



LYPSA
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Date: 03/08/2019

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

To
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E)
Mumbai- 400051
SYMBOL : LYPSA GEMS

Script Code: 534532

Sub- Filing of Annual Secretarial Compliance Report for Financial Year 2018-19

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, enclosed herewith the requisite Annual Secretarial Compliance Report for the financial Year 2018-19.

This is for your information and record.

Thanking you,

Yours faithfully

For-LYPSA GEMS AND JEWELLERY LIMITED.

**DIPAN B. PATWA
CHAIRMAN
DIN- 02579405**



Encl. as above.

LYPSA GEMS & JEWELLERY LIMITED.

CIN: L28990GJ1995PLC028270

Regd. Office : Wing A, 2nd Block, 202-302, Orchid Complex, Opp. HDFC Bank, Chhapi-Pirojpur Road,
Chhapi, Vadgam, Banaskantha, Gujarat - 385210. India

Corp. Office : Mehta Mahal, 2nd Floor, North Side, Opp. Roxy Cinema, 15th Mathew Road, Opera House, Mumbai - 400 004.
Tel.: +91 22 2367 9792 • E-mail : info@lypsa.in



SHUBHAM AGARWAL

Company Secretaries

ANNUAL SECRETARIAL COMPLIANCE REPORT

Secretarial compliance report of The LYPSA GEMS & JEWELLERY LIMITED for the year ended 31st March, 2019

I, SHUBHAM AGARWAL GOYAL, Company Secretaries in Practice having office at- 2, Durga Nursery Road, Near HDFC Bank, Udaipur, Rajasthan-313001, have examined,:

- (a) all the documents and records made available to me and explanation provided by LYPSA GEMS & JEWELLERY 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, news paper 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, 2019** ("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;





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- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- 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
<i>Company has not Complied the Regulation 47 of SEBI (LODR) Regulations 2015, Regarding Notice of Board Meeting quarterly during financial year 2018-19.</i>			

- (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.
NIL				





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Company Secretaries

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

Sr. No.	Observations of the Practising 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 Practising Company Secretary on the actions taken by the listed entity
NIL				

* 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;

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

Place: UDAIPUR

DATE-30.05.2019



Signature:

SHUBHAM AGARWAL GOYAL
Practising Company Secretary
FCS No. : 8192
C.P. No : 10640