

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Lypsa Gems & Jewellery Limited**
 2. Quarter ending - **31-Mar-2016**

I. Composition of Board of Directors										
Title (Mr./Ms)	Name of the Director	DI N	PA N	Category (Chairperson /Executive/ Non-Executive/ Independent / Nominee)	Date of Appointment	Date of Cessation	Tenure	No of Directorships listed entities including this identity	No of memberships in Audit/Stakeholder Committee(s) including this identity	No of positions of Chairperson/Audit/Stakeholder Committee held in listed entities including this identity
Mr.	Manish Jaysukhlal Janani	02579381	AACPJ9992L	ED	20-Mar-2009			1	1	0
Mr.	DIPANKUMAR BABULALPATWA	02579405	ADSP9952D	C & ED	20-Mar-2009			1	0	0
Mrs.	SONAL DIPENPATWA	02579452	AFEP2421H	ED	26-Mar-2015			1	0	0
Mr.	JEEYAN DIPANPATWA	02579469	ASGPP0154L	ED	23-Jun-2009			1	0	0
Mr.	RAVINDRACHANDULALSANGHAVI	02579509	AAJPS0802K	NED, ID	23-Jun-2009		5	1	2	1
Mr.	AJITMANGALDAS SHAH	02579563	AAEPS4604A	NED, ID	23-Jun-2009		5	1	2	1
Mr.	BHAVESHASHANIKANT SHETH	03553130	AAEPS0967J	NED, ID	15-Feb-2011		5	1	1	1
Mr.	PANKAJKUMAR VRAJLAL SHAH	03553132	BDXPS2843A	NED, ID	15-Feb-2011		5	1	1	0

For **LYPSA GEMS & JEWELLERY LTD.**

(Signature)

Director / Authorised Signatory

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable

II. Composition of Committees

Audit Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	RAVINDRA CHANDULAL SANGHAVI	NED, ID	Member
2	AJIT MANGALDAS SHAH	NED, ID	Chairperson
3	BHAVESH SHASHIKANT SHETH	NED, ID	Member

Stakeholders Relationship Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	Manish Jaysukhlal Janani	ED	Chairperson
2	RAVINDRA CHANDULAL SANGHAVI	NED, ID	Member
3	AJIT MANGALDAS SHAH	NED, ID	Member

Risk Management Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>

Nomination and Remuneration Committee			
<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>
1	RAVINDRA CHANDULAL SANGHAVI	NED, ID	Chairperson
2	AJIT MANGALDAS SHAH	NED, ID	Member
3	BHAVESH SHASHIKANT SHETH	NED, ID	Member
4	PANKAJ KUMAR VRAJLAL SHAH	NED, ID	Member

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
		32
05-Oct-2015	13-Jan-2016	
15-Oct-2015	20-Jan-2016	
20-Oct-2015	28-Jan-2016	
28-Oct-2015	08-Feb-2016	
09-Nov-2015		
28-Nov-2015		
08-Dec-2015		
11-Dec-2015		

IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
			90
08-Feb-2016	YES	09-Nov-2015	
08-Feb-2016	YES	09-Nov-2015	
08-Feb-2016	YES	28-Nov-2015	

For LYPSA GEMS & JEWELLERY LTD.

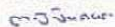
(Signature)

Director / Authorised Signatory

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **No**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5.
 - a. This report and/or the reports submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

For **LYPSA GEMS & JEWELLERY LTD.**



Director / Authorised Signatory

Name : **MANISH JANANI**
Designation : **Managing Director**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Detail of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Detail of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)&25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1)&(2)	Yes
Composition of Stakeholder Relationship Committee	20(1)&(2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Not Applicable
Approval for material related party transactions	23(4)	Not Applicable
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	Yes
Maximum Directorship & Tenure	25(1)&(2)	Yes
Meeting of independent directors	25(3)&(4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2)&26(5)	Yes

For LYP SA GEMS & JEWELLERY LTD.

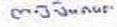


Director / Authorised Signatory

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

For **LYPSA GEMS & JEWELLERY LTD.**



Director / Authorised Signatory

Name : **MANISH JANANI**
Designation : **Managing Director**