

7th September 2022

To,
Department of Corporate Services
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001

Script Code: 534532

To,
Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor Plot No. C/1,
G. Block Bandra - Kurla Complex, Bandra (E),
Mumbai - 400 051
Symbol: LYPSAGEMS

Dear Sir/Madam,

Sub: Submission of 27th Annual Report for the Financial Year 2021-22

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the 27th Annual Report of the Company for the financial year 2021-22 along with the Notice of 27th Annual General Meeting to be held on Friday, 30th September 2022.

The said Annual Report has also been uploaded on the website of the Company's at: www.lypsa.in

Thanking you,

Yours faithfully,

For LYPSA GEMS & JEWELLERY LIMITED



JEEVAN D. PATWA
Director
DIN: 02579469



Encl.: As above.

27TH ANNUAL REPORT 2021-22
LYPSA GEMS & JEWELLERY LIMITED

BOARD OF DIRECTOR

| | |
|------------------------------|----------------------|
| MANISH JAYSUKHLAL JANANI | Managing Director |
| DIPANKUMAR BABULAL PATWA | Managing Director |
| SONAL DIPAN PATWA | Executive Director |
| JEEYAN DIPAN PATWA | Executive Director |
| RAVINDRA CHANDULAL SANGHAVI | Independent Director |
| BHAVESH SHASHIKANT SHETH | Independent Director |
| RAKESH BHANUCHANDRA VAKHARIA | Independent Director |
| DEEPAK CHHAGANLAL RATHOD | Independent Director |

KEY MANAGERIAL PERSONAL

| | |
|--------------------------|-------------------------|
| MANISH JAYSUKHLAL JANANI | Chief Executive officer |
| JEEYAN DIPAN PATWA | Chief financial officer |
| SRISHTY MEHTA | Company Secretary |

AUDITOR

M/s. B. B. Gusani & Associates
CHARTERED ACCOUNTANTS,
Jamnagar

SHARE TRANSFER AGENT

M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED

Office No 106-107, Dattani Plaza, East West Compound, Andheri Kurla Road,
Safedpul, Sakinaka, Mumbai-400072, Maharashtra, INDIA
Ph No: +91-22-2852 0461 / 2852 0462
Fax No: +91-22-2851 1809
E mail: service@satellitecorporate.com

REGISTERED OFFICE

Wing A, 2nd Block, 202-302, Orchid Complex, Opp. HDFC Bank, Chhapi-Pirojpur Road, Chhapi, Vadgam
Banas Kantha - 385210

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N O T I C E

Notice is hereby given that the **27TH ANNUAL GENERAL MEETING** of the members of **LYPSA GEMS & JEWELLERY LIMITED** will be held at Wing A, 2nd Block, 202-302, Orchid Complex, Opp. HDFC Bank, Chhapi-Pirojpur Road, Chhapi, Vadgam, Banas Kantha - 385210 on **Friday, 30th September, 2022 at 11:00 A.M.** to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022 including the Audited Balance Sheet as at 31st March, 2022 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. JEEYAN DIPAN PATWA (DIN-02579469) who retires by rotation and being eligible, offers him-self for re-appointment.
3. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:
RESOLVED THAT pursuant to the provisions of section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment (s) thereof for the time being in force, **M/s B. B. Gusani & Associates, Chartered Accountants (FRN:140785W)**, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of **M/s DGMS & Co., Chartered Accountants (FRN-112187W)**.

RESOLVED FURTHER THAT M/s B. B. Gusani & Associates, Chartered Accountants (FRN:140785W), be and are hereby appointed as Statutory Auditors of the Company for period of 3 years from the conclusion of this Annual General Meeting till the Annual General Meeting to be held in the year 2025 at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.

**By order of the Board,
For LYPSA GEMS & JEWELLERY LIMITED**

**Place: Mumbai
Date: 13.08.2022**

**DIPANKUMAR PATWA
Chairman
DIN: 02579405**

Notes:

1. A member entitled to attend and vote, is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. Proxies in order to be effective must be deposited at the registered office of the company in not less than 48 hours before the time fixed for the meeting. The blank proxy form is enclosed.
2. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM inter-alia, indicating the process and manner of voting through electronic means along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on website of the company, Stock Exchange and on the website of Depository.
3. Corporate Members intending to send their authorised representative to attend the Annual General Meeting are requested to send to the Company a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will be closed from 24th September, 2022 to 30th September, 2022 (both days inclusive).
5. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.

6. To facilitate easy and cheap transactions in its shares, the Company has dematerialised its shares. Majority of the shareholders have already availed of this facility and de-materialised their shareholdings. Shareholders who have not yet de-materialised their shareholdings are requested to avail of this facility and de-materialise their shareholdings at the earliest. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or RTA for assistance in this regard.
7. The Board of Directors has appointed Mrs. Shubham Agarwal Goyal Practicing Company Secretary (Membership No. FCS 8192), Ahmedabad as the Scrutinizer to scrutinize the remote e-voting process and at the AGM in a fair and transparent manner and he has consented to act as scrutinizer.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
9. Route map for the venue of the Annual General Meeting is given separately along with attendance slip.
10. The information or details required as per Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ re-appointment as a Director at the ensuing Annual General Meeting is as under:

| | |
|---|-------------------------------------|
| Name of the Director | JEEYAN DIPAN PATWA |
| DIN | 02579469 |
| Date of Birth | 14/08/1989 |
| Nationality | Indian |
| Date of Appointment | 23/06/2009 |
| Expertise in specific functional Area and experience | Business Administrative and Finance |
| Terms and Conditions of re-appointment along with details of remuneration sought to be paid | Refer item no. 2 of the Notice |
| Remuneration last drawn (including sitting fees, if any) | Nil |
| Directorship in other Companies (excluding Foreign, private and Section 8 companies) | Refer Corporate Governance Report |
| Membership of Committees in other Public Limited Companies | Refer Corporate Governance Report |
| No. of Shares held in the Company as on 31.03.2022 (Face Value ₹ 10/- per share) | 53,92,250 (18.29%) |
| Number of meetings of the Board attended during the Financial Year | Refer Corporate Governance Report |
| Relationship with other Directors, Manager and Key Managerial Personnel of the Company | Refer Corporate Governance Report |

11. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM ARE AS UNDER:

1. The remote e-voting period begins on 09.09.2022 at 9.00 am and ends on 11.09.,2022 at 5:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 05.09.2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 05.09.2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> Existing IDE AS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43 |

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - d) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in **process for those**

shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to fcs.shubhamgoyal@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@lypsa.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@lypsa.in. If you are an Individual-shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By order of the Board,
For LYPSA GEMS & JEWELLERY LIMITED**

Place: Mumbai
Date: 13.08.2022

DIPANKUMAR PATWA
Chairman
DIN: 02579405

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 2

M/s DGMS & Co., Chartered Accountants (FRN-112187W) had resigned from the post of Statutory Auditors due to pre-occupancy in other assignments, resulting into a casual vacancy in the office of the Statutory Auditors of the company.

As envisaged by section 139 (8) of the Companies Act, 2013, casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors in their meeting filled the casual vacancy by appointing M/s B. B. Gusani & Associates, Chartered Accountants (FRN-140785W). Further they recommend appointment of M/s B. B. Gusani & Associates to members of the Company.

M/s B. B. Gusani & Associates have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 2 of this Notice. The Board recommends resolution as set out in Item No. 2 for approval of the Members of the Company as an Ordinary Resolution.

**By order of the Board,
For LYPSA GEMS & JEWELLERY LIMITED**

**Place: Mumbai
Date: 13.08.2022**

**DIPANKUMAR PATWA
Chairman
DIN: 02579405**

DIRECTORS' REPORT**Dear Shareholders,**

Your Directors here by present the 27th Annual Report together with the Audited statements of Accounts for the financial year ended on 31st March 2022.

Financial Highlights:

| Particulars | (Rs. In Lakhs) | |
|--|----------------|---------|
| | 2021-22 | 2020-21 |
| Total Income | 1402.40 | 841.09 |
| Total expenditure | 1398.17 | 866.20 |
| Profit / (Loss) before Taxation | 4.23 | (16.26) |
| Current tax | (2.80) | 1.10 |
| Other Comprehensive Income | 0 | 0 |
| Profit (Loss) for the period from continuing operations | 7.03 | (17.36) |

DIVIDEND:

Considering the overall business requirements, your directors have not recommended dividend for the Financial Year 2021-22. The management believes that conserving financial resources will enhance the ability to take advantage of lucrative business opportunities.

TRANSFER TO RESERVES:

The Company has not transferred any amount to Reserves for the period under review.

CAPITAL STRUCTURE:

The issued, subscribed and paid up capital of the Company is Rs. 29,48,40,000/- divided into 2,94,84,000 equity shares of Rs. 10/- each. There has been no change in the share capital of the Company during the year.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES:

The Company does not have any subsidiary, associate companies & joint ventures.

DEPOSIT:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Particulars of loans given, investments made, guarantees given and securities provided as per Section 186 of the Companies Act, 2013 by the Company are disclosed in the financial statements of the company.

RELATED PARTY TRANSACTIONS:

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel, etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. However, the details of transactions with Related Parties are provided in the Company's financial statements in accordance with the Accounting Standards.

All Related Party Transactions are presented to the Audit Committee and the Board. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

MATERIAL CHANGES AND COMMITMENTS IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments affecting the financial position of the company have occurred between the end of financial year to which the financial statements relate and the date of the Directors' Report.

SIGNIFICANT ORDERS PASSED BY THE REGULATORS, COURTS OR TRIBUNALS IMPACTING GOING CONCERN AND COMPANY'S OPERATIONS:

To the best of our knowledge, the company has not received any such orders passed by the regulators, courts or tribunals during the year, which may impact the going concern status or company's operations in future.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:**Directors:**

The Board of Directors consists of 8 members, out of which 4 are Independent Directors and 4 are Non-Executive and Non-Independent Directors out of which 1 women director. The composition is in compliance with the Companies Act, 2013 and Listing Regulation.

As per the provisions of Section 152(6) of the Companies Act, 2013 and the company's Articles of Association, Mr. JEEYAN DIPAN PATWA (DIN: 02579469) shall retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment as the Director of the Company.

Key Managerial Personnel:

As per the provisions of Section 203 of the Companies Act, 2013, Mr. MANISH JAYSUKHLAL JANANI, Chief Executive Officer, Mr. JEEYAN DIPAN PATWA, Chief Financial Officer and Mr. SRISHTY MEHTA, Company Secretary are the key managerial personnel of the Company.

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

NUMBER OF MEETINGS OF THE BOARD:

The details of the number of meetings of the Board held during the Financial Year 2021-22 forms part of the Corporate Governance Report.

COMMITTEES OF THE BOARD:

The Board of Directors has the following Committees and the details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

BOARD EVALUATION:

Pursuant to the provisions of the Schedule IV, clause VIII of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Appointment & Remuneration Committees. The performance evaluations of Independent Directors were also carried out and the same was noted. Independent Directors in their meeting decided to bring more transparency in their performance and bring more responsibility while taking any policy decisions for the benefit of the shareholders in general.

REMUNERATION OF THE DIRECTORS/ KEY MANAGERIAL PERSONNEL (KMP)/ EMPLOYEES:

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the Company, will be provided upon request. In terms of Section 136(1) of the Companies Act, 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard. Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given as separate annexure in the Board's Report.

AUDITORS AND AUDITORS' REPORT:

M/s DGMS & Co., Chartered Accountants (FRN-112187W) resigned from the post of Statutory Auditors of the Company due to pre-occupancy in other assignments. To fill the casual vacancy, Board of Directors in their meeting has appointed M/s B. B. Gusani & Associates, Chartered Accountants (FRN-140785W) as statutory Auditors of the Company. Resolution for appointment of M/s B. B. Gusani & Associates has been placed before the member for their approval and forms a part of Notice annexed with Annual Report.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

COST AUDITOR AND COST AUDIT REPORT:

Cost Audit is not applicable to your Company.

INTERNAL CONTROL SYSTEMS:

As there is no significant business activities hence there was no systems set up for Internal Controls.

EXTRACT OF ANNUAL RETURN:

Pursuant to Section 92(3) read with Section 134(3) (a) of the Companies Act 2013, the Annual Return as on 31st March 2022 is available on the website of the Company at www.lypsa.in.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company has not developed and implemented any Corporate Social Responsibility initiative under the provisions of Section 135 of the Companies Act, 2013, read with Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014, as the said provisions are not applicable.

SECRETARIAL AUDIT AND SECRETARIAL AUDITORS' REPORT:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Company has appointed Mrs. Shubham Agarwal Goyal Practicing Company Secretary (Membership No. FCS 8192), Ahmedabad to undertake the Secretarial Audit of the Company. The Secretarial Audit report in the prescribed Form No MR-3 is annexed herewith.

QUALIFICATION IN SECRETARIAL AUDIT REPORT AND EXPLANATIONS BY THE BOARD:

| Sr. No. | Qualifications made by Secretarial Auditor | Explanations by the Board |
|---------|---|---|
| a) | As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor. | The size of operation of the Company is very small, it is not viable to appoint Internal Auditor but the Company has established the internal control system. |
| b) | Updating of website with regard to various policies is pending. | The company will take necessary steps to update website with regard to various policies which are pending. |
| c) | Certain E form of The Companies act 2013 has not been filed. | The company will take necessary steps to comply with the same. |

REPORT ON CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION & ANALYSIS:

Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with, a separate section titled Report on Corporate Governance together with a Certificate from the Practicing Company Secretary forms part of this Report.

A detailed Management Discussion & Analysis forms part of this Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013: The Company has zero tolerance for sexual harassment at workplace and has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. The Company has not received any sexual harassment related complaints during the year.

TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption etc. as required to be given under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, are not applicable to Company, as our Company has not carried out in the manufacturing activities. The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

VIGIL MECHANISM:

As the Company does not have any significant business activity, there was no need to have a Vigil Mechanism Policy.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation by way of notes to accounts relating to material departures;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 and of the profit or loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- e) Directors have prepared the accounts on a "going concern basis".
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BUSINESS RISK MANAGEMENT:

Since the Company does not have any significant business activities, hence the Business Risk is at the Minimal Level. Hence, no major risk factors are envisaged except for: a. Government Policies b. Human Resource Risk.

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board
For LYPSA GEMS & JEWELLERY LIMITED**

**Place: Mumbai
Date: 13.08.2022**

**DIPANKUMAR PATWA
Chairman
DIN: 02579405**

Annexure to Director's Report
PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(q) OF THE COMPANIES ACT, 2013 READ WITH RULES 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNELS) RULES, 2014

Particulars of Managerial remuneration as stated in section 197 of the Companies Act, 2013 read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014

I. Ratio of Remuneration of each director to the median remuneration of the employees of the company for the financial year

No remuneration has been paid to any of the Directors of the Company during the year under review, and that remuneration is paid only to the Company Secretary of the Company during the financial year. Accordingly, ratio is not ascertainable.

II. The percentage increase in the remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year.

The Company has employed only Company Secretary during the financial year under review. However, there is no increase in his remuneration during the year under review.

III. The percentage increase in the median remuneration of the employees in the financial year

There is no increase in remuneration of any of the employees of the Company during the year under review.

IV. The number of permanent employees on the rolls of the company

As on March 31, 2022, the Company have Ten (10) employees on the roll of the Company.

V. The explanation on the relationship between average increase in remuneration and company performance

Not applicable - No remuneration has been paid to any of the Directors of the Company during the year under review and that there has been no increase in remuneration of any of the employees.

VI. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company

The Company has only one Key Managerial Personnel (KMP), i.e. Company Secretary. During the year under review, the remuneration paid to her is Rs.3.24 Lakhs

VII. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof.

There are no increase in the salary of the KMP. Therefore, the average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration is not ascertainable.

VIII. The key parameters for any variable component of remuneration availed by the directors.

No remuneration is paid to any of the Directors of the Company during the year under review.

IX. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.

No remuneration is paid to any of the Directors of the Company during the year under review. Hence, the same is not ascertainable.

X. Affirmation that the remuneration is as per the remuneration policy of the company.

At present, no remuneration has been paid to any of the Directors of the Company during the year under review. However, the Board of Directors hereby affirms that the remuneration, if any paid in future, to any of the directors, KMPs shall be in accordance with the Nomination and Remuneration Policy of the Company.

**For and on Behalf of the Board
For LYPSA GEMS & JEWELLERY LIMITED**

**Place: Mumbai
Date: 13.08.2022**

**DIPANKUMAR PATWA
Chairman
DIN: 02579405**

MANAGEMENT DISCUSSION ANALYSIS REPORT**1. INDUSTRY STRUCTURE AND DEVELOPMENTS:**

Lypsa intends to become a fully integrated and profitable diamond company in the next few years. We intend to go down the value chain and become closer to the customer through retail diamond and jewelry sales and thereby increase profit margins. We intend to build a well-managed corporate organization with standard processes and controls, competent management and reduced dependency on the promoters to generate revenue – features that are quite unique to Indian diamond companies.

Lypsa is in the process of increasing production capacity at its new factory in Navsari, Gujarat. The company has acquired a Factory Building and Machineries at Chhapi, Gujarat to expand its manufacturing activities to produce small sized diamonds at affordable cost. This year will see substantial revenue from manufacturing activities. This is in line with our aim of generating maximum revenue from the manufacturing activities that allows higher value-addition than the trading activities. In house manufacturing reduces the variance in cutting standards and allows the steady production of a high quality standard product, which is valued higher by traders, jewelers and consumers. It also safeguards against the possibility of theft and malpractice, which are a common occurrence in outsourced diamond production.

2. OPPORTUNITIES AND THREATS:

COVID-19 disrupted operations as well as supply chains and impacted progress at customer sites in FY 22. However we are seeing clear signs of normalcy returning to how we lead our lives and how we conduct our businesses. We begin the new financial year with hope and optimism with good opportunities available to the company to enhance the product mix, enter new markets and industry sectors both in the domestic as well as export markets. The challenges will be to curtail the impact of spiked metal prices on our profitability.

3. SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE:

Our customer focus helps us in our endeavour in innovation and also strengthen our capabilities for providing customer satisfaction through differentiated offering.

4. RISKS AND CONCERNS:

The Company has a robust Enterprise Risk Management framework which enables it to take certain risks to remain competitive and achieve higher growth and at the same time mitigate other risks to maintain sustainable results.

The framework defines the process for identification of risks, its assessment, mitigation measures, monitoring and reporting. While the Company, through its employees and Executive Management, continuously assess the identified Risks, the Audit Committee reviews the identified Risks and its mitigation measures annually.

5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company has an Internal Audit department with adequate experience and expertise in internal controls, operating system and procedures.

The system is supported by documented policies, guidelines and procedures to monitor business and operational performance which are aimed at ensuring business integrity and promoting operational efficiency.

6. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Given in the Director report of the company.

7. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

A company grows when its people grow. At Anup we believe that talent truly shapes organizational success and destiny. There is highest commitment to investing in hiring the right talent, sustainably engaging and developing them, retaining and rewarding them to deliver organizational results and growth.

An important focus area for the organization has been to respond to trends shaping the future of work that make the company agile, productive and help improve HR systems, processes and enhance employee experience.

To ensure we develop future leaders, we provide a number of opportunities to foster management and leadership skills. The purpose is to equip our people with the necessary capabilities to lead the organization through change, develop their teams, manage performance and ensure business success in line with the organizational strategy.

As on 31st March 2022 there were 10 permanent employees of Management Staff on role of the Company.

8. DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREOF, INCLUDING:

There were no significant changes in the key ratio.

9. CAUTIONARY STATEMENT:

Statements in this report on describing the Company's objectives, expectations or predictions may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however differ materially from those expressed or implied.

The Company assumes no responsibility in respect of the forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

**For and on Behalf of the Board
For LYPSA GEMS & JEWELLERY LIMITED**

**Place: Mumbai
Date: 13.08.2022**

**DIPANKUMAR PATWA
Chairman
DIN: 02579405**

Annexure to Director's Report**Form No. MR-3****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022**

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
LYPSA GEMS & JEWELLERY LIMITED
Vadgam Banas Kantha

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **LYPSA GEMS & JEWELLERY LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **March 31, 2022** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **March 31, 2022** according to the provisions of:

- i) The Companies Act, 2013 and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
- iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a)The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b)The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c)The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the Company has not issued any shares during the year under review;
 - d)The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review;
 - e)The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - Not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the year under review;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – No applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review.
- vi) Based on representation made by the Company and its officers, the Company has adequate system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Circulars, Guidelines and Standards.

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

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the explanations and clarifications given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following qualifications:

- a) As per section 138 of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed Internal Auditor.**
- b) Updating of website with regard to various policies is pending.**
- c) Certain E form of The Companies act 2013 has not been filed.**

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

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

As per the information received from the company Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. We cannot comment for the same as corresponding documents are not available for inspection.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable Laws, Rules, Regulations and guidelines.

We further report that during the audit period the Company has not passed any Special / Ordinary Resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

We further report that during the audit period, there were no instances of:

1. Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
2. Redemption/buy-back of securities.
3. Merger/ amalgamation/ reconstruction etc.
4. Foreign technical collaborations.

We further report that during the audit period no prosecution initiated against the Company and the company has also not received any show cause notice during the year.

Place: Ahmedabad

Date: 01.06.2022

CS Shubham Agarwal
Practicing Company Secretary
FCS No.: 8192 C. P. No.10640
UDIN: F008192C000547236

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

ANNEXURE-A

To,
The Members,
LYPSA GEMS & JEWELLERY LIMITED
Vadgam Banas Kantha

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Ahmedabad

Date: 01.06.2022

CS Shubham Agarwal
Practicing Company Secretary
FCS No.: 8192 C. P. No.10640

Annexure to Director's Report**REPORT ON CORPORATE GOVERNANCE**

[In terms of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')]

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company is committed to good Corporate Governance. The Company fully understands the rights of its shareholders to information on the performance of the company and considers itself a trustee of its shareholders. Corporate Governance strengthens investor's trust and ensures a long-term partnership that helps in fulfilling our quest for achieving significant growth and profits.

BOARD OF DIRECTORS:

The Company has an optimum mix of Non-Executive and Independent Directors including Woman Director. All the members of the Board are competent and are persons of repute with strength of character, professional eminence, having the expertise in their respective disciplines to deal with the management functions of the company. The composition of the Board of Directors as on date of this report:

| Sr. No. | Name of Director | Executive/ Non—Executive/ Independent | No. of Directorships Held in Public Limited Companies (Including the Company) | #Committee(s) position (Including the Company) | |
|---------|------------------------------|---------------------------------------|---|--|----------|
| | | | | Member | Chairman |
| 1 | MANISH JAYSUKHLAL JANANI | Managing Director | 1 | 0 | 0 |
| 2 | DIPANKUMAR BABULAL PATWA | Managing Director and Chairman | 1 | 0 | 0 |
| 3 | SONAL DIPAN PATWA | Executive Director | 1 | 0 | 0 |
| 4 | JEEYAN DIPAN PATWA | Executive Director | 1 | 0 | 0 |
| 5 | RAVINDRA CHANDULAL SANGHAVI | Independent Director | 1 | 2 | 1 |
| 6 | BHAVESH SHASHIKANT SHETH | Independent Director | 1 | 2 | 0 |
| 7 | RAKESH BHANUCHANDRA VAKHARIA | Independent Director | 1 | 2 | 1 |
| 8 | DEEPAK CHHAGANLAL RATHOD | Independent Director | 1 | 0 | 0 |

Only Audit Committee and Stakeholders' Relationship Committee has been considered as per Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Name of other listed entities where Directors of the company are Directors and the category of Directorship as on date of this report:

| Sr. No. | Name of Director | Name of listed entities in which the concerned Director is a Director | Category of directorship |
|---------|------------------------------|---|--------------------------|
| 1 | MANISH JAYSUKHLAL JANANI | - | - |
| 2 | DIPANKUMAR BABULAL PATWA | - | - |
| 3 | SONAL DIPAN PATWA | - | - |
| 4 | JEEYAN DIPAN PATWA | - | - |
| 5 | RAVINDRA CHANDULAL SANGHAVI | - | - |
| 6 | BHAVESH SHASHIKANT SHETH | - | - |
| 7 | RAKESH BHANUCHANDRA VAKHARIA | - | - |
| 8 | DEEPAK CHHAGANLAL RATHOD | - | - |

NUMBERS OF BOARD MEETINGS HELD AND THE DATES ON WHICH SUCH MEETINGS WERE HELD

During the financial year 2021-22 the Board met 4 (Four) times:

30.06.2021 | 14.08.2021 | 13.11.2021 | 12.02.2022 |

Attendance record of Directors attending the Board meetings and Annual General Meetings:

| Name of the Director | Category | No. of Board Meetings Attended | Last AGM attendance |
|------------------------------|--------------------------------|--------------------------------|---------------------|
| MANISH JAYSUKHLAL JANANI | Managing Director | 2 | No |
| DIPANKUMAR BABULAL PATWA | Managing Director and Chairman | 4 | Yes |
| SONAL DIPAN PATWA | Executive Director | 4 | Yes |
| JEEYAN DIPAN PATWA | Executive Director | 4 | Yes |
| RAVINDRA CHANDULAL SANGHAVI | Independent Director | 4 | Yes |
| BHAVESH SHASHIKANT SHETH | Independent Director | 4 | Yes |
| RAKESH BHANUCHANDRA VAKHARIA | Independent Director | 4 | Yes |
| DEEPAK CHHAGANLAL RATHOD | Independent Director | 4 | Yes |

None of the Directors hold Directorships in more than 20 companies. Further, any individual director's directorships in public companies do not exceed 10. None of the Directors is serving as a member of more than ten committees or as the Chairman of more than five committees across all the public companies of which he is a Director.

MEETING OF INDEPENDENT DIRECTORS

Independent Directors play an important role in the governance processes of the Board. They bring their expertise and experience on the deliberations of the Board. This enriches the decision-making process at the Board with different points of view and experiences and prevents conflict of interest in the decision-making process.

None of the Independent Directors serves as "Independent Directors" in more than seven listed companies. No person has been appointed or continuing as an Alternate Director for an Independent Director of the Company.

Based on the disclosures received from all the Independent Directors and also in the opinion of the Board, the Independent Directors fulfills the conditions specified in the Act and Listing Regulation and are independent of the management.

Schedule IV to the Act, inter alia, prescribes that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of management.

During the year, one meeting of independent directors was held on 12th February 2022 to review

- The performance of the Non-Independent Directors.
- The performance of the Board of the Company as a whole.
- The performance of Chairman of the Company taking in to account the views of the Non-Executive Directors on the same.
- To assess the quality, quantity and timeliness of flow of information between the Company Management and the Board.

The Board has identified the following skills/expertise/competencies with reference to its business for the effective functioning of the Company and which are currently available with the Board:

The Company's core businesses include manufacturing and supply of heavy engineered process equipment including heat exchangers, centrifuges, pressure vessels and other fabricated components in India and abroad. A significant portion of future success also depends on successful expansion of manufacturing facilities at existing and greenfield locations.

Given the above context, following capabilities and expertise have been identified by the Board of Directors for it to function effectively, and are available among the board members collectively:

1. Project management – both for ensuring timely delivery of each equipment, as well as for expansion of facilities
2. B2B sales, marketing and account management
3. International business experience covering operations in new geographies
4. Manufacturing and supply chain management including running production facilities
5. Talent management – especially related to engineering skills

In addition, the team would require general management and financial management skills including commercial, legal and regulatory, risk management, industrial relations, and overall stakeholder management.

In the table below, the specific areas of focus or expertise of individual Board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding skills/expertise/competencies.

| Director | Skill – 1 | Skill – 2 | Skill – 3 | Skill – 4 | Skill – 5 |
|---|-----------|-----------|-----------|-----------|-----------|
| MANISH JAYSUKHLAL JANANI Managing Director | √ | √ | √ | √ | √ |
| DIPANKUMAR BABULAL PATWA Managing Director and Chairman | √ | √ | √ | √ | √ |
| SONAL DIPAN PATWA Executive Director | √ | √ | √ | √ | √ |
| JEEYAN DIPAN PATWA Executive Director | √ | √ | √ | √ | √ |

| | | | | | |
|---|---|---|---|---|---|
| RAVINDRA CHANDULAL SANGHAVI Independent Director | √ | √ | - | - | √ |
| BHAVESH SHASHIKANT SHETH Independent Director | √ | √ | - | - | √ |
| RAKESH BHANUCHANDRA VAKHARIA Independent Director | √ | √ | - | - | √ |
| DEEPAK CHHAGANLAL RATHOD Independent Director | √ | √ | - | - | √ |

Disclosure of relationships between the Directors inter-se: Mr. DIPANKUMAR BABULAL PATWA, Ms. SONAL DIPAN PATWA and Mr. JEEYAN DIPAN PATWA are related each other.

AUDIT COMMITTEE

The Audit Committee of the company reconstituted and presently comprises of three Directors being Mr. RAVINDRA CHANDULAL SANGHAVI, Mr. BHAVESH SHASHIKANT SHETH and Mr. RAKESH BHANUCHANDRA VAKHARIA.

The Board terms of reference of the Audit Committee are in consonance with the provisions of Section 177 of the Companies Act, 2013 and of the SEBI (LODR), Regulation 2015.

Terms of Reference:

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company has revised the terms of reference of the Committee. The revised terms of reference are:

- (1) oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion / Qualification in the draft audit report.
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence, performance and effectiveness of audit process;
- (8) Formulating a policy on related party transactions, which shall include materiality of related party transactions;
- (9) approval or any subsequent modification of transactions of the listed entity with related parties;
- (10) scrutiny of inter-corporate loans and investments;
- (11) valuation of undertakings or assets of the company, wherever it is necessary;
- (12) evaluation of internal financial controls and risk management systems;
- (13) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (14) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (15) discussion with internal auditors of any significant findings and follow up there on;
- (16) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

- (17) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (18) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (19) to review the functioning of the whistle blower mechanism;
- (20) approval of appointment of Chief Financial Officer (i.e. the whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (21) reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- (22) to review the compliance with the provisions of Regulation 9A of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 at least once in a financial year and to verify that the systems for internal control are adequate and are operating effectively;
- (23) To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- (24) to carry out any other function as is mentioned in the terms of reference of the Audit Committee.

Audit Committee shall mandatorily review the following information:

- (1) management discussion and analysis of financial condition and results of operations;
- (2) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (3) internal audit reports relating to internal control weaknesses; and
- (4) the appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the audit committee;
- (5) statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the Listing Regulations;
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the Listing Regulations.

In addition to the above, the Audit Committee discharges all such other duties and functions generally indicated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and the Rules made thereunder.

ATTENDANCE AT THE AUDIT COMMITTEE MEETINGS

During the year the Audit Committee met 4 times with attendance of the members as under:

30.06.2021 | 14.08.2021 | 13.11.2021 | 12.02.2022

| Name | Category | Attended |
|------------------------------|---|----------|
| RAVINDRA CHANDULAL SANGHAVI | Non-Executive - Independent Director, Member | 4 |
| BHAVESH SHASHIKANT SHETH | Non-Executive - Independent Director, Member | 4 |
| RAKESH BHANUCHANDRA VAKHARIA | Non-Executive – Independent Director, Chairperson | 4 |

NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee has been re-constituted as per the provisions of Section 178(1) of the Companies Act, 2013 to review and to recommend the remuneration payable to the Executive Directors and Senior Management of the Company based on their performance and defined assessment criteria.

Nomination and Remuneration Committee of the Company reconstituted and presently comprises of three Directors being Mr. RAVINDRA CHANDULAL SANGHAVI, Mr. BHAVESH SHASHIKANT SHETH and Mr. RAKESH BHANUCHANDRA VAKHARIA. There were 1 (One) meeting held on 14.08.2021 and respectively all members were present in the meeting.

| Name | Category | Attended |
|------------------------------|---|----------|
| RAVINDRA CHANDULAL SANGHAVI | Non-Executive - Independent Director, Member | 1 |
| BHAVESH SHASHIKANT SHETH | Non-Executive – Independent Director, Chairperson | 1 |
| RAKESH BHANUCHANDRA VAKHARIA | Non-Executive - Independent Director, Member | 1 |

The terms of reference of the Committee:

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company has revised the terms of reference of the Committee. The revised terms of reference are:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
 - (1A) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal;
- (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (6) recommend to the board, all remuneration, in whatever form, payable to senior management;
- (7) to administer and supervise Employee Stock Options Schemes (ESOS) including framing of policies related to ESOS and reviewing grant of ESOS;
- (8) To review HR Policies and Initiatives;
- (9) Carrying out any other function as is mentioned in the terms of reference of the Nomination and Remuneration Committee.

In addition to the above, Nomination and Remuneration Committee discharges such duties and functions generally indicated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and Rules made thereunder.

Nomination and Remuneration Policy:

The Committee is in process of formulating Nomination and Remuneration Policy which determines criteria inter-alia qualification, positive attributes and independence of Directors for their appointment on the Board of the Company and payment of remuneration to Directors, Key Managerial Personnel and other Employees. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.

- Qualification, expertise and experience of the Directors in their respective fields;
- Personal, Professional or business standing;
- Diversity of the Board

In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board of Directors of the Company has set up 'Stakeholders Relationship Committee' in order to align it with the provisions of Section 178 of the Companies Act, 2013. The Committee has been constituted to strengthen the investor relations and to inter-alia, look into issues relating to shareholders grievances pertaining to transfer of shares, non- receipt of declared dividends, non-receipt of Annual Report, issues concerning de-materialization etc.

The committee of the company reconstituted and presently comprises of three Directors being Mr. RAVINDRA CHANDULAL SANGHAVI, Mr. BHAVESH SHASHIKANT SHETH and Mr. RAKESH BHANUCHANDRA VAKHARIA There was 1 (One) meeting held on 12.02.2022 and respectively all members were present in the meeting.

| Name | Category | Attended |
|------------------------------|---|----------|
| RAVINDRA CHANDULAL SANGHAVI | Non-Executive – Independent Director, Chairperson | 1 |
| BHAVESH SHASHIKANT SHETH | Non-Executive - Independent Director, Member | 1 |
| RAKESH BHANUCHANDRA VAKHARIA | Non-Executive - Independent Director, Member | 1 |

Terms of reference of the Committee:

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company has revised the terms of reference of the Committee. The revised terms of reference are:

- (1) resolving the grievances of the security holders of the company including complaints related to transfer/transmission of shares, nonreceipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, dematerialization / rematerialization of Shares and debentures, general meetings etc;
- (2) review of measures taken for effective exercise of voting rights by shareholders;
- (3) review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar and Share Transfer Agent;
- (4) review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company;
- (5) to look into the reasons for any defaults in the payment to the Depositors, Debenture holders, Shareholders (in case of non-payment of declared dividends) and Creditors;
- (6) carrying out any other function as is mentioned in the terms of reference of the Stakeholder's Relationship committee.

Details of Complaints / Queries received and redressed during 1st April, 2021 to 31st March, 2022:

| Number of shareholders' complaints pending at the beginning of the year | Number of shareholders' complaints received during the year | Number of shareholders' complaints redressed during the year | Number of shareholders' complaints pending at the end of the year |
|---|---|--|---|
| Nil | Nil | NA | Nil |

GENERAL BODY MEETINGS

Location and time for last 3 years Annual General Meetings:

| Financial Year | Location | Date Time A.M./ P.M. | Particulars of the Special Resolution |
|----------------|------------------------------|------------------------|---------------------------------------|
| 2020-21 | At Registered office Address | 30.09.2021 03:00 PM | None |
| 2019-20 | | 31.12.2020 02:00 PM | None |
| 2018-19 | | 30.09.2019 02:00 PM | None |

No Extra Ordinary General Meeting held during the year. No Postal Ballot Resolution passed during the Year.

MEANS OF COMMUNICATION:

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

GENERAL SHAREHOLDERS INFORMATION

| | |
|---|--|
| Financial Year | 1st April to 31st March |
| Date and time of Annual General Meeting | Friday, 30 th September, 2022 and 11:00 A.M. |
| Venue of Annual General Meeting | At Registered office the company |
| Dates of Book Closure | 24.09.2022 to 30.09.2022 |
| Listing on Stock Exchange | BSE Limited and National Stock Exchange of India Limited |
| Stock Code and Scrip ID | 534532 (BSE) and YPSAGEMS (NSE) |
| Demat ISIN No. | INE142K01011 |
| Tentative Calendar for financial year ending 31st March, 2023 | |
| Quarterly Financial Results | Date of Board Meeting |
| First Quarterly Results | Before 15.08.2022 |
| Second Quarterly Results | Before 15.11.2022 |
| Third Quarterly Results | Before 15.02.2023 |
| Fourth Quarterly Results | Before 15.05.2023 |

CATEGORIES OF SHAREOWNERS AS ON 31.03.2022

| Category | No. of Shares Held | Voting Strength (%) |
|--------------------------------------|--------------------|---------------------|
| Promoters | 10724500 | 36.37 |
| Foreign Portfolio Investors | 588663 | 2.00 |
| Financial Institutions/ Banks | 180 | 0.00 |
| Central Government/ State Government | 70000 | 0.24 |
| Individual | | |
| - upto Rs. 2 Lacs | 8730551 | 29.61 |
| - excess of Rs. 2 Lacs | 2693819 | 9.14 |
| Clearing Members | 59619 | 0.20 |
| Bodies Corporate | 5308460 | 18.00 |
| Firm | 38476 | 0.13 |
| HUF | 568628 | 1.93 |
| Non-Resident Indian (NRI) | 700954 | 2.38 |
| Relatives | 150 | 0.00 |
| Total | 2,94,84,000 | 100.00 |

STOCK MARKET DATA

The monthly movement of Equity Share prices on BSE during the year is summarized below:

| Month | Highest (Rs) | Lowest (Rs) | Month | Highest (Rs) | Lowest (Rs) |
|--------|--------------|-------------|--------|--------------|-------------|
| Apr-21 | 4.81 | 4.04 | Oct-21 | 6.05 | 4.09 |
| May-21 | 4.94 | 3.95 | Nov-21 | 5.22 | 4.27 |
| Jun-21 | 7.05 | 4.40 | Dec-21 | 6.28 | 4.40 |
| Jul-21 | 6.25 | 5.02 | Jan-22 | 8.54 | 5.75 |
| Aug-21 | 5.36 | 3.77 | Feb-22 | 9.95 | 6.19 |
| Sep-21 | 5.20 | 4.20 | Mar-22 | 7.70 | 5.72 |

REGISTRAR AND SHARE TRANSFER AGENT

M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED having its registered office at Office No 106-107, Dattani Plaza, East West Compound, Andheri Kurla Road, Safedpul, Sakinaka, Mumbai, Maharashtra, 400072 INDIA is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

SHARE TRANSFER SYSTEM

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with existing Depository, National Securities Depository Limited (NSDL) enabling the investors to hold shares of the company in electronic form through the depository of their choice.

ADDRESS FOR CORRESPONDENCE AND COMPLAINTS TO BE ADDRESS TO:

CS SRISHTY MEHTA -Compliance Officer E-mail info@lypsa.in
 Wing A 2nd Block 202-302, Orchid Complex, 2nd Floor, Opp. HDFC Bank, Chhapi, Pirojpur Road, Chhapi, Vadgam, Banaskantha – 385210.

DISCLOSURES:

- There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.
- The Company is not exposed to commodity price risk since it generally executes projects through its contractors.
- There were no instances of raising of funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of the Listing Regulations.

- A certificate obtains from Practicing Company Secretary that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs.
- In terms of the amendments made to the Listing Regulations, the Board of Directors confirm that during the year, it has accepted all recommendations received from its mandatory committees.
- Disclosure with respect to demat suspense account/ unclaimed suspense account: Not applicable.
- During the financial year 2021-22, the total fees for all services paid by the Company, on consolidated basis, to statutory auditor and all entities in the network firm/network entity of statutory auditor was Rs. 75,000.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

| | |
|---|-----|
| Number of complaints filed during the financial year: | Nil |
| Number of complaints disposed off during the financial year: | NA |
| Number of complaints pending as on end of the financial year: | Nil |

CEO/CFO Certification:

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affair. The said certificate is annexed and forms a part of the Annual Report.

Certificate on Corporate Governance:

A compliance certificate from Statutory Auditor pursuant to the requirements of Schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding compliance of conditions of Corporate Governance is attached.

**For and on Behalf of the Board
For LYPSA GEMS & JEWELLERY LIMITED**

**Place: Mumbai
Date: 13.08.2022**

**DIPANKUMAR PATWA
Chairman
DIN: 02579405**

CEO / CFO CERTIFICATE
(Regulation 17(8) and Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors
LYPSA GEMS & JEWELLERY LIMITED
Vadgam Banas Kantha

Dear Sir,

I, the undersigned, in my respective capacities as the Chief Financial officer of Bhartia Bachat Limited (“the Company”) to the best of our knowledge and belief certify that:

- A. I have reviewed the Financial Statements and the Cash Flow Statement for the year ended 31st March, 2022 and based on my knowledge and belief, I state that:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the listed entity’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. I further state that to the best of my knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity’s code of conduct.
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. I have indicated, based on my evaluation, wherever applicable, to the Auditors’ and the Audit Committee:
- (1) significant changes in internal control over financial reporting during the year, if any;
 - (2) significant changes, if any, in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - (3) 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 listed entity’s internal control system over financial reporting.

Place: Mumbai
Date: 13.08.2022

JEEYAN DIPAN PATWA
Chief Financial Officer

Declaration of compliance of the Code of Conduct in terms of Schedule V (D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per ‘affirmation of compliance’ letters received from the Directors and the members of senior managerial personnel of the Company, I hereby declare that members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management during the financial year 2021-22.

Place: Mumbai
Date: 13.08.2022

DIPANKUMAR PATWA
Managing Director
DIN: 02579405

**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER THE SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To the members of BHARTIA BACHAT LIMITED:

We have examined the compliance of conditions of Corporate Governance by **M/s. LYPSA GEMS & JEWELLERY LIMITED** (“the company”) for the year ended March 31, 2022, as per the provisions of regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated above. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restrictions on Use

This certificate is issued solely for the purpose of complying with the aforesaid Regulations and may not be suitable for any other purpose.

**For M/s. D G M S & Co.
Chartered Accountants**

**Atul Doshi
Partner
FRN: 112187W**

**Place: Mumbai
Dated: 13.08.2022**

INDEPENDENT AUDITORS' REPORT**TO THE MEMBERS OF
LYPSA GEMS & JEWELLERY LIMITED****Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the accompanying standalone financial statements of **LYPSA GEMS & JEWELLERY LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March 2022, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have nothing to report under this section.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the [information included in the Director's report, but does not include the standalone financial statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- a) Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- e) Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on other legal and regulatory requirements

- 1) As required by Section 143(3) of the Act, based on our audit to the extent applicable that:
- a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, the company has kept proper books of account as required by law so far as appears from our examination of the books of account;
 - c) Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flows and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements comply with the the Ind AS specified under Section 133 of the Act.
 - e) On the basis of written representations received from the directors as on 31st March, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022, 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-A**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The Company does not have any pending litigations which would impact its financial position except for outstanding dues of Banks.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
 - iii. There is Unclaimed Dividend of Rs. 7,49,900/- of F.Y. 2009-10 & Rs. 8,27,000/- of F Y 2010-11, Rs 5,61,855/- for F Y 2011-12, Rs.4,33,587/- for F.Y.2012-13, Rs.14,30,020/- for 2013-14 and Rs.3,33,282/- for 2014-15 and the company has unclaimed fraction shares of Rs.3,436/- which is required to be transferred by the Company to the Investor Education and Protection Fund. The company has not transferred the same
- 2) As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “**Annexure-B**” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For M/s. D G M S & Co.
Chartered Accountants

(Atul Doshi)
Partner
FRN:112187W
Place: Mumbai
Dated: 30th May 2022
UDIN: 22102585AJXMNP1722

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure-B referred to in our report to the members of **LYPSA GEMS & JEWELLERY LIMITED** for the year Ended on March 31st, 2022 We report that:

| S. No. | Particulars | Auditors Remark |
|--------|---|---|
| (i) | (a) whether the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets; | The company has maintained fixed assets register showing full particulars, including quantitative details and situation of fixed assets. |
| | (b) whether these fixed assets have been physically verified by the management at reasonable intervals; whether any material discrepancies were noticed on such verification and if so, whether the same have been properly dealt with in the books of account; | The fixed assets has been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification. |
| (ii) | (a) whether physical verification of inventory has been conducted at reasonable intervals by the management; | The management has physically verified inventory of stock of raw material and stock of finished goods and frequency of verification is reasonable. |
| | (b) are the procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business. If not, the inadequacies in such procedures should be reported; | In our opinion, the procedure for physical verification of stocks i.e., raw material and finished goods as followed by the management is reasonable and adequate in relation to size of the company and nature of its business. |
| | (c) whether the company is maintaining proper records of inventory and whether any material discrepancies were noticed on physical verification and if so, whether the same have been properly dealt with in the books of account; | The company is maintaining proper records of inventory. The discrepancies noticed on physical verification were not material and the same have been properly dealt with in the books of accounts. |
| (iii) | (iii) whether the company has granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. If so, | 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 Companies Act. |
| | (a) whether receipt of the principal amount and interest are also regular; and | As the company has not granted loans, this clause is Not Applicable. |
| | (b) if overdue amount is more than rupees one lakh, whether reasonable steps have been taken by the company for recovery of the principal and interest; | As the company has not granted loans, this clause is Not Applicable. |
| (iv) | Is there an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. Whether there is a continuing failure to correct major weaknesses in internal control system. | According to the information given to us and in our opinion there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to |

| | | |
|-------|--|--|
| | | purchase and sale of goods and of fixed assets. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system. |
| (v) | In case the company has accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, where applicable, have been complied with? If not, the nature of contraventions should be stated; If an order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal, whether the same has been complied with or not? | In our opinion and according to the information and explanations given to us, we are of the opinion that company has not accepted any deposits during the year in contravention to provisions of section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under. |
| (vi) | where maintenance of cost records has been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, whether such accounts and records have been made and maintained; | According to the information given to us, the maintenance of cost records to the company has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act. |
| (vii) | (a) is the company regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated by the auditor. | As informed to us, there are no undisputed amounts payable in respect statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities as at the last date of financial year, except for Professional Tax of Rs. 47,200/-, Unclaimed dividend payable for F Y 2009-10 of Rs. 7,49,900/-, for F Y 2010-11 of Rs. 8,27,000/-, for F Y 2011-12 of Rs. 5,61,855/-, for F Y 2012-13 of Rs. 4,33,587/-, for F Y 2013-14 of Rs. 14,30,020/-, for F Y 2014-15 of Rs. 3,33,282/-, Unclaimed Fraction shares for F Y 2013-14 of Rs. 3436/-, VAT payable of Rs. 26,01,740/-, that were outstanding for a period of more than six months from the date they became payable. |
| | (b) in case dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute, then the amounts involved and the forum where dispute is pending shall be mentioned. (A mere representation to the concerned Department shall not constitute a dispute). | As there are no outstanding undisputed statutory dues, this clause is not applicable except for pending Income Tax appeals. |
| | (c) whether the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder has been transferred to such fund within time. | As per the information provided to us, the company is required to transfer a sum of Rs. 7,49,900/- towards Unclaimed |

| | | |
|--------|---|--|
| | | Dividend for 2009-10 , Rs. 8,27,000/- for 2010-11 Rs. 5,61,855/- for 2011-12 & Rs.4,33,587/- for F.Y.2012-13, Rs.14,30,020/- for 2013-14 and Rs.3,33,282/- for 2014-15 and the company has unclaimed fraction shares of Rs.3,436/- to Investor Education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 (1 of 2013) and rules made thereunder. However, company has not transferred the same. |
| (viii) | whether in case of a company which has been registered for a period not less than five years, its accumulated losses at the end of the financial year are not less than fifty per cent of its net worth and whether it has incurred cash losses in such financial year and in the immediately preceding financial year; | As on March 31 st , 2022, the company does not have accumulated losses. The company has not incurred cash losses during the financial year covered by our audit as well as during the immediately preceding financial year. |
| (ix) | whether the company has defaulted in repayment of dues to a financial institution or bank or debenture holders? If yes, the period and amount of default to be reported; | As informed to us, the company has not default any payment financial institution or bank or debenture holders |
| (x) | whether the company has given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company; | As informed to us, the company has not given any guarantee for loans taken by others from bank of financial institutions. |
| (xi) | whether term loans were applied for the purpose for which the loans were obtained; | According to the information and explanations given to us and on overall examination of the Balance sheet of the company, we report that term loans were applied for the purpose for which the loans were obtained. |
| (xii) | whether any fraud on or by the company has been noticed or reported during the year; If yes, the nature and the amount involved is to be indicated. | According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the year under audit. |
| (xiii) | In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act, with respect to the loans and investments made. | |
| (xiv) | The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable. | |
| (xv) | According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197, read with Schedule V to the Act. | |
| (xvi) | In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable. | |

| | |
|---------|--|
| (xvii) | According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Standalone Indian Accounting Standard financial statements as required by the applicable accounting standards. |
| (xviii) | According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. |
| (xix) | According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable. |
| (xx) | Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934. |

For M/s. D G M S & Co.
Chartered Accountants

(Atul Doshi)
Partner
FRN:112187W
Place: Mumbai
Dated: 30th May 2022
UDIN: 22102585AJXMNP1722

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 **of M/S LYPSA GEMS & JEWELLERY LIMITED (“the Company”) as of 31st March, 2022** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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, to the best of our information and according to the explanations given to us 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, 2022, based on the criteria for internal financial control over financial reporting 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 M/s. D G M S & Co.
Chartered Accountants

(Atul Doshi)
Partner
FRN:112187W
Place: Mumbai
Dated: 30th May 2022
UDIN: 22102585AJXMNP1722

| Particulars | | Note No. | AS AT 31st MARCH 2022 | | AS AT 31st MARCH 2021 | |
|-----------------------------------|--|----------|-----------------------|-----------------|-----------------------|------------------|
| I. ASSETS | | | | | | |
| Non-current assets | | | | | | |
| 1 | (a) Fixed assets | | | | | |
| | (i) Tangible assets | 8 | 341.83 | | 369.14 | |
| | (ii) Intangible assets | 8 | | | | |
| | (iii) Capital work-in-progress | 8 | - | | - | |
| | (iv) Intangible assets under development | 8 | - | 341.83 | - | 369.14 |
| | (b) Non-current investments | 9 | | 0.00 | | 1.25 |
| | (c) Deferred tax assets (net) | | | - | | - |
| | (d) Long-term loans and advances | 10 | | 18.01 | | 15.14 |
| | (e) Other non-current assets | | | | | |
| 2 | Current assets | | | | | |
| | (a) Current investments | 11 | | 7.49 | | 7.49 |
| | (b) Inventories | 12 | | 126.29 | | 273.38 |
| | (c) Trade receivables | 13 | | 8,033.09 | | 9,404.06 |
| | (d) Cash and cash equivalents | 14 | | 56.11 | | 44.34 |
| | (e) Short-term loans and advances | 15 | | - | | - |
| | (f) Other current assets | 16 | | - | | - |
| TOTAL ASSETS | | | | 8,582.82 | | 10,114.79 |
| II. EQUITY AND LIABILITIES | | | | | | |
| 1 | Shareholders' funds | | | | | |
| | (a) Share capital | 1 | 2,948.40 | | 2,948.40 | |
| | (b) Reserves and surplus | 2 | 232.57 | | 225.54 | |
| | (c) Money received against share warrants | | - | | - | |
| | | | | 3,180.97 | | 3,173.94 |
| 2 | Share application money pending allotment | | | | | |
| 3 | Non-current liabilities | | | | | |
| | (a) Long-term borrowings | | | - | | - |
| | (b) Deferred tax liabilities (Net) | 3 | | 29.35 | | 32.15 |
| | (c) Other Long term liabilities | | | - | | - |
| | (d) Long-term provisions | | | - | | - |
| 4 | Current liabilities | | | | | |
| | (a) Short-term borrowings | 4 | | 1,338.53 | | 2,060.46 |
| | (b) Trade payables | 5 | | 3,924.94 | | 4,726.42 |
| | (c) Other current liabilities | 6 | | 109.04 | | 121.82 |
| | (d) Short-term provisions | 7 | | - | | - |
| TOTAL LIABILITIES | | | | 8,582.82 | | 10,114.79 |

SIGNIFICANT ACCOUNTING POLICIES & NOTES FORMING PART OF THE ACCOUNTS '25'

THE SCHEDULES REFERED TO ABOVE FORM AN INTEGRAL PART OF THE PROFIT & LOSS ACCOUNT

AS PER OUR ATTACHED REPORT OF EVEN DATE

For M/s. D G M S & Co.

FOR LYPSA GEMS & JEWELLERY LIMITED

FOR LYPSA GEMS & JEWELLERY LIMITED

CHARTERED ACCOUNTANTS

ATUL B. DOSHI
PARTNER
FRN : 112187W
PLACE: MUMBAI
DATE: 30/05/2022
UDIN: 22102585AJXMNP1722

DIPAN PATWA
CHAIRMAN
DIN - 02579405
PLACE: MUMBAI
DATE: 30/05/2022

JEEYAN D. PATWA
DIRECTOR
DIN - 02579469
PLACE: MUMBAI
DATE: 30/05/2022

| Particulars | | Refer Note No. | FOR THE YEAR ENDED | | FOR THE YEAR ENDED | |
|-------------|--|----------------|--------------------|-----------------|--------------------|----------------|
| | | | 31st MARCH 2022 | | 31st MARCH 2021 | |
| I. | Revenue From Operations | 17 | | 1,402.38 | | 841.09 |
| II. | Other income | 18 | | 0.02 | | |
| III. | Total Revenue (I + II) | | | 1,402.40 | | 841.09 |
| IV. | Expenses: | | | | | |
| | Cost of materials consumed | 19 | | 454.04 | | 78.83 |
| | Purchases of Stock-in-Trade | | | 786.82 | | 950.27 |
| | Changes in inventories of finished goods work-in-progress and Stock-in-Trade | 20 | | 127.67 | | (212.02) |
| | Employee benefits expense | 21 | | 3.24 | | 5.04 |
| | Finance costs | 22 | | 0.00 | | 0.06 |
| | Depreciation and amortization expense | 23 | | 27.30 | | 33.64 |
| | Other expenses | 24 | | (0.91) | | 10.36 |
| | Total expenses | | | 1,398.17 | | 866.20 |
| V. | Profit before exceptional and extraordinary items and tax (III-IV) | | | 4.23 | | (25.11) |
| VI. | Exceptional items | | | | | |
| VII. | Profit before extraordinary items and tax (V - VI) | | | 4.23 | | (25.11) |
| VIII. | Extraordinary Items | | | - | | (8.85) |
| IX. | Profit before tax (VII- VIII) | | | 4.23 | | (16.26) |
| X | Tax expense: | | | | | |
| | (1) Current tax | | | - | | - |
| | (2) Deferred tax | | | (2.80) | | 1.10 |
| XI | Profit (Loss) for the period from continuing operations (VII-VIII) | | | 7.03 | | (17.36) |
| XII | Profit/(loss) from discontinuing operations | | | | | |
| XIII | Tax expense of discontinuing operations | | | | | |
| XIV | Profit/(loss) from Discontinuing operations (after tax) (XII-XIII) | | | | | |
| XV | Profit (Loss) for the period (XI + XIV) | | | 7.03 | | (17.36) |
| XVI | Earnings per equity share: | | | | | |
| | (1) Basic EPS | | | 0.00 | | (0.00) |
| | (2) Diluted EPS | | | 0.00 | | (0.00) |

SIGNIFICANT ACCOUNTING POLICIES & NOTES FORMING PART OF THE ACCOUNTS '25'
 THE SCHEDULES REFERED TO ABOVE FORM AN ENTIGRAL PART OF THE PROFIT & LOSS ACCOUNT
 AS PER OUR ATTACHED REPORT OF EVEN DATE

For M/s. D G M S & Co.
 CHARTERED ACCOUNTANTS

FOR LYPSA GEMS & JEWELLERY LIMITED

ATUL B. DOSHI
 PARTNER
 FRN : 112187W
 PLACE: MUMBAI
 DATE: 30/05/2022
 UDIN: 22102585AJXMNP1722

DIPAN PATWA
 CHAIRMAN
 DIN - 02579405
 PLACE: MUMBAI
 DATE: 30/05/2022

JEEYAN D. PATWA
 DIRECTOR
 DIN - 02579469
 PLACE: MUMBAI
 DATE: 30/05/2022

| 1 SHARE CAPITAL | | |
|--|--------------------------|--------------------------|
| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
| AUTHORISED SHARE CAPITAL 3,00,00,000 (3,00,00,000) Equity Share of Rs. 10/- Each | 3,000.00 | 3,000.00 |
| Issued, Subscribed & Paidup 2,94,84,000 (2,94,84,000) Equity Share of Rs. 10/- Each Fully paidup. | 2,948.40 | 2,948.40 |

| Particulars | As at 31st March 2022 | As at 31st March 2021 |
|---|-----------------------|-----------------------|
| Equity shares at the beginning of the year | 29484000 | 29484000 |
| Add : Bonus shares issued by Capitalization of Securities Premium Account | - | - |
| Add : Shares issued at Premium | - | - |
| Equity shares at the end of the year | 29484000 | 29484000 |

| Particulars | As at 31st March 2022 | As at 31st March 2021 |
|--|--------------------------------|--------------------------------|
| | Amount of Equity Capital (Rs.) | Amount of Equity Capital (Rs.) |
| Amount for Equity share capital at the beginning of the year | 2,948.40 | 2,948.40 |
| Add : Amount for Bonus shares issued by Capitalisation of Securities Premium Account ₹ | - | ₹ - |
| Add : Amount for shares issued at Premium | - | - |
| Amount for Equity share capital at the end of the year | 2,948.40 | 2,948.40 |

ESERVES & SURPLUS

| 2 RESERVES & SURPLUS | | |
|--|--------------------------|--------------------------|
| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
| Securities Premium Reserve | | |
| As per Last Balance Sheet | - | - |
| Add: On Issue of Shares | - | - |
| Less: On Issue of Bonus Shares | - | - |
| | | |
| Profit & Loss Account | | |
| As per Last Balance Sheet | 225.54 | 246.09 |
| Add: Profit for the year | 7.03 | (17.36) |
| Add: Excess Provision for the Earlier Year | | |
| | 232.57 | 228.73 |
| Less: Appropriations | | |
| Less: On Issue of Bonus Shares | - | - |
| Less: Prov. for Depreciation on FA (Sch II of Co. Act, 2013) | - | - |
| Short Provision for I.Tax F.Y. 2013-14 | - | - |
| Provision for Reduction in Value of Investments | - | - |
| Long Term Capital Loss Previous Year | - | - |
| PROV FOR TAX | - | 5.53 |
| Adjustment for previous years | - | - |
| Write of Capital with Partnership Firm | - | (2.34) |
| Tax on Dividend | - | - |
| | 232.57 | 225.54 |
| Total | 232.57 | 225.54 |

NOTE No. 3 : DEFFERED TAX LIABILITY (NET)(Rupees in Lacs) **40****3 DEFFERED TAX LIABILITY (NET)**

| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
|-------------------------------|--------------------------|--------------------------|
| Deffered Tax Liability | | |
| Related to Fixed Assets | 29.35 | 32.15 |
| TOTAL | 29.35 | 32.15 |

NOTE No. 4 : SHORT TERM BORROWINGS**4 SHORT TERM BORROWINGS**

| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
|-------------------------------------|--------------------------|--------------------------|
| Secured | | |
| Working Capital Loans | | |
| From Banks | | |
| Foreign Currency Loans - PSCFC/PCFC | - | - |
| Rupee Loans - PSC/PC/CC/Term Loan | - | - |
| Secured | | |
| From Banks - Others | | |
| Rupee Loan - Car Loan | - | - |
| Unsecured | | |
| (I)Loans & Advances | | |
| From Directors | 1,338.53 | 2,060.46 |
| From Others | | |
| (II) From Banks | | |
| TOTAL | 1,338.53 | 2,060.46 |

NOTE No. 5 : TRADE PAYABLES**5 TRADE PAYABLES**

| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
|-----------------------------------|--------------------------|--------------------------|
| Micro, Small & Medium Enterprises | | |
| Others | 3,924.94 | 4,726.42 |
| TOTAL | 3,924.94 | 4,726.42 |

5.1 The details of amounts outstanding to Micro, Small and Medium Enterprises based on available information with the Company is as under.

| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
|---|--------------------------|--------------------------|
| Principle Amount Due and Remains unpaid | - | - |
| Interest due on above and the unpaid interest | - | - |
| Interest Paid | - | - |
| Payment made beyond the appointed day during the year | - | - |
| Interest due and payable for the period of delay | - | - |
| Interest Accrued and remaining unpaid | - | - |
| Amount of further interest remaining due and payable in succeeding years. | - | - |
| TOTAL | - | - |

NOTE No. 6 : OTHER CURRENT LIABILITIES**41**
(Rupees in Lacs)**6 OTHER CURRENT LIABILITIES**

| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
|--|----------------------------------|----------------------------------|
| Interest Payable | - | - |
| Advances against Order | - | - |
| Recv/Payable For Forward Contract (Import) | - | - |
| Deffered Premium (Export) | - | - |
| Unclaimed Dividend (F.Y. 09-10) | 7.50 | 7.50 |
| Unclaimed Dividend (F. Y. 10-11) | 8.27 | 8.27 |
| Unclaimed Dividend (F. Y. 11-12) | 5.62 | 5.62 |
| Unclaimed Dividend (F. Y. 12-13) | 4.34 | 4.34 |
| Unclaimed Dividend (F. Y. 13-14) | 14.30 | 14.30 |
| Unclaimed Fraction Shares (F. Y. 13-14) | 0.03 | 0.03 |
| Unclaimed Dividend (F. Y. 14-15) | 3.33 | 3.33 |
| Other Payables | 65.64 | 78.43 |
| TOTAL | 109.04 | 121.82 |

NOTE No. 7 : SHORT TERM PROVISIONS**7 SHORT TERM PROVISIONS**

| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
|-------------------|----------------------------------|----------------------------------|
| Proposed Dividend | - | - |
| Tax on Dividend | - | - |
| Other Provisions | - | - |
| TOTAL | - | - |

NOTE No. 9 : NON CURRENT INVESTMENTS

(Rupees in Lacs)

9 NON CURRENT INVESTMENTS

| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
|---|--------------------------|--------------------------|
| TRADE INVESTMENTS | | |
| TOTAL OF TRADE INVESTMENTS (A) | | |
| OTHER INVESTMENTS | | |
| In Equity Shares of Companies - Quoted, Fully paidup | | |
| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
| 5,90,300 (5,90,300) Shares of Kingfisher Airlines | - | 0.00 |
| Investments in Commodities | | |
| Goldcoins | - | 1.25 |
| TOTAL OF OTHER INVESTMENTS (B) | 0.00 | 1.25 |
| TOTAL NON - CURRENT INVESTMENTS (A+B) | 0.00 | 1.25 |

9.1 The valuation of shares and Mutual Funds is after considering the diminution in value of investments.

NOTE No. 10 : LONG TERM LOANS & ADVANCES**10 LONG TERM LOANS & ADVANCES**

| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
|--|--------------------------|--------------------------|
| Advance Income Tax & TDS (Net of Provisions) | 1.91 | - |
| Vat / GST Refundable | - | - |
| Deposites | - | 2.29 |
| Loans & Advances | 16.10 | 12.85 |
| Capital Advances | - | - |
| TOTAL | 18.01 | 15.14 |

NOTE No. 11 : CURRENT INVESTMENTS**11 CURRENT INVESTMENTS**

| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
|---|--------------------------|--------------------------|
| Fixed Capital with Partnership Firm M/s. LYPSA GEMS | - | - |
| Current Capital with Partnership Firm M/s. LYPSA GEMS | - | - |
| Investment with 100% Subsidiary LYPSA GEMS & JEWELLERY DMCC | 7.49 | 7.49 |
| | - | - |
| TOTAL | 7.49 | 7.49 |

NOTE No. 12 : INVENTORIES**12 INVENTORIES**

| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
|------------------|--------------------------|--------------------------|
| Raw Materials | 8.96 | 28.38 |
| Stock In Process | - | - |
| Finished Goods | 117.33 | 245.00 |
| TOTAL | 126.29 | 273.38 |

NOTE No. 13 : TRADE RECEIVABLES

(Rupees in Lacs)

13 TRADE RECEIVABLES

| (Unsecured & considered Good) | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
|--|----------------------------------|----------------------------------|
| More than Six Months | 7,900.53 | 8,903.84 |
| Others | 132.55 | 500.21 |
| TOTAL | 8,033.08 | 9,404.05 |

NOTE No. 14 : CASH & CASH EQUIVALENTS**14 CASH & CASH EQUIVALENTS**

| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
|---|----------------------------------|----------------------------------|
| Balance with Banks | 54.93 | 44.08 |
| Cash In Hand | 1.18 | 0.26 |
| Fixed Deposites with Banks (Maturity of Less than 12 Months) | - | - |
| TOTAL | 56.11 | 44.34 |

NOTE No. 15 : SHORT TERM LOANS & ADVANCES**15 SHORT TERM LOANS & ADVANCES**

| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
|--|----------------------------------|----------------------------------|
| Prepaid Expenses | - | - |
| Deffered Premium | - | - |
| Receivables on Forward Contracts/Interest Subvention | - | - |
| TOTAL | - | - |

NOTE No. 16 : OTHER CURRENT ASSETS**16 OTHER CURRENT ASSETS**

| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
|-------------------------------|----------------------------------|----------------------------------|
| Deffered Revenue Expenditures | - | - |
| TOTAL | - | - |

| 17 REVENUE FROM OPERATION | | |
|--|--------------------------|--------------------------|
| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
| Sales of Products | 1,402.38 | 841.09 |
| Income From Services | - | - |
| Share of Profit From Partnership Firm (M/s LYPSA GEMS) | - | - |
| TOTAL | 1,402.38 | 841.09 |
| 17.1 PARTICULARS OF SALES OF PRODUCTS | | |
| PARTICULARS | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
| Rough & Cut and Polished Diamonds | 980.73 | 841.09 |
| Gold & Jewellery | 421.66 | - |
| TOTAL | 1,402.38 | 841.09 |

18 : OTHER INCOME

| 18 OTHER INCOME | | |
|--|--------------------------|--------------------------|
| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
| INTEREST | | |
| From Current Investments | - | - |
| DIVIDEND | | |
| From Long Term Investment | - | - |
| Net Gain on Sale of Investments | | |
| From Current Investments | - | - |
| OTHER NON-OPERATING INCOME | 0.02 | - |
| TOTAL | 0.02 | - |

NOTE No. 19 : COST OF MATERIALS CONSUMED

| 19 COST OF MATERIALS CONSUMED | | | | |
|---------------------------------------|--------------------------|---------------------|--------------------------|---------------------|
| | AS AT 31st MARCH 2022 | | AS AT 31st MARCH 2021 | |
| | RUPEES | % OF CONSUMPTION | RUPEES | % OF CONSUMPTION |
| IMPORTED | - | - | - | - |
| LOCAL | 454.04 | 100.00 | 78.83 | 100.00 |
| TOTAL | 454.04 | 100.00 | 78.83 | 100.00 |
| 19.1 PARTICULARS OF MATERIAL CONSUMED | | | | |
| Rough Diamonds | 454.04 | 100.00 | 78.83 | 100.00 |

NOTE No. 20 : CHANGES IN INVENTORIES OF FINISHED GOODS
STOCK IN PROCESS & STOCK IN TRADE.

| 20 | | |
|--------------------------------------|--------------------------|--------------------------|
| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
| Inventories (At Close) | | |
| Finished Goods | (117.33) | (245.00) |
| Inventories (At Commencement) | | |
| Finished Goods | 245.00 | 32.98 |
| TOTAL | 127.67 | (212.02) |

NOTE No. 21 : EMPLOYEES BENEFIT EXPENSES

(Rupees in Lacs)

21 EMPLOYEES BENEFIT EXPENSES

| | AS AT 31st MARCH 2022 | AS AT 31st MARCH 2021 |
|------------------------|--------------------------|--------------------------|
| Salary | 3.24 | 5.04 |
| Directors Remuneration | - | - |
| TOTAL | 3.24 | 5.04 |

NOTE No. 22 : FINANCE COST**22 FINANCE COST**

| | AS AT 31st MARCH 2021 | AS AT 31st MARCH 2021 |
|-------------------|--------------------------|--------------------------|
| Interest Expenses | 0.00 | 0.06 |
| Forward Premium | - | - |
| TOTAL | 0.00 | 0.06 |

NOTE No. 23 : DEPRICIATION & AMORTIZATION EXPENSES**23 DEPRICIATION & AMORTIZATION EXPENSES**

| | AS AT 31st MARCH 2021 | AS AT 31st MARCH 2021 |
|-----------------------------|--------------------------|--------------------------|
| Depriciation & Amortization | 27.30 | 33.64 |
| TOTAL | 27.30 | 33.64 |

NOTE No. 24 : OTHER EXPENSES**24 OTHER EXPENSES**

| | AS AT 31st MARCH 2021 | AS AT 31st MARCH 2021 |
|---|--------------------------|--------------------------|
| Manufacturing Expenses | | |
| Clearing & Forwarding Expenses | - | - |
| Labour Charges | 0.60 | - |
| Re-Assortment Charges | - | - |
| Consumables/Diamond Tools | - | - |
| Repaires & Maintaiance (MFG) | - | - |
| | 0.60 | - |
| Selling & Distribution Expenses | | |
| Clearing & Forwarding Expenses | - | - |
| Business Pramotion | - | - |
| Commission/Brokrage & Marketing Research Fees | - | - |
| | - | - |
| Establishment Expenses | | |
| Professional Fees | 10.78 | 0.75 |
| General Expenses | 2.69 | 8.11 |
| Rent | - | - |
| Insurance | - | 0.00 |
| Penalties | - | - |
| Travelling Expenses | - | - |
| Payment to Auditors | 1.10 | 1.50 |
| Charity & Donation | - | - |
| Electricity Charges | - | - |
| ROC Charges | 0.65 | - |
| Website Development Charges | 0.18 | - |
| CST & VAT Interest | 1.83 | - |
| Loss on sale of fixed assets | - | - |
| Bad Debt Recovery | (19.14) | - |
| Prior Period Expenses | 0.41 | 10.36 |
| | (1.51) | - |
| TOTAL | (0.91) | 10.36 |
| | (0.91) | 10.36 |

**SCHEDULE '25' OF NOTES ON ACCOUNTS ANNEXED TO & FORMING PART OF BALANCE SHEET AS ON
31/03/2022****1. SIGNIFICANT ACCOUNTING POLICIES****a) Basis of preparation of financial statements**

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) as a going concern, under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed by the Accounting Standards notified by the Central Government and the provisions of Section 2(2) of the Companies Act, 2013. Accounting policies have been consistently applied from one period to the other except otherwise stated.

b) Use of estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include provisions for doubtful debts, income taxes and the useful lives of fixed assets and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made.

c) Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

d) Employee benefits

Expenses and liabilities in respect of employee benefits are recorded in accordance with the Accounting Standard 15 "Employee Benefits".

e) Taxation

Tax expense comprises current tax (MAT), deferred tax.

Provision for current tax is ascertained on the basis of the taxable income computed in accordance with the provisions of the Income-tax Act, 1961.

Deferred Tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets relating to timing differences are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

f) Provisions and contingencies

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may be, but probably will not, require an outflow of resources. These will not be charged to the Profit & Loss Account as it is not probable that future events will confirm that an asset has been impaired or a liability has been incurred as at the balance sheet date. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Notes to accounts:**2. Fixed Assets:**

Fixed Assets are carried at cost of acquisition or construction including incidental expenses related to acquisition and installation on concerned assets, less accumulated depreciation and amortization. The actual cost capitalized includes material cost, freight, installation cost, duties and taxes and other incidental expenses incurred during the construction / installation stage. The company has sold certain machines during the year.

3. Depreciation:

The company has provided depreciation on Straight Line Value Method over the estimated useful lives of assets at the rates specified in Part C of Schedule II of The Companies Act, 2013. Depreciation is charged on pro-rata basis from the date of capitalization. Individual asset costing Rs. 5000/- or less are fully depreciated in the year of acquisition.

4. Investments:

Long Term and Non current investments are valued at Cost. Other investments are valued at lower of cost or fair market value as on the date of Balance Sheet. The group provides for diminution in value of investments, other than temporary in nature. During the year company has provided for diminution in value of investments of Rs. NIL P.Y Rs. NIL and the same is reduced from the value of investments as carried on in Balance Sheet.

Current Investments includes Fixed capital with partnership firm M/s Lypsa Gems of Rs. NIL (P.Y. Rs. NIL) and Current capital with partnership firm M/s Lypsa Gems of Rs (-) NIL (P.Y. Rs. NIL) and Investment in 100% subsidiary Lypsa Gems & Jewellery DMCC of Rs. 7,48,720/- (USD \$ 14000) (P.Y. Rs. 7,48,720/- (USD \$ 14000).

5. Secured Loans:

The company has not availed any secured loans.

6. Cash and Bank Balances:**Fixed Deposits Receipts:**

The company has total fixed deposits of Rs. NIL (P Y Rs. NIL).

Current Assets, Loans & Advances and Current Liabilities:

The Deferred premium on export of Rs. NIL (P.Y. NIL) is reflected in Balance Sheet under other current liabilities.

The company has classified Receivable on forward contract against Exports of Rs NIL (P.Y. Rs. NIL) in Balance Sheet under short term loans & advances.

7. Revenue Recognition:

(a) Sales, net of taxes are accounted for when property in the goods are transferred to the customers.

(b) Dividend is recognized, when right to receive the dividend arises.

(c) Items of Income and Expenditure such as Exchange Rate difference, Interest on FDR, Profit on Forward Contract, Forward premium, Interest paid are recognized on accrual basis, unless otherwise stated.

(d) Interest income is recognized on time proportion method.

(e) Amounts received or billed in advance of goods sold are recorded as advances from customers.

(f) Revenue from operations include share of profit from partnership firm M/s Lypsa Gems of Rs. NIL (P Y NIL)

8. Preliminary Expenses:

Preliminary Expenses are amortized over a period of five years. However, company has not written off the same during the year. Write off during the year.

9. Foreign Currency Transactions:

Transactions in foreign currency are recognized at the prevailing exchange rates on the transaction dates. Realized gain or losses on settlement of foreign currency transactions are recognized in the Profit and Loss account. Foreign currency denominated monetary assets and liabilities at the year end are translated at the year end exchange rates and recognized in the Profit and Loss account. Non monetary foreign currency items are carried at cost.

The company enters into forward exchange contract and other instruments that are in substance a forward exchange contract to hedge its risks associated with foreign currency fluctuations. The premium or discount arising on the inception of a forward exchange contract (other than a firm commitment or highly probable forecast) or similar instrument is amortized as expense or income over the life of contract. Exchange difference on such a contract are recognized in the Profit and Loss account in the year in which the exchange rates change. Any Profit or Loss arising on cancellation of such a contract is recognized as income or expense for the year. The company uses forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions.

10. **Taxation:**

Current Tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax for timing differences between the income as per financial statement and income as per the Income Tax Act, 1961 is accounted for using the tax rates and laws that have been enacted or substantially enacted as of the Balance sheet date. Deferred tax assets arising from the timing differences are recognized to the extent there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

11. **Employee Benefits:**

Employee benefits such as Provident fund, ESIC and other benefits are not provided by the company.

12. **Lease Accounting:**

Lease Rentals under operating leases are recognized in the Profit and Loss account on Straight Line Method. The company has not taken any equipment on lease.

13. **Treatment of contingent Liability:**

The company recognizes a provision where there is a present obligation as result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources is remote. As the company does not have any contingent liability, no disclosure as specified in Accounting Standard 29 – “Provisions, Contingent Liabilities and Contingent Assets” is made.

14. **Disclosure of Related Parties:**

“Related party Disclosures” as required by Accounting Standard 18 is enumerated below:

Transactions with Group Companies: NIL

Transactions with Key Management Personnel and Related Entities:

| | | | |
|---------------|-----------------------|-----|-----|
| Manish Janani | Director Remuneration | NIL | NIL |
| Dipan Patwa | Director Remuneration | NIL | NIL |
| Jeeyan Patwa | Director Remuneration | NIL | NIL |

During the year M/s Lypsa Gems & Jewellery DMCC a 100% foreign subsidiary of M/s Lypsa Gems & Jewellery Ltd has earned a net profit/loss of Rs. (-) 15,62,460/- (P Y Rs. (-) 25,74,19,034/-).

Income:

| | | | |
|-------------------------------|-------------------------|-----|-----|
| Lypsa Gems (Partnership Firm) | Share of Profit of Firm | NIL | NIL |
|-------------------------------|-------------------------|-----|-----|

The computation of Net Profit for the purpose of calculation of director’s remuneration under Section 198 of the Companies Act 2013 is not enumerated, since no commission has been paid to the Directors.

15. **Segment Reporting:**

In accordance with the requirements of Accounting Standard 17 “Segment Reporting” the Company’s Business Segment is “Trading and working in Diamonds”. As the company operates in only one segment, Segment Reporting as per Accounting Standard 17 is not applicable.

16. **Inventories:**

Raw materials are valued at cost or net realizable value whichever is lower. Cost is computed using weighted average method. Work in progress is computed by adding cost of purchase, appropriate share of conversion and other overheads incurred in bringing the inventories to its present location and condition. Finished Goods are valued at weighted average cost. During the year, there is no change in the method of valuation of closing stock. Finished goods includes cost of purchase, cost of conversion and other overheads incurred in bringing the inventories to its present location and condition.

17. **Stock and Turnover:**

Information pursuant to the Companies Act, 2013 as applicable to the Company doing manufacturing activity is as:

Quantitative details of materials:

| <u>Rough Diamonds</u> | <u>Current Year(Carats)</u> | <u>Previous Year(Carats)</u> |
|------------------------------|------------------------------------|-------------------------------------|
| Opening Stock | 1916.48 | 1916.48 |
| Purchases | 53489.51 | 1747.96 |
| Issued for manufacturing | 0.00 | 0.00 |
| Loss | 0.00 | 0.00 |
| Sales | 54540.56 | 1747.96 |
| Closing Stock | 865.43 | 1916.48 |

| <u>Polished Diamonds</u> | <u>Current Year(Carats)</u> | <u>Previous Year(Carats)</u> |
|---------------------------------|------------------------------------|-------------------------------------|
| Opening Stock | 44.65 | 20.55 |
| Purchases | 2104.77 | 1110.76 |
| Manufacturing | 28.96 | 0.00 |
| Loss | 0.00 | 0.00 |
| Sales | 2100.58 | 1086.66 |
| Closing Stock | 77.79 | 44.65 |

| <u>Gold</u> | <u>Current Year (Grams)</u> | <u>Previous Year (Grams)</u> |
|--|------------------------------------|-------------------------------------|
| Opening Stock | 4014.89 | 506.56 |
| Purchases | 3000.00 | 3800.00 |
| Gold Received from Jewellery (Melting) | 318.99 | 0.00 |
| Sales | 7005.06 | 0.00 |
| Gold Consumed | 130.54 | 291.63 |
| Closing Stock | 198.28 | 4014.89 |

| <u>Jewellery</u> | <u>Current Year (Grams)</u> | <u>Previous Year(Nos)</u> |
|-------------------------|------------------------------------|----------------------------------|
| Opening Stock | 0.00 | 0.00 |
| Purchases | 3461.09 | 3883.13 |
| Jewellery Melting | 0.00 | 3500.00 |
| Sales | 84.91 | 383.13 |
| Closing Stock | 3176.18 | 0.00 |

18. **Deferred Taxation:**

The major components of deferred taxation arising out of timing differences are:

| Liabilities | As on 31.03.2022 | As on 31.03.2021 |
|----------------------------|------------------|------------------|
| Depreciation | 1,12,90,014.00 | 85,77,871.00 |
| Net Deferred Tax Liability | -29,07,179.00 | -32,15,301.82 |

19. **Payment to Auditors:**

| | Current Year (Rs.) | Previous Year (Rs.) |
|----------------------------|--------------------|---------------------|
| For Audit Fees - Statutory | 50000 | 50000 |

20. **Earnings and Expenditure in Foreign exchange:**

The earnings and expenditure in foreign exchange as incurred by the company is as :

| Nature of Transaction | Currency | Current Year | Currency | Previous Year |
|----------------------------|----------|--------------|----------|---------------|
| Export Sales | USD | 0.00 | USD | 0.00 |
| Import Purchase | USD | 0.00 | USD | 0.00 |
| CIF value of imports | USD | 0.00 | USD | 0.00 |
| Foreign Travelling expense | USD | 0.00 | GBP | 0.00 |

21. **Share Capital:**

During the year company has not allotted shares to the public.

22. **Earnings per Share:**

Basic earnings per share is computed by dividing the profit/(loss) after tax (including post tax effect of extra ordinary items, if any) by the weighted average number of equity shares outstanding the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax (including post tax effect of extra ordinary items, if any) by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e., average market value of the outstanding shares). Since the bonus shares as stated in note no. 21 hereinabove, is an issue without consideration, the issue is treated as if it has occurred prior to the beginning of the year being the earliest period reported, the earnings per share and the adjusted earnings per share for the year ended March 31st, 2022 is as computed as per Accounting Standard 20 is as:

| <u>Earnings Per Share</u> | <u>31.03.2022</u> | <u>31.03.2021</u> |
|-----------------------------------|--------------------------|--------------------------|
| Profit/Loss after tax (Rs.) | 7,02,764 | (-) 17,36,019 |
| Average number of shares (Nos) | 2,94,84,000 | 2,94,84,000 |
| Nominal value of shares (Rs.) | 10.00 | 10.00 |
| Basic Earnings Per share (Rs.) | (-) 0.01 | 0.00 |
| Diluted earnings Per share (Rs.) | (-) 0.01 | 0.00 |
| Adjusted Earnings Per share (Rs.) | --- | ---- |

23. **Cash Flow Statement:**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

24. **Partnership Firm operations:**

The accounts of the company reflects its Investments and Income & Expenditure from Partnership firm which are accounted on the basis of the accounts of the firm M/s Lypsa Gems on line-by-line basis with similar items in the company's accounts to the extent of the participating interest of the company as per partnership deed. The company has also invested USD \$ 14000 in its 100% foreign subsidiary company Lypsa Gems & Jewellery DMCC (P.Y. US\$ 14000).

25. **Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Shares:

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|---|-----------------------------------|-----------------------------------|
| | No. of Shares | No. of Shares |
| Equity shares at the beginning of the year | 2,94,84,000 | 2,94,84,000 |
| Add : Bonus shares issued by Capitalization of Securities Premium Account | NIL | NIL |
| Add : Shares issued at Premium | NIL | NIL |
| Equity shares at the end of the year | 2,94,84,000 | 2,94,84,000 |

Equity Capital:

| Particulars | As at 31 st March 2022 | As at 31 st March 2021 |
|--|-----------------------------------|-----------------------------------|
| | Amount of Equity Capital (Rs.) | Amount of Equity Capital (Rs.) |
| Amount for Equity share capital at the beginning of the year | 29,48,40,000 | 29,48,40,000 |
| Add : Amount for Bonus shares issued by Capitalisation of Securities Premium Account | NIL | NIL |
| Add : Amount for shares issued at Premium | NIL | NIL |
| Amount for Equity share capital at the end of the year | 29,48,40,000 | 29,48,40,000 |

26. Details of shares held by each shareholder holding more than 5% shares:

| Name of Shareholder | As at March 31 st , 2022 | | As at March 31 st , 2021 | |
|--------------------------|-------------------------------------|--------------|-------------------------------------|--------------|
| | No. of Shares | % of Holding | No. of Shares | % of Holding |
| Manish Jaysukhlal Janani | 53,32,250 | 18.09 | 53,32,250 | 18.09 |
| Dipen Babubhai Patwa | 53,92,250 | 18.29 | 53,92,250 | 18.29 |

27. **Short term Borrowings:**

Loans and advances from related parties:

| Particulars | Current Year | (Rs. In Lacs) Previous Year |
|--------------------------------|--------------|--------------------------------|
| Unsecured Loans from Directors | 1338.53 | 2060.46 |

28. **Investments:**

Investment in Partnership Firm:

| Name of Firm | As at March 31 st , 2022 | As at March 31 st , 2021 |
|-----------------|-------------------------------------|-------------------------------------|
| M/s Lypsa Gems | | |
| Fixed Capital | NIL | NIL |
| Current Capital | NIL | NIL |

29. **Long Term Loans & Advances:**

| Particulars | As at March 31 st , 2022 | As at March 31 st , 2021 |
|-------------------------------------|-------------------------------------|-------------------------------------|
| Security Deposits – Considered Good | NIL | Rs. 2,29,171/- |

30. **Cash & Cash Equivalents :**

| Particulars | As on March 31 st , 2022 | As on March 31 st , 2021 |
|-----------------------------------|-------------------------------------|-------------------------------------|
| Balance in Current Accounts | Rs. 11,30,749.05 | Rs. 46,271.56 |
| Balance in Unclaimed Dividend A/c | Rs. 43,61,879.87 | Rs. 43,61,879.87 |

31. In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated, if realized in the ordinary course of business. The provision for all known liabilities is adequate and is not in excess of the amounts reasonably necessary.
32. The Balances of Debtors, Creditors, Loans and advances are subject to reconciliation and confirmation.
33. Balance of Unsecured Loans includes interest charged on such loans, wherever applicable.
34. The information required under Section 134 of the Companies Act, 2013 read with Companies Employees Amendment Rules, 2011 is not given as there was no employee in receipt of salary exceeding Rs 5,00,000 per month or Rs 60,00,000 or more per annum.
35. As defined in "The Micro, Small and Medium Enterprises Development Act, 2006", there are no amounts payable to any Micro and Small-Scale Enterprises / Undertaking.
36. Previous year figures have been regrouped and rearranged wherever necessary to make them comparable with those of current year.
37. There are certain uncollected dues/receivables in foreign currency which are outstanding for a period of more than six months as on Balance sheet date. The amount of foreign currency receivables outstanding for more than six months is Rs. 89,03,84,073/- (P Y Rs. 80,50,14,873/-). However Rs. NIL (P Y Rs. NIL) is received after the balance sheet date.
38. The company has made an investment of USD \$ 14000 in its 100% Foreign subsidiary company M/s Lypsa Gems & Jewellery DMCC (P.Y. US\$ 14000) and subsidiary has earned profit/loss of Rs. (-) 15,62,460/- (P.Y. Rs. (-)25,74,19,034/- for the 2021-22.
The Net profit earned for the year 2020-21 from partnership firm M/s Lypsa Gems of Rs. NIL (P.Y.NIL) is debited to share of profit in companies current capital account.
39. The company has outstanding unclaimed dividend of Rs. 7,49,900/- for the year 2009-10, Rs. 8,27,000/- for the year 2010-11, Rs. 5,61,855/- for the year 2011-12, Rs 4,33,587/- for F.Y. 2012-13, Rs.14,30,020/- for 2013-14 and Rs.3,33,282/- for 2014-15. The company has unclaimed fraction shares of Rs.3,436/-. As per provisions, the company is required to deposit a sum of Rs.7,49,900/- towards unclaimed dividend for 2009-10 & Rs. 8,27,000/- for 2010-11 Rs. 5,61,855/- for 2011-12 & Rs.4,33,587/- for F.Y.2012-13, Rs.14,30,020/- for 2013-14 and Rs.3,33,282/- for 2014-15 to Investor education and protection fund. The company has not deposited the same.

Signature to Schedule 1 to 24
As per our report of even date

For M/s. D G M S & Co.
Chartered Accountants

(Atul Doshi)
Partner
FRN:112187W
Place: Mumbai
Dated: 30th May 2022

LYPSA GEMS & JEWELLERY LIMITED.
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE
PURSUANT TO PART -IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956.

I REGISTRATION DETAILS

Registration No. : 28270 State Code : 04
 Balance Sheet Date : 31-03-2022

II CAPITAL RAISED DURING THE YEAR (AMOUNT IN RUPEES)

Public Issue : NIL Right Issue : NIL
 Bonus Issue : NIL Private Placement : NIL

III POSITION OF MOBILISATION AND EMPLOYMENT OF FUNDS
(AMOUNT IN LACS)

TOTAL LIABILITIES : 8,582.82 TOTAL ASSETS 8,582.82

SOURCES OF FUNDS :

Paid up Capital : 2,948.40 Reserves & Surplus : 225.54
 Secured Loans : - Unsecured Loans : 1,338.53
 Deferred Tax Liability 29.35

APPLICATION OF FUNDS :

Net Fixed Assets : 341.83 Investments 7.49
 Net Current Assets : 18.01 Misc. Expenditure -
 Accumulated Losses : -

IV PERFORMANCE OF THE COMPANY (AMOUNT IN LACS) :

Turnover/other : 1,402.40 Total Expenditure 1,398.17
Income

Profit Before tax : 4.23 Profit After tax : 7.03

Earning Per Share 0.00 Dividend rate : NIL
(In Rupees)

GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY
(AS PER MONETARY TERMS)

Product Description

I) Manufacturing & trading in diamonds

FOR LYPSA GEMS & JEWELLERY LIMITED

| | |
|------------------|------------------|
| S/d | S/d |
| DIPAN PATWA | JEEYAN D. PATWA |
| CHAIRMAN | DIRECTOR |
| DIN - 02579405 | DIN - 02579461 |
| DATE: 30/05/2022 | DATE: 30/05/2022 |

LYPSA GEMS & JEWELLERY LIMITED

CIN: L28990GJ1995PLC028270

Reg. Office: WING A, 2ND BLOCK, 202-302, ORCHID COMPLEX, CHHAPI-PIROJPURA ROAD, CHHAPI, VADGAM BANAS KANTHA-385210

27TH ANNUAL GENERAL MEETING on 30.09.2022 at 11.00 a.m. at Office Wing A, 2nd Block, 202-302, Orchid Complex, Opp. HDFC Bank, Chhapi-Pirojpur Road, Chhapi, Vadgam Banas Kantha - 385210

| | | |
|-----------------|--|--|
| DP. Id* | | Name & address of the registered shareholder |
| Client Id* | | |
| Regd. Folio No. | | |

* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a registered shareholder / proxy for the registered shareholder of the Company. I/We hereby record my/our presence at the 27th Annual General Meeting of the Company.

Signature of Member/s/ Proxy

NOTE: A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

PROXY FORM

Form No MGT-11

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the companies (Management and Administration) Rules, 2014)

| | |
|---------------------|--|
| CIN | L28990GJ1995PLC028270 |
| Name of Company | LYPSA GEMS & JEWELLERY LIMITED |
| Reg. Office Address | Wing A, 2nd Block, 202-302, Orchid Complex, Opp. HDFC Bank, Chhapi-Pirojpur Road, Chhapi, Vadgam Banas Kantha - 385210 |
| Name of the Member | |
| Registered Address | |
| E Mail Id | |
| Folio No./Client ID | |

I/We, being the member (s) of LYPSA GEMS & JEWELLERY LIMITED hereby appoint

| | | | |
|-----------|-----------|--|--|
| Name | | | |
| Address | | | |
| E mail Id | Signature | | |

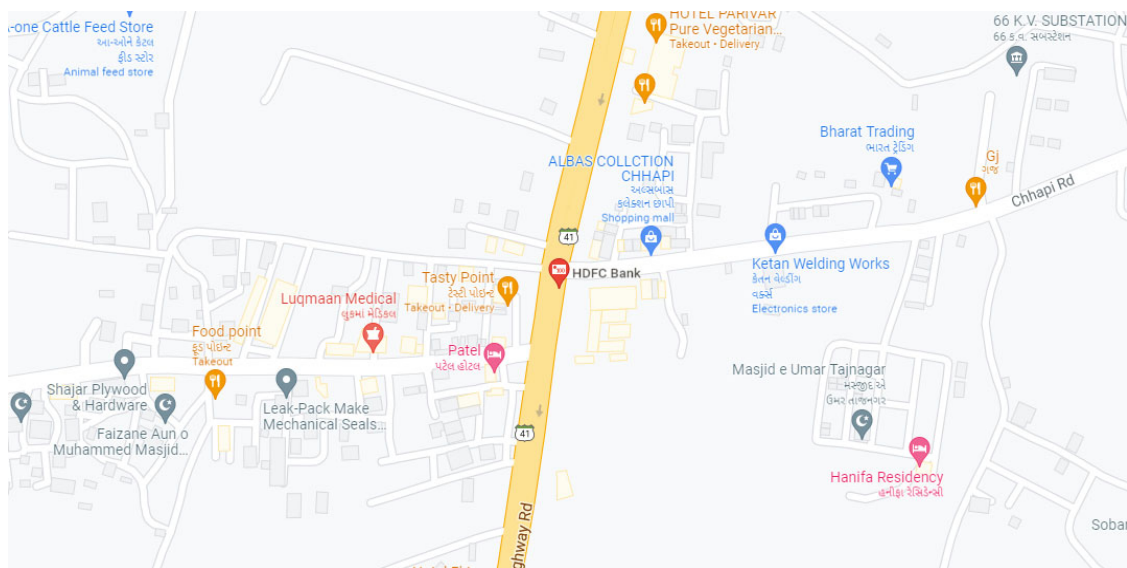
OR FAILING HIM

| | | | |
|-----------|-----------|--|--|
| Name | | | |
| Address | | | |
| E mail Id | Signature | | |

OR FAILING HIM

| | | | |
|-----------|-----------|--|--|
| Name | | | |
| Address | | | |
| E mail Id | Signature | | |

Route Map to the venue of the AGM



As my/ our Proxy to attend and vote for me/us on my/ our behalf at the 27th Annual General Meeting of the Company to be held on 30.09.2022 at 11:00 a.m. at **Wing A, 2nd Block, 202-302, Orchid Complex, Opp. HDFC Bank, Chhapi-Pirojpur Road, Chhapi, Vadgam Banas Kantha - 385210** and at any adjournment thereof and respect of such resolution mentioned below:

BALLOT FORM

| Resolution No. | Resolution | Nature of Resolution | *Optional | |
|--------------------------|--|----------------------|-----------|---------|
| | | | For | Against |
| Ordinary Business | | | | |
| 01 | To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon. | Ordinary | | |
| 02 | To appoint a Director in place of Mr. JEEYAN DIPAN PATWA (DIN-02579469), who retire by rotation and being eligible, offers himself for re- appointment. | Ordinary | | |
| 03 | To appoint Auditor and to fix their remuneration | Ordinary | | |

Signed on thisday of2022.

Affix
Revenue
Stamp

Signature of shareholder/ Signature of Proxy

NOTE:

- 1 This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2 For the Resolution, Explanatory Statement and Notes, please refer to Notice of the Annual General Meeting forming part of the Annual report.
- 3 *It is Optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitle to vote in the manner as he/she thinks appropriate.

BOOK-POST

To,

If undelivered, please return to:

LYPSA GEMS & JEWELLERY LIMITED

**Reg. Office: Wing A, 2nd Block, 202-302, Orchid Complex, Opp. HDFC Bank, Chhapi-Pirojpara Road, Chhapi, Vadgam
Banas Kantha - 385210**