as per the last Balance Sheet	5,70,047.28	(1,87,038.00)
Add: Profit for the reporting period	8,86,199.45	7,57,085.28
	14,56,246.73	5,70,047.28

Note : c.3 - Trade Payable:	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
Total outstanding dues of Micro and Small Enterprise	-	-
Total outstanding dues of creditors other than Micro and Small Enterprise	86,14,513.00	1,83,43,721.00
	86,14,513.00	1,83,43,721.00

Note : c.4 - Short-term Provisions:	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
DUTIES AND TAXES	(20,023.84)	-
INCOME TAX PROVISION (Net of advance tax of Rs. 2,00,100/-)	2,26,635.00	2,46,732.16
SITTING FEES PAYABLE	12,000.00	-
PROFESSIONAL TAX (EMPLOYEE)	15,980.00	-
RENT PAYABLE	3,750.00	3,000.00
SALARY PAYABLE	1,38,734.00	13,000.00
REMUNERATION PAYABLE	60,000.00	-
STATUTORY AUDIT FEES	1,31,250.00	25,000.00
TDS PAYABLE	65,546.00	4,85,720.00
TELEPHONE BILL PAYABLE	287.00	155.00
	6,34,158.16	7,73,607.16

Note: c.6 - Deferred Tax:	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
Break up of Deferred Tax Liabilities and Assets into major components of the respective balances are as under:		
DEFERRED TAX ASSETS		
DEPRECIATION	95,522.00	78,928.00
DEFERRED TAX LIABILITIES		
DEPRECIATION	-	-
	95,522.00	78,928.00

PURE GIFTCARAT LIMITED
SCHEDULE FORMING PART OF THE ACCOUNTS
PERIOD ENDED 31.03.2017.
FIXED ASSETS

(in Rs.)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK												
	As at 01.04.2016		Addition During the year		Sales/Trans/Adj.		TOTAL As at 31.03.2017		Up to 31.03.2016		Provided During the period		Sales/Trans/Adj.		TOTAL As at 31.03.2017		As at 31.03.2017		As at 31.03.2016		
	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	Rs.	P.	
TANGIBLE																					
AIR CONDITION	24,750.00		-		-		24,750.00		858.00		6,186.00		-		7,044.00		17,706.00		23,892.00		
FURNITURE	5,10,000.00		-		-		5,10,000.00		29,143.00		1,24,157.00		-		1,53,300.00		3,56,700.00		4,80,857.00		
COMPUTER			1,43,590.00		-		1,43,590.00		-		18,320.58		-		18,320.58		1,25,269.42		-		
TOTAL	5,34,750.00		1,43,590.00		-		6,78,340.00		30,001.00		1,48,663.58		-		1,78,664.58		4,99,675.42		5,04,749.00		
INTANGIBLE																					
INTANGIBLE ASSETS UNDER DEVELOPMENT	5,29,36,000.00		-		-		5,29,36,000.00		-		-		-		-		5,29,36,000.00		5,29,36,000.00		
TOTAL	5,29,36,000.00		-		-		5,29,36,000.00		-		-		-		-		5,29,36,000.00		5,29,36,000.00		

Note : c.5

Note : c.7 - Inventories:	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
(The Inventory is valued at lower of cost and net realisable value)		
CLOSING STOCK (STOCK IN TRADE)		
GOLD JEWELLERY	20,26,082.09	11,784.24
POLISHED DIAMOND	8,98,37,897.88	3,42,34,934.20
	9,18,63,979.97	3,42,46,718.44

Note : c.8 - Trade Receivables:	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
(Unsecured, considered goods)		
Outstanding for a period exceeding six months from the date they are due for payment.		
SUNDRY DEBTORS	2,35,79,865.00	3,85,74,140.50
	2,35,79,865.00	3,85,74,140.50

Note : c.9 - Cash and cash equivalents:	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
BALANCE WITH BANK	3,61,017.50	5,09,36,652.50
CASH ON HAND	1,36,318.00	12,08,987.00
	4,97,335.50	5,21,45,639.50

Note : c.10 - Short-term loans and advances:	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
(Unsecured, Considered Good)		
DEPOSITS	50,000.00	50,000.00
FD FOR BANK GUARANTEE	15,000.00	-
PREPAID EXPENSES	17,540.00	1,200.00
	82,540.00	51,200.00

Notes to the Financial Statements
PURE GIFTCARAT LIMITED

(in Rs.)

Note : c.11 - Revenue from Operation:	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
DETAILS OF GROSS SALES UNDER BROAD HEADS:		
GOLD ORNAMENTS	1,54,80,687.00	-
POLISHED DIAMOND	87,98,52,285.65	45,33,31,127.97
POLISHED DIAMOND - POINTED	8,32,15,833.80	6,00,000.00
	97,85,48,806.45	45,39,31,127.97

Note : c.12 - Purchase of Stock - in - Trade:	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
DETAILS OF PURCHASE OF STOCK-IN-TRADE UNDER BROAD HEADS:		
GOLD ORNAMENTS	1,74,71,288.00	11,784.24
POLISHED DIAMOND	91,52,27,119.41	48,35,93,391.84
POLISHED DIAMOND - POINTED	9,41,81,483.77	13,95,000.08
	1,02,68,79,891.18	48,50,00,176.16

Note : c.13 - Changes in Inventories:	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
STOCK AT CLOSE:		
STOCK AT CLOSE	9,18,63,979.97	3,42,46,718.44
	9,18,63,979.97	3,42,46,718.44
STOCK AT COMMENCEMENT:		
STOCK AT COMMENCEMENT	3,42,46,718.44	-
	3,42,46,718.44	-
	(5,76,17,261.53)	(3,42,46,718.44)

Note : c.14 - Employee Benefits Expenses:	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
SALARY	47,88,140.00	4,02,000.00
	47,88,140.00	4,02,000.00

Note : c.15 - Depreciation and Amortization Expenses:	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
DEPRECIATION	1,48,663.58	30,001.00
	1,48,663.58	30,001.00

Note : c.16 - Other Expenses:	Figures for the Year as at 31.03.2017	Figures for the Year as at 31.03.2016
AUDIT FEES	2,01,250.00	25000.00
BANK CHARGES	11,110.00	14,878.50
CERTIFICATION EXPENSE	3,000.00	-
CHARITY EXPENSE	30,000.00	-
COMMISION	15,000.00	-
DATABASE EXPENSE	82,593.00	-
DEPOSITORY FEES	51,750.00	-
DESIGN PURCHASE	10,50,000.00	-
DIAMOND CERTIFICATION EXPENSES	10,040.00	-
DISCOUNT	1,308.77	1,331.47
ELECTRICITY BILL	5,360.00	22,474.00
HOTEL EXPENSE	5,675.00	-
INSURANCE PREMIUM	1,052.00	-
INTEREST ON PROFESSIONAL TAX	830.00	-
INTEREST ON TDS	150.00	-
LIASONING FEES	-	8,000.00
MAINTENANCE	3,000.00	-
MISC. EXPENSES	11,080.00	994.00
OFFICE BROKERAGE	-	10,000.00
POSTAGE AND COURIER	1,340.00	-
PRELIMINARY EXPENSES	-	47,328.00
PRINTING AND STATIONERY	9,796.00	2,935.00
PROCESSING FEE FOR INITIAL LISTING ON BSE	57,500.00	-
PROCESSING FEE FORDEPOSITORY	57,500.00	-
PROFESSIONAL FEES	7,68,500.00	7,500.00
PROFESSIONAL TAX	3,800.00	-
REMUNERATION TO DIRECTOR	60,000.00	-
RENT EXPENSES	38,250.00	6,000.00
ROC FILING FEES	4,60,800.00	15,92,200.00
SITTING FEES OF DIRECTOR	74,000.00	-
TELEPHONE BILL	3,348.00	3,910.00
TRADEMARK FEES	10,000.00	-
TRAINING FOR STAFF	25,000.00	-
	30,53,032.77	17,42,550.97

D. OTHER DISCLOSURES & INFORMATION

- (I) The balance of debtors, creditors, unsecured loans and Loans & Advances are subject to confirmation. However, the director has certified the respective balances.
- (II) Expenses for which supporting evidences are not found are duly certified by the directors.
- (III) Previous reporting period's figure have been regrouped / reclassified wherever necessary to correspond with the current reporting period's classifications / disclosure.
- (IV) Related Party disclosure in accordance with the Accounting Standard 18 issued by the Institute of Chartered Accountants of India is as under: NIL
- (V) Earning per Share as required by Accounting Standard (AS – 20):

	<i>Current Period</i>	<i>Previous Year</i>
Profit after Taxation	8,86,199	7,57,085
Profit attributable to ordinary shareholders	8,86,199	7,57,085
Number of Equity Shares (in nos.) Issued and subscribed	1,58,85,000	1,58,85,000
Number of Potential Equity Shares (under Employees' stock option scheme)	0	0
Total no. of shares including potential equity shares	1,58,85,000	1,58,85,000
Basic earning per Share (Rs.)	0.06	0.05
Diluted earning per Share (Rs.)	0.06	0.05

(VI) BREAK UP OF AUDITORS REMUNERATION:

Particulars	Current Period	Previous Year
As an Auditor	1,00,000	10,000
Tax Audit Fees	50,000	7,500
For Income Tax Matters	25,000	4,240
Other	-	-
Service Tax	26,250	3,260
	2,01,250	25,000

- (VII) C.I.F. Value of Imports: NIL
- (VIII) FOB Value of Exports: NIL
- (IX) Earning in Foreign Exchange: NIL
- (X) Details of dues to Micro & Small Enterprises under the Micro, Small & Medium Enterprise Development Act, 2006 is as under : NIL

(XI) Disclosures relating to Specified Bank Notes*(SBNs) held and transacted during the period November 8, 2016 to December 30,2016

Particulars	SBNs	Other Denomination Notes	Total
Closing Cash in Hand as on November 8, 2016	800,000	163,324	963,324
+ Permitted Receipts	-	-	-
- Permitted Payments	-	-	-
+ Withdrawal from Bank Accounts	-	-	-
+ Non-permitted receipts	-	-	-
- Non-permitted payments	-	-	-
- Amount Deposited in Bank	800,000	-	800,000
Closing Cash in Hand as on December 30, 2016	-	163,324	163,324

*Specified Bank Notes (SBNs) mean the bank notes of denominations of existing series of the value of five hundred rupees and one thousand rupees as defined under the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs no.S.O.3407(E) dated the 8th November, 2016

The Company has neither accepted nor paid SBNs after November 8, 2016

Signature to Note A to D.

<p>As per our report of even date, FOR KANSARIWALA & CHEVLI Chartered Accountants,</p> <p>(H. B. Kansariwala) Partner Membership No. 032429 Firm Registration No. 123689W Peer Review No. PU0102793706</p> <p>Place : Surat Date: 30.05.2017</p>	<p>FOR PURE GIFTCARAT LIMITED</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; vertical-align: top;"> <p>Shwet Koradiya Managing Director DIN: 03489858</p> <p>Bhavin Chandura CFO</p> </td> <td style="width: 50%; vertical-align: top;"> <p>Shweta Gandhi Director DIN: 07378981</p> <p>Ankitkumar Tank Company Secretary ACS - 46542</p> </td> </tr> </table> <p style="text-align: right;">Place : Surat Date: 30.05.2017</p>	<p>Shwet Koradiya Managing Director DIN: 03489858</p> <p>Bhavin Chandura CFO</p>	<p>Shweta Gandhi Director DIN: 07378981</p> <p>Ankitkumar Tank Company Secretary ACS - 46542</p>
<p>Shwet Koradiya Managing Director DIN: 03489858</p> <p>Bhavin Chandura CFO</p>	<p>Shweta Gandhi Director DIN: 07378981</p> <p>Ankitkumar Tank Company Secretary ACS - 46542</p>		

PURE GIFTCARAT LIMITED

(CIN: L36910GJ2011PLC065141)

Reg. Off.: Plot– 828/829, 3rd Floor, Office – 3, Shree Kuberji Complex, Athugar Street, Nanpura Main Road, Surat – 395001, Gujarat. Tele/Fax.:0261-2473233, Email: info@puregiftcarat.com, Website: www.puregiftcarat.com

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

(Joint shareholders may obtain additional Slip at the venue of the meeting)

DP. Id		Name & Address of The Registered Shareholder /Proxy
Regd. Folio No		
No. of Shares		

I certify that I am a registered Shareholder/proxy for the registered Shareholder of the Company.

I hereby record my presence at the 6th ANNUAL GENERAL MEETING of the Company held on Saturday, the 9th September, 2017 at 3.00 p.m. at Plot– 828/829, 3rd Floor, Office – 3, Shree Kuberji Complex, Athugar Street, Nanpura Main Road, Surat – 395001, Gujarat.

Name of Shareholder/Proxy _____ Signature of Shareholder/Proxy _____

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BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No. of Shares held	

*Applicable for investors holding Shares in an Electronic form.

I/ We hereby exercise my/our vote in respect of the following resolution(s) to be passed at the 6th Annual General Meeting of the Company, to be held on Saturday, the 9th September, 2017 at Plot– 828/829, 3rd Floor, Office – 3, Shree Kuberji Complex, Athugar Street, Nanpura Main Road, Surat – 395001, Gujarat in respect of businesses as stated in the Notice dated 10th August, 2017 by conveying my/our assent/dissent to the said resolutions(s) by placing the tick (✓) mark at the box against the respective matters:

Item No.	Description of Resolutions	Type of Resolution (Ordinary /Special)	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
	Ordinary Business			
1	Adoption of Audited Financial Statements for the financial year ended 31 st March, 2017	Ordinary		
2	Appointment of Mr. Shwet Koradiya who retires by rotation and being eligible, offers himself for reappointment	Ordinary		
3	Ratify appointment of Statutory Auditor	Ordinary		
	Special Business			
4	Approval of Charges for service of documents provided to the Shareholders	Ordinary		

Place:

Date:

Signature of the Member/ Beneficial Owner

INSTRUCTIONS FOR FILLING THE BALLOT FORM

1. A member desiring to vote by ballot form may complete this ballot form and send it to the Scrutinizer, appointed by the Company viz: Mr. Manish R. Patel, Practicing Company Secretary, C/o. Pure Giftcarat Limited, Plot– 828/829, 3rd Floor, Office – 3, Shree Kuberji Complex, Athugar Street, Nanpura Main Road, Surat – 395001, Gujarat
2. In case of Companies, trusts, societies, etc. the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/ Authority.
3. Unsigned Ballot Forms will be rejected.
4. A Member need not cast all the votes in the same way.
5. Duly completed Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Friday, the 8th September, 2017 at the address mentioned in point no.1 above.
6. The Scrutinizer's decision on the validity of Ballot Form will be final.

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]

Name of Member(s) :	
Registered Address :	
E-Mail Id :	
Folio No/ Client Id :	
DP ID :	

I/We, being the member (s) of 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 for me/us and on my/our behalf at the 6th Annual General Meeting of the Company to be held on Saturday, the 9th September, 2017 at 3.00 p.m. at Plot– 828/829, 3rd Floor, Office – 3, Shree Kuberji Complex, Athugar Street, Nanpura Main Road, Surat – 395001, Gujarat and at any adjournment thereof in respect of such Resolutions as are indicated below.

Resolution No.	Resolutions
Ordinary Business	
1	Adoption of Audited Financial Statements for the financial year ended 31 st March, 2017
2	Appointment of Mr. Shwet Koradiya who retires by rotation and being eligible, offers himself for reappointment
3	Ratify appointment of Statutory Auditor
Special Business	
4	Approval of Charges for service of documents provided to the Shareholders

Affix a Rs. 1/- Revenue Stamp
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As witness my / our hand(s) this _____ day of _____ 2017.

Signature of Shareholder: _____ Signature of Proxy: _____

NOTE:

The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.

Route Map to the Venue of the AGM

PURE GIFTCARAT LIMITED

Reg. Off.: Plot- 828/829, 3rd Floor, Office - 3, Shree Kuberji Complex, Athugar Street, Nanpura Main Road, Surat - 395001, Gujarat

