

CIN: L28990GJ1995PLC028270

Date: 27th May 2022

To,
The Bombay Stock Exchange
Department of Corporate Services Floor – 25,
Phirozee Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400001
Scrip code- 534532

To
National Stock exchange of India Ltd
Exchange Plaza,
Plot No. C/G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai-400-051.
Symbol- LYPSAGEMS

Dear Sir/Madam,

Sub- Filing of Annual Secretarial Compliance Report for Financial Year 2021-22

Pursuant to Regulation 24A of the SEBI, (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are forwarding herewith Annual Secretarial Compliance Report of the Company for the year ended March 31, 2022, issued by A S Goyal & Co., Practicing Company Secretary.

This is for your information and record.

Thanking you,

Yours faithfully,

For-LYPSA GEMS AND JEWELLERY LIMITED.



DIPAN B. PATWA
DIRECTOR
DIN- 02579405



Encl as above.

A S Goyal & Co.

COMPANY SECRETARIES

Proff Address:- I-601, CASA VYOMA, Sarkari Vasat Road,
Vastrapur, Ahmedabad, Gujarat-380013
Mob.9024283990, Email-fcs.shubhamgoyal@gmail.com

ANNUAL SECRETARIAL COMPLIANCE REPORT 2021-2022

SECRETARIAL COMPLIANCE REPORT OF THE LYPSA GEMS & JEWELLARY LIMITED FOR THE YEAR ENDED 31st MARCH, 2022

I, SHUBHAM AGARWAL GOYAL, Proprietor of M/s A S Goyal & Co., Company Secretaries, having office at- I-601, CASA VYOMA, Sarkari Vashat, Vastrapur, Ahmedabad, Gujarat-380052, have examined,

- (a) all the documents and records made available to me, and explanation provided by **LYPSA GEMS & JEWELLARY LIMITED (CIN: L28990GJ1995PLC028270)** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) Various certificates/Reports/documents issued by independent agency like Registrar and Share Transfer Agent, practicing professionals etc. without checking the veracity of the said certificates/Reports/documents, annual reports, newspaper cutting, records of material subsidiaries and other subsidiaries, ESOP scheme, email communication and other necessary documents required for the purpose of issuing this report which has been relied upon to make this certification,

for the year ended on **March 31, 2022** ("Review Period") in respect of compliance with the provisions of;

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.



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- d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 up to October 2, 2018 and Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 w.e.f. October 3, 2018;
- g) and circulars/ guidelines/Amendments issued thereunder,

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder to the extent applicable and in the manner prescribed, except in respect of matters specified below.

Sr. No.	Compliance Requirement (Regulations/ circulars guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
-----NIL-----			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the, Practicing Company Secretary, if any.
1.	BSE E-Mail dated	Reminder for freezing of promoter demat account (action under SEBI	INR 54280	request made by company

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	25.01.2021	circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020) for non-compliance with Regulation 34 for March 2020		was considered favorably by stock exchange.
2.	BSE E-mail dated 25.01.2021	freezing of promoter demat account (action under SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020) for Regulation 23(9) of SEBI (LODR) Regulations, 2015 for September 2020.	INR 212400	Waiver request made by company was considered favorably by stock exchange.
3.	NSE E-Mail dated 30.04.2021	freezing of Promoters Holdings for Non-compliance with SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('Listing Regulations') Regulation 29(2) (3)	INR 11800	The Company has made the Payment to NSE of Rs. 11800/- dated 18.05.2021 to NSE.
4	BSE E-Mail dated 17.01.2021	Non-compliance under Regulation 34 for March 2021.	INR 7080	The Company has made the Payment to BSE of Rs. 7080/- dated 31.01.2022 to NSE.
5.	NSE E-Mail	Non-compliance under Regulation 34 for March 2021.	INR 7080	The Company has made the Payment to NSE of Rs. 7080/- dated 31.01.2022 to NSE.
6.	BSE Email dated March 3, 2022.	Freezing of Beneficial Owner (BO) account - IN301549-63827718-22/02/2022 DIPAN BABULAL PATWA, Client ID 63827718, DP id-IN301549 (There is an outstanding of Rs. 3,56,376/- . Non-payment of ALF)	INR 3,56,376 /-.	As per the Information provided by Company has made payment of Rs.56,331/- dated 30/03/2022 toward (Old Outstanding due and interest) Online BSE



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				Rs.2,70,000/- dated 30/03/2022 toward (Annual Listing Fees) Via Online BSE Utility
7.	NSE Email dated March 7, 2022	NSDL has mark client level freeze "Suspended for Debits " in the above mentioned Demat account. (1) NSDL email Ref No. NSDL/SC/2022//50000000198517 dated March 03, 2022 . (2) Client ID: 53252038; DP ID: IN301549		As per the Information provided by Company made payment of Rs.1,27,440/- dated 30/03/2022 toward (SOP Fines) via NEFT Ref No.FBBT2208960 02681 AND Rs.3,13,200/- dated 30/03/2022 toward (Annual Listing Fees) Via RTGS Ref No.FDRLR52022 0330333457
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

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This being first Annual Compliance Report, no observation supposed to be made for the previous report. However, there has been no such observation were found and reported by me in previous Secretarial Report (Form MR-3) for the year ended on March 31, 2018 (issued as per Companies Act, 2013).

I further report that, during the review period, following regulations issued by the Securities and Exchange Board of India were not applicable to the Company, since there were no such instances occurred during the review period that requires the compliance under the said regulations;

- (a) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (b) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- (c) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 and
- (e) and circulars/ guidelines/Amendments issued thereunder.

PLACE- AHMEDABAD
DATE- 27.05.2022
UDIN- F008192D000403532



A S Goyal & Co.
SHUBHAM AGARWAL GOYAL
Practicing Company Secretary
FCS-8192, COP-10640
Peer Review Certificate No.-1837/2022

This Report is to be read with our letter of even date annexed herewith and forms an integral part of this Report.