




Date: 30.08.2014

FORM A**(Pursuant to Clause 31(a) of the Listing Agreement)**

1.	Name of the Company	Narbada Gems and Jewellery Limited
2.	Annual Financial Statements for the year ended	31.03.2014
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	N. A.

For Narbada Gems and Jewellery Limited

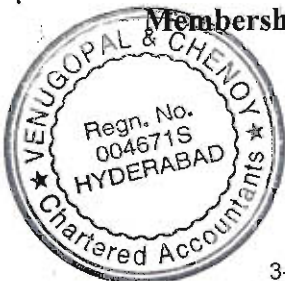

(Sanjay Kumar Sanghi)
Managing Director
DIN: 00629693


(Ritesh Kumar Sanghi)
Director
DIN: 00628033

**For Venugopal & Chenoy,
Chartered Accountants**



(CA P. V. Sri Hari)
Partner
Membership No. - 21961

**Corporate Office**

3-6-290/18, 1st Floor, Sadana Building, Hyderguda, Hyderabad - 500 029, A. P. India,
Ph : +91 -40-66668211, Fax : 91 -40-23223124. www.narbadajewellery.com, info@narbadajewellery.com



Narbada
Gems & Jewellery Limited



22nd
ANNUAL REPORT
2013-14

GREEN INITIATIVE IN CORPORATE GOVERNANCE

Dear shareholders,

The Ministry of Corporate Affairs ("MCA") vide its circulars dated 21.04.2011 and 29.04.2011 has taken a "Green Initiative in Corporate Governance" thereby allowing companies to serve electronic documents to its shareholders.

Environment conservation and sustainable development are continuously on your Company's radar and therefore your Company supports MCA in this initiative. Accordingly, henceforth, we propose to send documents such as notices of general meeting(s), annual reports and other communications to the shareholders through e-mail. Please note that all such documents shall be kept open for inspection at the registered office of the Company during the office hours.

We solicit your valuable cooperation and support in our endeavor to contribute our bit to the environment. You are requested to please fill the details in the format provided below. Please note that the fields marked "*" are mandatory to fill.

Registered Folio or DP Id - Client ID *

Full Name *

Email ID *

Contact no. :

Declaration: (Select whichever is applicable) *

I agree to receive the communication through e-mail

I agree to receive the communication through physical mode

In case there is any change in your e-mail ID or any other details, please e-mail us the details at comsec@narbadajewellery.com or contact us. In case of shares held in electronic form, you are requested to inform your DP as well.

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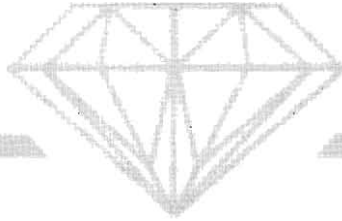


BOARD OF DIRECTORS

Shri Hanumanth Rai Sanghi	- Chairman Emeritus
Shri Sanjay Kumar Sanghi	- Managing Director
Shri Ritesh Kumar Sanghi	- Director
Shri Vinod Agarwal	- Director
Shri Ram Prasad Vempati	- Director
Shri Siddharth Goel	- Director
Smt. Bhavna Sanghi	- Additional Director
Shri Sanjay Kumar Sanghi	- Compliance Officer

REGISTERED OFFICE

"Sadana Building, 1st Floor,
3-6-290/18, Hyderguda
Hyderabad-500029



AUDITORS

M/s Venugopal & Chenoy
Chartered Accountants
Tilak Road, Hyderabad

BANKERS

State Bank of India
Commercial Branch
Koti, Hyderabad

DEPOSITORY REGISTRAR & SHARE TRANSFER AGENTS

M/s CIL SECURITIES LIMITED
208, Raghav Ratna Towers
Chirag Ali Lane, Abids
Hyderabad-500001
Phone: 23202465 Fax 040-23203028
E-mail: cilsec@rediffmail.com

Narbada Gems & Jewellery Limited

NOTICE

Notice is hereby given that 22nd Annual General Meeting of Members of M/s NARBADA GEMS & JEWELLERY LIMITED will be held on Saturday, the 23rd September, 2014, at 3.30 P. M. at Rajasthani Graduates Association, "Snatak Bhavan", 5-4-790/1, 1st Floor, Abids, Hyderabad, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, and Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ritesh Kumar Sanghi who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Shri Vinod Agarwal who retires by rotation and being eligible offers himself for reappointment.
4. To appoint the Auditors and fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Smt. Bhavna Sanghi, who has been appointed as Additional Director on the Board of the Company and who holds office upto the date of this Annual General Meeting pursuant to Section 161(1) and proviso under Section 149(1) of the Companies Act, 2013 and in respect of whom Company has, under Section 160, received notice in writing proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation as the Minority Women Director for a consecutive period of Three years."

"RESOLVED FURTHER THAT The Board of Director of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed expedient to give effect to the above resolution."

6. To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the Section 188(1)(a), and other applicable provisions, if any of the Companies Act, 2013, the approval of the members be and is hereby accorded to enter into transaction with M/s Sanghi Jewellers Private Limited, for a period from 01.10.2014 to 30.09.2015, for supply of various manufactured products and rendering job work and allied services for a total value of Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) during the proposed period between the Company and M/s Sanghi Jewellers Private Limited as under:

S. No.	Name of the Contracting Party	Period of Contract	Total Value of Contract (Rs.)
1.	Sanghi Jewellers Private limited	01.10.2014 - 30.09.2015	25,00,00,000/-

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to enter into contract for and on behalf of the Company with M/s Sanghi Jewellers Private Limited for purchase of various manufactured products and job work services and to make necessary entries in the Register of Contracts maintained under Section 189 of the Companies Act, 2013 and to do all such acts, deeds and things as may be necessary in this regard to give effect to the above resolution."

7. To consider and if thought fit to pass with or without modification(s), the following resolution as ordinary resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time and Articles of Association of the Company, Shri Ram Prasad Vempati (DIN: 01903161), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 23.09.2014."

8. To consider and if thought fit to pass with or without modification(s), the following resolution as ordinary resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time and Articles of Association of the Company, Shri Vinod Agarwal (DIN: 00914894), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 23.09.2014."

9. To consider and if thought fit to pass with or without modification(s), the following resolution as ordinary resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time and Articles of Association of the Company, Shri Siddharth Goel (DIN: 03022978), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 23.09.2014."

By order of Board

Date: 25.08.2014

**Place: 3-6-290/18, First Floor,
Sadana Building, Hyderguda,
Hyderabad – 500 029**

**SANJAY KUMAR SANGHI
MANAGING DIRECTOR**

DIN: 00629693

**Address: 8-2-686/DR/7, Road No. 12,
Banjara Hills, Hyderabad, 500034,**

NOTES:-

1. Any Member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 17th September, 2014 to 23rd September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
3. All correspondence and share transfer documents must be addressed to the Share Transfer Agents.
4. Member who hold shares in dematerialized form are requested to bring their clients Id and DPID number for easy identification of their attendance at the meeting.
5. Members holding the shares in physical and electronic form are required to inform immediately the changes, if any, in their address of Share Transfer Agents.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
7. Instructions for e-voting facility being provided through CDSL are given elsewhere in the Notice.

8. Voting through electronic means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means, as an alternative to vote physically at the Annual General Meeting (AGM), and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes cast physically at the meeting shall be treated as invalid.

9. Shri Ajay S. Shrivastava, Practicing Company Secretary has been appointed as "Scrutinizer" for the Special business mentioned to be conducted by e-voting.
10. The Results of the e-voting will be declared by the Directors on Tuesday the 23rd September, 2014 at 3.30 PM. at Rajasthani Graduates Association, "Snatak Bhavan", 5-4-790/1, 1st Floor, Abids, Hyderabad.
11. The Explanatory Statement under Section 102(1) of the Companies Act, 2013 in respect of Item No. 5, 6, 7, 8 and 9 is annexed herewith.

12. The details pertaining to Directors liable to retire by rotation and directors proposed to be appointed/ reappointed as required to be provided pursuant to the Listing Agreement with the Stock Exchanges are as follows:

Shri Ritesh Kumar Sanghi, aged about 42 years, has rich and varied experience in the field of production processes in which the Company is engaged, as well as in strategy formulation, management. He has an experience of more than 22 years in the field of jewellery industry.

His directorships held in other public companies as on 31.03.2014 are:

1. Uday Jewellery Industries Limited
2. Trisa Retail Limited

Shri Vinod Agarwal, aged about 60 years has rich and diverse experience in the areas of Strategic Management. He is also a Member of the AP Chamber of Commerce.

His directorships held in other public companies as on 31.03.2014 are:

1. Kaveri Projects Limited

Smt. Bhavna Sanghi, aged about 41 years has a varied experience in the field of jewellery designing and expert knowledge in gemology.

Her directorships held in other public companies as on 31.03.2014 are:

1. Trisa Retail Limited

Shri Ram Prasad Vempati, aged about 57 years has rich and diverse experience in the field of Accountancy, Finance and Business Administration. He has an experience of more than 20 years in the field of Finance and Accounting.

His directorships held in other public companies as on 31.03.2014 are:

1. Uday Jewellery Industries Limited
2. R.V.K. Enterprises and Exports Limited
3. Vempati Enterprises Private Limited

Shri Siddharth Goel, aged about 29 years has a rich and varied experience in Business Administration and Strategic Management.

His directorships held in other public companies as on 31.03.2014 are:

1. Uday Jewellery Industries Limited

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 5:

The Board of Directors of the Company had appointed Smt. Bhavna Sanghi as an Additional Director on the Board of the Company at its Meeting held on 14.05.2014. Her term of Office expires on the date of the ensuing Annual General Meeting. A notice, under Section 160 of the Companies Act, 2013, has been received from a Member of the Company proposing her candidature to be appointed as a Director of the Company. Hence, the resolution is being placed before the Members for its approval.

The Board recommends for the approval of the resolution.

None of the Directors of the Company are in any way concerned or interested in the proposed resolution.

Item No. 6:

The Members are informed that with intent to continue to support the growth and stability of the business of the Company, the promoters wish to enter into various contracts for purchase of products and to provide Job work services with the company's Associate concerns which belong to the promoter group. In this effort, M/s Sanghi Jewellers Private Limited, an associate concern of the Company wherein the two Promoter Directors of Narbada Gems and Jewellery Limited namely Shri Sanjay Kumar Sanghi and Shri Ritesh Kumar Sanghi are also the Promoter directors of M/s Sanghi Jewellers Private Limited, which has been assisting the Company for the past four years in its business growth. In the light of the successful mutual business relationship, they have proposed to assist in the growth of the Company.

The Promoter group directors Shri Sanjay Kumar Sanghi and Shri Ritesh Kumar Sanghi are the interested persons in these contracting entity namely Sanghi Jewellers Private Limited and therefore the Company is required to seek approval of the members of the Company pursuant to Section 188(1)(a) of the Companies Act, 2013 for entering into such contracts.

The Board recommends for the approval of the resolution.

None of the Directors of the Company other than Shri Sanjay Kumar Sanghi and Shri Ritesh Kumar Sanghi, being interested Directors, and Smt. Bhavna Sanghi - relative of Promoter, is in any way concerned or interested in the proposed resolution.

Item No. 7, 8 and 9:

In compliance with the requirements of Clause 49 of the Listing Agreement, the Company appointed Shri Ram Prasad Vempati, Shri Vinod Agarwal and Shri Siddharth Goel as the Independent Directors of the Company.

Section 149 of the Companies Act, 2013 (which came in to effect from 01.04.2014) provides that, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. Also, Section 149(10) of the Act provides that an independent director shall hold office for a term up to five consecutive years on the Board of a Company. Therefore, in accordance with the said provisions, the Board of Directors of the Company has recommended the appointment of these directors as Independent Directors for a period of 5 years effective from the date of this Annual General Meeting.

The Company has received a declaration from Shri Ram Prasad Vempati, Shri Vinod Agarwal and Shri Siddharth Goel, that they meet the criteria of independence as provided under section 149(6) of the Act.

A brief profile of the aforementioned Independent Directors is given elsewhere in the Notice.

The Board recommends for the approval of the resolution.

VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members with the facility to exercise their right to vote by electronic means, as an alternative to vote physically at the Annual General meeting (AGM) and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their votes exercising both the options i.e. physically and e-voting, then votes cast through e-voting shall be only taken into consideration and treated as Valid whereas votes cast physically at the meeting shall be treated invalid. The cut-off date to ascertain the Members for the purpose is 2nd September, 2014.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Narbada Gems & Jewellery Limited

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. * In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> * Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Narbada Gems and Jewellery Limited on which you choose to vote.

- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on **Forgot Password & enter the details as prompted by the system.**
- ◆ Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - ◆ They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - ◆ After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - ◆ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ◆ They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 18.09.2014 (9.00 A.M.) and ends on 20.09.2014 (6.00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Narbada Gems & Jewellery Limited

- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cDSLindia.com.

By order of Board

Date: 25.08.2014

Place: 3-6-290/18, First Floor,
Sadana Building, Hyderguda,
Hyderabad – 500 029

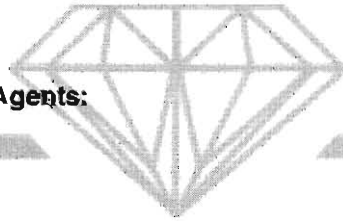
SANJAY KUMAR SANGHI
MANAGING DIRECTOR

DIN: 00629693

Address: 8-2-686/DR/7, Road No. 12,
Banjara Hills, Hyderabad, 500034,

Registrar & Share Transfer Agents:

CIL Securities Limited,
214, Raghava Ratna Towers,
Chirag Ali Lane, Abids,
Hyderabad - 500001
Ph. No. 040-23202465
Fax No. 040-23203028
Email: cilsec@rediffmail.com



DIRECTORS' REPORT

To,
The Members

Your Directors have pleasure to present the Twenty Second Annual Report of the Company together with the Audited Accounts of Your Company for the year ended 31st March, 2014.

FINANCIAL RESULTS

Your Company's performance during the year 2013-2014 is summarized below:

(Rs. in Lakhs)

Particulars	2013-14	2012-13
Sales	1615.72	884.32
Other Income	0.00	2.10
Total Income (1+2)	1615.72	886.42
Expenditure	1561.80	835.59
Profit before Tax	53.92	50.83
Tax Expense	10.56	10.17
Profit after Tax	43.36	40.66
Earnings Per Share	0.80	0.75

BUSINESS REVIEW

Your Directors wish to inform you that despite volatile regulatory environment and inflationary pressure, your Company continues to grow strongly. For the financial year ended 31st March, 2014, your Company earned a turnover of Rs. 1615.72 Lakhs as against the turnover of the previous year of Rs. 884.32 Lakhs. This is due to rise in the demand for the Company's products in the market.

The Company plans to diversify its product line by penetrating the field of manufacturing diamond jewellery which has shown a steady upward trend in the past few years. The promoters of the Company have rich knowledge and experience in this sector, supported by a specialized workforce to carry on the manufacturing of diamond jewellery. For this purpose, the Company wishes to set-up a separate manufacturing unit.

DIVIDEND:

Due to inadequate profits and in order to conserve resources for expanding the business, your Directors have opined to not recommend any dividend for the year 2013 - 14.

DIRECTORS

Shri Ritesh Kumar Sanghi and Shri Vinod Agarwal retire by rotation at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment. Their respective profiles are given elsewhere in the report. Your Directors recommend their re-appointment.

Smt. Bhavna Sanghi was appointed as Additional Director on the Board of the Company whose term expires at the ensuing Annual General Meeting. The Board recommends her appointment as a Minority Women Director on the Board of the Company, liable to retire by rotation.

Narbada Gems & Jewellery Limited

FIXED DEPOSITS

Your Company has not accepted any fixed deposits from public during the year.

AUDITORS

M/s. Venugopal & Chenoy, Chartered Accountants, the present statutory auditors of the Company hold office until the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment. The comments made by the Auditors in their report, if any, have been dealt with in the Notes on Accounts and do not require further comments from Board of Directors.

In accordance with the Companies (Audit & Auditors) Rules, 2014, they are eligible for appointment for next Six years, to be ratified every year, as they have been the Auditors since 2007. The Board recommends their re-appointment.

DIRECTOR'S RESPONSIBILITY STATEMENT:

The Directors confirm:

- (i) that in the preparation of the Annual Accounts for the year ended on 31st March 2014, the applicable accounting standards have been followed and that no material departures have been made from the same;
- (ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the 31st March 2014 and of the profit for that period;
- (iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Directors have prepared the annual accounts for the year ended on 31st March 2014, ongoing concern basis.

INDUSTRIAL AND PERSONNEL RELATIONS:

The relationship between the management and the staff continued to be cordial.

PARTICULARS OF EMPLOYEES:

In pursuance of the provisions of Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975, as amended, the Directors are to report that no employee was in receipt of emoluments as provided in the said Section.

ADDITIONAL INFORMATION AS REQUIRED U/S 217 (1) (e) OF THE COMPANIES ACT, 1956:

The statement giving particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 217(1)(e) of the Companies Act,

1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, is attached to the report.

LISTING:

The shares of your Company are listed on the Bombay Stock Exchange Limited, Madras Stock Exchange Limited and the Delhi Stock Exchange Association Limited. The Company has duly complied with all the applicable provisions of the Listing Agreement. Madras Stock Exchange Limited has informed that the Exchange is closing soon as no trading is being carried on.

SUBSIDIARIES:

There are no subsidiaries to the Company as on date of the report.

CODE OF CONDUCT

The Company has adopted a uniform Code of Conduct for Directors and Senior Management Personnel to ensure ethical standards and further compliance to such standards. The object of the code is to conduct the Company's business ethically with responsibility, integrity, fairness, transparency and honesty. The code of conduct of the Company is published on the website of the Company.

INSURANCE

The properties and assets of your Company are adequately insured.

CORPORATE GOVERNANCE CODE:

The Code of Corporate Governance promulgated by Securities and Exchange Board of India is being implemented by your Company on a continuous basis. The Code of Corporate Governance as per Clause 49 of the Listing Agreement is attached herewith. The Compliance Certificate on Corporate Governance received from the Statutory Auditors is also given as an Annexure to this report.

ACKNOWLEDGEMENT

Your Directors take this opportunity to express their gratitude for the assistance and co-operation extended by Government Authorities, Bankers and other business associates along with our esteemed Shareholders and employees.

Dated: 25.08.2014

Place: 3-6-290/18, 1st Floor,
Sadana Building, Hyderguda,
Hyderabad - 500029

For and on behalf of Board of Directors

(Sanjay Kumar Sanghi)
Managing Director

DIN: 00629693

Address: 8-2-686/DR/7,
Road No. 12, Banjara Hills,
Hyderabad, 500034

(Ritesh Kumar Sanghi)
Director

DIN: 00628033

Address: 8-2-686/DR/7,
Road No. 12, Banjara Hills,
Hyderabad, 500034

ANNEXURE - 1

INFORMATION PURSUANT TO THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS' RULES, 1988

- a) Energy Conservation Measures taken: **Not Applicable** as Company is in the business of Jewellery manufacturing and trading which are more dependent on Human skill than power consumption.
- b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy : **Nil**
- c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods : **Not Applicable**

FORM-A

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

Particulars	2013 - 14	2012 - 13
A. POWER AND FUEL CONSUMPTION:		
Electricity		
a) Purchased : Units (KWH)	21451	16187
Total Amount (Rs.)	221594.00	135541.00
Rate/Unit (Rs.)	10.33	8.373
b) Own Generation		
Through diesel generator: Units (KWH Units per liter of diesel oil Cost per Unit (Rs.)	Nil	Nil
B. CONSUMPTION PER UNIT OF PRODUCTION:		
Electricity consumption	NA	NA

FORM B

DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION

- A. Research And Development (R&D) : Not Applicable
- B. Technology absorption, adaptation and innovation Not Applicable

FORM - C

FOREIGN EXCHANGE EARNINGS AND OUTGO

(in Rupees)

Particulars	2013-14	2012-13
a) Foreign Exchange earned	Nil	Nil
b) Foreign Exchange used	Nil	Nil

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We submit herewith the Management discussion and analysis report on the business of the Company as applicable to the extent relevant.

Industry Structure:

The Indian Jewellery Industry is growing with a whopping rate and boom in the domestic and exports of Indian jewellery, these shining materials of India brings more sparkle to the economy. The gems and jewellery industry occupies an important position in the Indian economy. The gems and jewellery sector has been playing a very important role in the Indian economy and contributes about six-seven per cent to the country's gross domestic product (GDP), apart from large scale employment generations and foreign exchange earnings (FEE). Sensing its immense potential, the Government of India has declared the sector as a thrust area for export promotion.

It is a leading foreign exchange earner, as well as one of the fastest growing industries in the country. Exports of Gems and jewellery make India the second major foreign exchange earner for the country. The Industry contributes over 15% of the total exports of country and provides employment to 1.3 million people directly and indirectly. In FY 2013-14, the Indian gems and jewellery sector contributed US\$ 34,746.90 million to India's FEE. The contribution of gold jewellery is about 80% of the total jewellery market, with the balance comprising fabricated studded jewellery, which includes diamonds as well as gemstone studded jewellery.

The financial year 2013-14 saw an increase of 12.65 per cent in export of cut and polished diamonds with the segment reaching US\$ 19,635 million. The industry also saw an increase of 11.98 per cent in imports of rough diamonds with figures of US\$ 16,716 million, suggesting a growth in cutting, polishing and other manufacturing activities in the country.

Indian jewellery industry is supported by Government policies and the banking sector, Gold jewellery exports from India increased for a second straight month in March 2014 as raw material supply improved following the Reserve Bank of India's (RBI) ruling to allow more banks to import bullion, with industry analysts also saying that the positive trend will sustain.

Opportunities and Threats**Opportunities:****Entering New Markets:**

The sector is exploring new locations to diversify business and to minimize the risk. Russia, Middle East and China are few of the emerging destinations that are witnessing an increase in jewellery demand. The Indian gems and jewellery players can tap these countries to diversify and increase their business.

Cutting and Polishing of Large-Sized Diamonds

India is one of the leading diamond processing centers of the world. India's vast, low cost and extremely skilled workforce provides it with a competitive edge over other countries. By moving up the value chain and processing larger stones, India can further increase its value share in total exports.

Value Addition

There exists a huge opportunity for Indian players to do value addition to the processed diamonds and to export diamond studded jewellery. India has an advantage of manufacturing affordable diamond jewellery for the world market.

Jewellery Retail

The Indian retail sector provides an excellent opportunity for the Indian players to manufacture and sell their jewellery through the retail channels that are fast catching up in the Indian markets.

Narbada Gems & Jewellery Limited

Outsourcing Hub

India can become an outsourcing hub for designing and manufacturing jewellery. There is an increased trend of outsourcing designing and manufacturing of jewellery from India by global retail players.

Government incentives:

Indian jewellery Industry is supported by Government policies and the banking sector, Gold jewellery exports from India increased for a second straight month in March 2014 as raw material supply improved following the Reserve Bank of India's (RBI) ruling to allow more banks to import bullion, with industry analysts also saying that the positive trend will sustain.

Threats

Unorganized Sector

The gems and jewellery sector in India is unorganized and fragmented. Around 90% of the players operate in the unorganized sector mostly in family-run operations. The nature of the sector prevents it from achieving economies of scale.

Predominance of the US market

The Indian gems and jewellery sector is pre-dominantly dependent on the US markets, which is its top export destination. The growth of gems and jewellery sector is heavily dependent on the growth of demand in the US market.

Exchange Rate/Currency Risk

The gems and jewellery sector is affected by the rupee/dollar exchange rate because it is export-oriented. Any volatility in the exchange rates affects the margins of the players.

High Level of Inventories

As the gems and jewellery sector is highly dependent on imports for its raw materials, the players have to maintain a high level of inventory. However, maintaining this inventory becomes difficult for the players during the slack season, as it carries inventory price risk.

Competition from Other Luxury Goods

With the increase in disposable income and the change in standard of living, the demand for luxury goods such as perfumes, consumer electronics, leather, automobile, gadgets etc are also increasing. The gems and jewellery sector is experiencing competition from these luxury goods, which is eating into the market share of the sector.

Global Economic Slowdown

The global economic slowdown has hit the Indian gems and jewellery sector hard. As the sector was primarily dependent on exports to the US and European countries, the meltdown in these countries affected the gems and jewellery sector to a great extent. The players faced issues relating to inventory build-up and liquidity pressure.

Synthetic Diamonds

The sector also faces a challenge in the form of integration of synthetic or man-made diamonds. With the advent of technology, it is difficult to differentiate between natural and synthetic diamonds. It may so happen that the synthetic diamonds are passed on as real diamonds and in the long run, this could affect the credibility of the sector. Further, as synthetic diamonds are much cheaper and identical to the man-made diamonds, these diamonds may find a clientele that is a substitute to the natural diamond and may end up eating into the market share of the diamond industry.

OUTLOOK

The Company's performance during the last financial year 2013-2014 was convincingly better than the earlier year 2012-2013. The Company is working towards improvising the performance even better by aiming for ambitious growth targets through various initiatives, constant exploration of new consumer segments and starting its own manufacturing division using the advanced and latest

technologies so as to effectively meet the changing lifestyle and preferences of consumers.

RISKS AND CONCERNS:

Risk is the most inevitable characteristic of any business. One of the potential risk factor is the fluctuations in the prices of gold, silver and other precious and semi precious metals. The demand for gold may be stagnant if gold prices rule high and continue to be volatile. The competition is getting more local and regional with large players and organized retailers getting into the business. The Company is also subject to international market and regulatory risks. The international prices are largely governed by movements at major bullion exchanges of London, New York, Tokyo and others.

The fast changing consumer taste and fashion is also a constant risk in the business. Evolution of rapidly increasing varied types of branded fashion and ethnic jewellery pose a tough competition for the Company which in turn may affect the turnover and profitability of the Company. The Board is at it verge trying to mitigate and minimize these risks by constantly studying the market demand and changing the variety of products it delivers to its customers.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The internal control systems are aimed at promoting operational efficiencies. The Company is conducting internal audit with its own staff, at regular intervals to ensure that:

- a) Transactions are executed in accordance with the Company's policies and authorizations.
- b) Deployment of funds is in accordance with the Company's policies and Budgets.

The Audit committee with three independent and non-executive directors meets regularly to investigate any matter relating to the internal control system and reviews the Internal Audit. The committee reviews the quarterly and half yearly financials before they are submitted to the Board of Directors.

The Company has put in place sufficient systems to ensure that assets are safeguarded against loss from unauthorized use or disposition. Also an exhaustive Budgetary Control system is in place to monitor capital related as well as other costs against Budgets on an ongoing basis.

FINANCIAL CONDITION:

Share Capital

During the year under review Company has not allotted any Equity Shares out of unissued capital.

Secured Loans

The Company has not borrowed any Secured loans as at 31st March, 2014.

Fixed Assets

Fixed Assets (Net Block) is Rs. 9.51 Lakhs during the financial year.

HUMAN RESOURCES:

The Company strongly believes that a right workforce makes all the difference in catapulting an organization to the highest echelons of success and achievement. Our workforce, thus, is a blend of cohesive and effective knowledge workers, one that is flexible. Working together, we intend to develop and hone a workforce strategy that will be integral to the business strategy of our customers.

CAUTIONARY STATEMENT:

Statement made in Management Discussion and Analysis report which seeks to describe the Objectives, projections, estimates, predictions may be considered to be forward looking statements and are stated as required by applicable laws and regulations. Actual results could differ from those expressed or implied and are determined by many factors including global and domestic demand - supply conditions, process, raw materials availability, tax laws, governmental policies and other statutes which may affect actual results which may be different from what the Directors envisaged in terms of future performance and outlook.

Dated: 25.08.2014

Place: 3-6-290/18, First Floor,
Sadana Building, Hyderguda,
Hyderabad - 500 029

Sd/-

SANJAY KUMAR SANGHI
MANAGING DIRECTOR

REPORT ON CORPORATE GOVERNANCE**1. Company's Philosophy On Corporate Governance:**

Corporate Governance for the Company means achieving high level of accountability, efficiency, responsibility and fairness in all areas of operation. Our Employees are committed towards the protection of the interest of the Stakeholders viz. Shareholders, creditors, investors, clients etc. Our policies consistently undergo improvements keeping in mind our goal i.e. maximization of value of all the stakeholders connected with the Company.

Achieving excellence in corporate governance by:

- " Confirming to the prevalent guidelines on corporate governance;
- " Reviewing periodically the existing systems and controls for further improvements
- " Transparency and professionalism in all decisions and activities of the Company
- " Complying with the requirements of code of conduct

As a part of the compliances of the revised Clause 49 of Listing Agreement, the Company presents hereunder the required disclosures in the form of a Report for the information of all the stakeholders.

2. Board of Directors:**2.1. Composition:**

The Board of Director consists of 6 Directors as on date. The Composition and category of Director and the changes during the period is as follows:

Name	Designation	Category	No. of other Director-ships	No. of Board Committee Membership held
Shri Sanjay Kumar Sanghi	Managing Director	Promoter & Executive	4	Nil
Shri Ritesh Kumar Sanghi	Director	Promoter & Non-Executive	5	Nil
Shri Vinod Agarwal	Director	Non- Executive-Independent	3	3
Shri Siddharth Goel	Director	Non - Executive-Independent	1	6
Shri Ram Prasad Vempati	Director	Non- Executive - Independent	3	6
Smt. Bhavna Sanghi*	Additional Director	Promoter & Non-Executive	1	Nil

* Appointed w.e.f. 14.05.2014

2.2. Board Meeting and Procedures:**A. Guidelines:**

The Company has been adopting the guidelines set forth for proper corporate governance with respect to the various matters that need to be placed before the Board for its considerations and approvals.

B. Scheduling and selection of Agenda Items for Board Meeting:

- i) According to the Companies Act, 2013, the Company is required to a minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. The Board

Meeting is duly called and convened by giving proper notice to all the directors of the Company. The Board is also authorized to pass any resolution of urgent nature by circulation subject to the compliance of provisions of Companies Act, 2013.

- ii) The meetings are usually held at the Registered Office of the Company in Hyderabad.
- iii) The Agenda for the meeting is prepared in consultation with the Managing Director keeping in view all the matters including operational matters to be discussed by the Board.

C. Board Material Distributed in Advance:

- i) Notice of the Board Meeting and the notes to agenda are sent to all the Directors of the Company in advance.
- ii) Any sensitive matter may be discussed at the meeting without prior intimation to directors in exceptional circumstances.

D. Recording minutes of proceedings at Board Meeting:

The Minutes of the proceedings of each Board and Committee Meeting is prepared and approved by the Chairman within 30 days from the conclusion of the Meeting.

2.3. Attendance of each Director at the Board meetings & last Annual General Meeting:

S No.	Name of the Director	Attendance	
		Board Meetings	AGM held On 27th September, 2013
1.	Shri Sanjay Kumar Sanghi	5	Present
2.	Shri Ritesh Kumar Sanghi	5	Present
3.	Shri Vinod Agarwal	1	Not Present
4.	Shri Siddharth Goel	1	Not present
5.	Shri Ram Prasad Vempati	5	Present

2.3. Number of Board Meetings held and the dates on which held

Five (5) Board Meetings were held during the year 2013-14 on 14.05.2013, 13.08.2013, 02.09.2013, 15.11.2013 and 05.02.2014.

2.4. Code of Ethics

The Company has prescribed a code of ethics for its directors and senior management. A declaration from Shri Sanjay Kumar Sanghi, Managing Director stating that all the directors and the senior management of the Company have affirmed compliance with the code of ethics for the financial year 2013-14 has been reproduced below:-

Declaration – Code of Conduct

This is to confirm that the Board has laid down a code of conduct for all Directors and senior management personnel of the Company. It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the code of conduct of the Company for the financial year ended on 31st March 2014, as envisaged in Clause 49 of the Listing Agreement with Stock Exchanges.

For NARBADA GEMS AND JEWELLERY LIMITED

Dated: 25.08.2014

Place: 3-6-290/18, First Floor,
Sadana Building, Hyderguda,
Hyderabad – 500 029

(Sanjay Kumar Sanghi)
Managing Director

Narbada Gems & Jewellery Limited

3. AUDIT COMMITTEE:

Your Company has a qualified and independent Audit Committee. At the beginning of the year i.e. on 1st April, 2013 the Audit Committee comprised of three directors with a Non-Executive Independent Director as the Chairman and two other Non-Executive Independent Directors as members of the Committee. The reconstituted Audit Committee is as follows: -

3.1 Composition:

S No.	Name of the Director	Status
1.	Shri Ram Prasad Vempati	Chairman
2.	Shri Siddharth Goel	Member
3.	Shri Vinod Agarwal	Member

3.1 Terms of Reference:

The terms of reference of the Audit committee includes the following:-

1. To review the quarterly, half yearly and annual financial results of the Company before submission to the Board.
2. To oversee the financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
3. To hold periodic discussions with statutory auditors and internal auditors of the Company concerning the accounts of the Company, internal control systems, scope of audit and observations of auditors.
4. To make recommendations to the Board on any matter relating to the financial management of the Company, including the audit report.
5. To recommend the appointment and removal of external auditors, fixation of audit fees and also approval of fee for any other services by the auditors.
6. To investigate into any matter in relation to items specified in Section 177 of the Companies Act, 2013 or as may be referred to it by the Board and for this purpose to seek any relevant information contained in the records of the Company and also seek external professional advice if necessary.
7. To make recommendations to the Board on any matter relating to the financial management of the Company.
8. Discussion with internal auditors on any significant findings and follow up thereon.

3.3. Meeting and attendance during the year: The meetings of the Audit Committee were held on 14.05.2013, 13.08.2013, 02.09.2013, 15.11.2013 and 05.02.2014. The Committee reviewed the financial statements before being placed before the Board for approval.

4. Remuneration Committee: The Remuneration Committee constituted by the Company is responsible for looking into the remuneration payable to the Whole-time Directors and other Employees of the Company. The Non-Executive Directors of the Company are not entitled for any remuneration other than fee payable for attending Board & Committee Meetings. The Committee frames the policy on specific remuneration packages for Whole-time Directors including pension rights and compensation payments. The Committee also approves the Remuneration Policy for employees other than Whole-time Directors as may be recommended to it.

Composition

The Remuneration Committee of the Company comprises of three directors all of them being non-executive independent directors.

S No.	Name of the Director	Status
1.	Shri Vinod Agarwal	Chairman
2.	Shri Siddharth Goel	Member
3.	Shri Ram Prasad Vempati	Member

Meetings of the Committee and Attendance

Since none of the Director or senior level Managers were drawing substantial remuneration, no meetings of the Committee were held during the period ended 31st March, 2014.

5. Shareholders Grievance Committee:

The Shareholders Grievance Committee of the Company comprises of following directors:

S No.	Name	Status
1.	Shri Vinod Agarwal	Chairman
2.	Shri Siddharth Goel	Member
3.	Shri Ram Prasad Vempati	Member

The Committee looks into redressal of shareholders' complaints like transfer of shares, non-receipt of the balance sheet, non-receipt of declared dividends, if any, etc. No investor complaints were remaining to be redressed as at 31st March, 2014

Meeting and attendance during the year:

The meetings of the Committee were held during the year on 20.02.2014 and 31.03.2014 mainly for approval of share transfers.

The Company has appointed Shri Sanjay Kumar Sanghi as Compliance Officer of the Company. All the investor complaints received by the Company during the financial year were attended to the satisfaction of the investors. The Company does not have any pending share transfers and investor complaints as on the date of Director's Report.

6. Annual General Meetings

Location and time for last three Annual General Meetings were as follows:

S No.	Year	Venue	Date / Time
1.	2010-11	Rajasthani Graduates Associates, Satak Bhawan, Abids, Hyderabad.	29 th September, 2011 at 04.00 P.M.
2.	2011-12	Rajasthani Graduates Associates, Satak Bhawan, Abids, Hyderabad.	28 th September, 2012 at 01.30 P.M.
3.	2012-13	Rajasthani Graduates Associates, Satak Bhawan, Abids, Hyderabad.	27 th September, 2013 at 3.00 P.M.

Narbada Gems & Jewellery Limited

7. Disclosures

1. No transaction of material nature has been entered into by the Company with directors or management and their relatives etc that may have a potential conflict with the interests of the company. The Register of contracts containing transactions in which directors are interested is placed before the Board regularly.
2. There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence the question of penalties or strictures being imposed by SEBI or Stock Exchanges does not arise.
3. The Company is in compliance with all the mandatory requirements and has fulfilled the non-mandatory requirements as prescribed in Annexure 1D of the revised Clause 49 of the Listing Agreement with Stock Exchanges.
4. The Company has adopted with the Code of Conduct applicable to all Directors, senior management and employees. The Declaration as required under Clause 49 is as below:

DECLARATION REGARDING CODE OF CONDUCT

To the Shareholders

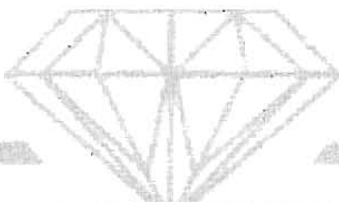
I hereby declare that all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company.

Sd/-

SANJAY KUMAR SANGHI
MANAGING DIRECTOR

Dated: 25.08.2014

Place: 3-6-290/18, First Floor,
Sadana Building, Hyderguda,
Hyderabad - 500 029



CEO/CFO CERTIFICATION

To

The Board of Directors,
Narbada Gems and Jewellery Limited

I have reviewed the financial statements, read with the cash flow statement of Narbada Gems and Jewellery Limited for the year ended 31st March, 2014 and that to the best of our knowledge and belief, we state that:

- (i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that may be misleading;
 - (ii) These statements present a true and fair view of the company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and 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 steps taken or proposed to be taken for rectifying these deficiencies.
- We have indicated to the Auditors and the Audit Committee;
 - Significant changes, if any, in the internal control over financial reporting during the year.
 - Significant changes, if any, in the accounting policies made during the year and that the same have been disclosed in the notes of the financial statements; and

(iii) Instances of significant fraud of which we have become aware and the involvement therein, if any of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-

SANJAY KUMAR SANGHI
MANAGING DIRECTOR

Dated: 25.08.2014

**Place: 3-6-290/18, First Floor,
Sadana Building, Hyderguda,
Hyderabad – 500 029**

5. **CEO Certification:** The Managing Director has given a certificate as contemplated in Clause 49 of the Listing Agreement.
6. The requirements of the Audit and other Committees as contemplated in Clause 49 have been complied with as per the report set above in respect of the same.
7. **The Management Discussion and Analysis is provided elsewhere in this report.**

8. Means of Communication:

Financial results are published by the Company in the prescribed format in Business Standard and Prajashakti within 48 hours of approval by the Board.

9. General Shareholder Information:

9.1. Annual General Meeting:

Date and Time: 23rd September, 2014 at 3:30 PM.

Venue : Rajasthani Graduates Association, "Snatak Bhavan", 5-4-790/1, Abids, Hyderabad

9.2. Financial Calendar (tentative):

Results for the quarter ending June 30, 2014 : First week of August, 2014
Results for the quarter ending September 30, 2014 : First week of November, 2014
Results for the quarter ending December 31, 2014 : Last week of January, 2015
Results for the year ending March 31, 2015 : Last week of April, 2015
Annual General Meeting : September, 2015

9.3. Date of Book closure : 17th September, 2014 to 23rd September, 2014
(Both days inclusive)

9.4. Dividend Payment Date : No dividend has been recommended.

9.5. Listing on Stock Exchange : a) Bombay Stock Exchange Limited
b) Madras Stock Exchange Limited
c) Delhi Stock Exchange Association Limited

9.6. Stock Code : 519455 at BSE

9.7. Market Price Data :

Month	BSE, Mumbai		
	High price	Low price	No. of shares traded
April 2013	8.37	7.41	146
May 2013	8.69	8.28	2
June 2013	9.12	9.12	1
July 2013	9.55	9.12	2
August 2013	9.08	9.08	1
September 2013	NA*	NA*	NA*
October 2013	9.53	9.06	3
November 2013	9.51	9.51	1
December 2013	9.04	9.04	1
January 2014	NA*	NA*	NA*
February 2014	NA*	NA*	NA*
March 2014	8.6	8	5

* Not Available

Narbada Gems & Jewellery Limited

9.8. Listing fees : The Listing Fees for the year 2014 - 2015 has been paid to all the Stock Exchanges.

9.9. Registrar and Share Transfer Agents: M/s. CIL Securities Limited.
208, Raghav Ratna Towers,
Chirag Ali Lane, Abids
Hyderabad - 500 001.
Phone: 23202465 Fax: 040- 23203155
Email: cilsec@rediffmail.com

9.10. Share Transfer System

The share transfers which are received in physical form are processed by the Registrar and Transfer Agents and the share certificates are returned after affecting the transfer, subject to the documents being valid and complete in all respects.

9.11 Shareholding Pattern as on 31st March, 2014

S.No.	Category	No. of Shares Held	% of Share holding
A	Promoter's holding		
1	Promoters		
	• Indian Promoters	25,68,360	47.63
	• Foreign Promoters	Nil	Nil
2	Persons acting in concert	Nil	Nil
	Sub-Total	25,68,360	47.63
B	Public Shareholding		
3	Institutions	Nil	Nil
4.	Non Institutions		
a	Private Corporate Bodies	1,16,415	2.16
b	Indian Public	26,89,045	49.87
c	NRIs/OCBs	17,980	0.33
d	Any other (Clearing Members)	400	0.01
	Sub-Total	28,23,840	52.37
	GRAND TOTAL (A+B)	53,92,200	100.00

9.12 Distribution of Shareholding (As on 31st March, 2014)

Category (No. of shares	Number of holders	% of total holders	Number of shares	% of total shares
Upto 5000	4766	81.67	1264367	23.45
5001-10000	744	12.75	603286	11.19
10001-20000\	218	3.74	320770	5.95
20001-30000	46	0.79	115955	2.15
30001-40000	13	0.22	45551	0.84
40001-50000	17	0.29	80169	1.49
50001-100000	12	0.21	79625	1.48
Above 100001	20	0.34	2882477	53.46
Total	5836	100.00	5392200	100

9.13. Dematerialization of Shares and Liquidity:

The Company's shares are available for trading in both National Securities Depository Ltd and Central Depository Services Ltd. The processing activities with respect to the requests received for dematerialization are generally completed within 21 days from the date of receipt of request.

9.14. Outstanding Bonds/ Convertible Instruments: NIL

9.15. Works Locations: At Registered Office.

9.16. Address for Correspondence: "Sadana Building, 1st Floor,
3-6-290/18, Hyderguda,
Hyderabad - 500 029
Phone: 66628211

10. Auditors' Certificate on Compliance with the Provisions of Corporate governance pursuant to Clause 49 of the Listing Agreement

To

The Members

NARBADA GEMS AND JEWELLERY LIMITED

Hyderabad.

We have examined the Compliance of conditions of Corporate Governance by Narbada Gems and Jewellery Limited, Hyderabad, for the period ended on 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been in the manner described in the guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India and has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said clause. 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 our reliance upon the representations made by the management that there were no transactions of material nature with the management or by relatives that may have potential conflict with the interest of the Company at large.

We certify that the Company has complied in all material respects with the conditions of the Corporate Governance as stipulated in the Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India we have to state that no investor grievances were pending for a period of one month against the Company as per the records maintained by the Shareholders/Investor's Grievance Committee.

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

For Venugopal & Chenoy.,
Chartered Accountants

Sd/-

(P.V SRI HARI)

Partner

Membership No.21961

Place: Hyderabad

Date: 25.08.2014

INDEPENDENT AUDITORS' REPORT

To
The Members,
Narbada Gems & Jewellery Limited,
Hyderabad.

Report on Financial Statements

We have audited the accompanying financial statements of Narbada Gems & Jewellery Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year then ended on that date and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub section (3C) of section 211 of Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report 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 proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet and the Statement of Profit and Loss, dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f. Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

Hyderabad
30.05.2014

For VENUGOPAL & CHENOY,
CHARTERED ACCOUNTANTS,

(P. V. SRI HARI)
Partner
Membership No.021961

Annexure to Auditors' Report

(Referred to in Paragraph 2 of our report of even date)

1. The Company during the earlier years bought one item viz. vehicles relating to fixed assets which is entered in the Fixed Assets Register. The same is still in use. Hence, the question of physical verification and disposal does not arise
2. In respect of its inventories:
 - a. The inventories have been physically verified by the management at reasonable intervals.
 - b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of the said stocks followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. The Company has maintained proper records of the said stocks. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
3. The company did not take nor granted any loans, secured or unsecured, from or to companies, firms or other parties listed in the Register maintained under Section 301 of the Companies Act, 1956, during the year. However, it had taken temporary interest-free unsecured loans from directors in the earlier years and repaid the entire amount during the year. These were not prejudicial to the interests of the Company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods.
5. In our opinion and according to the information and explanations given to us, the Company entered into the register the transactions in pursuance of Section 301 of the Companies Act, 1956, aggregating during the year to more than Rs.5,00,000/- (Rupees Five lakhs only) in respect of two parties. These transactions have been made at the prevailing market price at the relevant time.
6. The Company has not accepted any deposits from the public.
7. The Company is yet to introduce the system of Internal Audit.
8. The Central Government did not prescribe maintenance of Cost Records under Section 209(1)(d) of the Companies Act, 1956 (Act I of 1956) for any of the products of the Company.
9. During the year, there is no person to whom the provisions of P.F. or E.S.I. are applicable. According to information and explanations given to us, there are no other undisputed statutory payments outstanding to be deposited for more than six months from the date they became payable.
10. As per the accounts referred to in this Report, the net-worth of the Company has been eroded beyond 50% as on March 31, 2013. The Company did not incur cash losses during the financial year under report and also in the preceding financial year.

11. The Company does not have any dues to a financial institution or bank during the year.
12. In our opinion and according to the information and explanations given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, clause-4(xiii) of the Companies(Auditors' Report) Order, 2003, is not applicable to the Company.
14. The Company has not dealt in or traded in shares, securities, debentures and other investments.
15. The Company has not given guarantees for loans taken by others from banks or financial institutions.
16. The Company has not raised any new term loans during the year.
17. The Company during the year did not raise any short term loans and hence the question of their usage does not arise.
18. During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by way of public issue during the year.
21. In our opinion and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year, that causes the financial statements to be materially misstated.

For VENUGOPAL & CHENOY,
Firm Registration No. 004671S
CHARTERED ACCOUNTANTS,

(P.V.SRI HARI)

Partner
Membership No.21961

Hyderabad
30.05.2014

Narbadā Gems & Jewellery Limited

BALANCE SHEET AS AT MARCH 31, 2014

Particulars	Note No.	Figures at the end of March 31, 2014		Figures at the end of March 31, 2013	
		Rs.	Rs.	Rs.	Rs.
I. EQUITY & LIABILITIES					
(1) Shareholder's Funds:					
(a) Share Capital	1	54,189,700		54,189,700	
(b) Reserves & Surplus	2	(29,106,700)		(33,443,483)	
			25,083,000		20,746,217
(4) Current Liabilities:					
(a) Trade Payables	3	1,102,698		13,152,070	
(b) Other Current Liabilities	4	213,742		227,693	
(c) Short Term Provisions	5	157,853		1,017,540	
			1,474,293		14,397,303
Total:			26,557,293		35,143,520
II. ASSETS					
(1) Non-Current Assets:					
(a) Fixed Assets					
(i) Tangible Assets	6	951,082		27,974	
(b) Deferred Tax Asset (Net)	7	2,749		0	
(c) Long-Term Loans and Advances	8	404,725		71,715	
			1,358,556		99,689
(2) Current Assets:					
(b) Inventories	9	9,808,356		20,721,054	
(c) Trade Receivables	10	9,489,040		12,900,987	
(d) Cash and Cash Equivalents	11	5,901,341		1,421,790	
			25,198,737		35,043,831
Total:			26,557,293		35,143,520
Significant Accounting Policies and Notes to Accounts	17				

Our Report attached,
For **VENUGOPAL & CHENOY**,
Chartered Accountants,

For and on behalf of the Board

(**CA P.V.SRI HARI**)
Partner
Membership No.21961

Sanjay Kumar Sanghi
Managing Director
DIN: 00629693

Ritesh Kumar Sanghi
Director
DIN : 00628033

Hyderabad
Date: 30.05.2014

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2014

Particulars	Note No.	Figures for the year ended March 31, 2014		Figures for the year ended March 31, 2013	
		Rs.	Rs.	Rs.	Rs.
I. Revenue from Operations	12		161,572,297		88,432,473
II. Other Income	13		0		210,000
III. Total Revenue(I + II)			161,572,297		88,642,473
IV. <u>Expenses:</u>					
Purchases		139,216,652		91,779,313	
Changes in Inventories of Stock - in - trade	14	10,912,698		(11,543,572)	
Employee Benefit Expenses	15	363,288		590,003	
Depreciation		180,195		9,772	
Other Expenses	16	5,507,577		2,723,610	
			156,180,410		83,559,126
V. Profit before Tax(III - IV)			5,391,887		5,083,347
VI. <u>Tax Expense:</u>					
Current Tax (Mat)		1,057,853			
Deferred Tax		(2,749)		1,017,540	
			1,055,104		1,017,540
VII. Profit for the year			4,336,783		4,065,807
VIII. Earnings Per Equity Share					
Basic & Diluted			0.80		0.75
Significant Accounting Policies and Notes to Accounts	17				

Our Report attached,
For VENUGOPAL & CHENOY,
Chartered Accountants,

For and on behalf of the Board

(CA P.V.SRI HARI)
Partner
Membership No.21961

Sanjay Kumar Sanghi
Managing Director
DIN : 00629693

Ritesh Kumar Sanghi
Director
DIN : 00628033

Hyderabad
Date: 30.05.2014

Narbada Gems & Jewellery Limited

NOTE - 1 : SHARE CAPITAL

Particulars	Figures at the end of March 31, 2014		Figures at the end of March 31, 2013	
	Rs.	Rs.	Rs.	Rs.
Authorised:				
65,00,000 Equity Shares of Rs.10/- each		65,000,000		65,000,000
(Previous Year - 65,00,000 Equity Shares of Rs.10/- each)				
Total		65,000,000		65,000,000
Issued, Subscribed & Paid up:				
a) 53,92,200 Equity Shares of Rs.10/- each, fully paid up		53,922,000		53,922,000
b) Shares Forfeited Account		267,700		267,700
Total		54,189,700		54,189,700

Additional Notes:

- 1) No new shares were issued during the current year. Hence, there is no change in number of shares outstanding and as at the beginning at the end of the reporting period.
- 2) The details of shares in the Company held by each shareholder holding more than 5% shares.

Name of the Shareholder	Financial Year 2013-14		Financial Year 2012-13	
	% of Shareholding	No. of Shares	% of Shareholding	No. of Shares
1. Sanjay Kumar Sanghi	23.816%	1,284,180	23.816%	1,284,180
2. Ritesh Kumar Sanghi	23.816%	1,284,180	23.816%	1,284,180

- 3) Terms /Rights attached to equity shares :The company has one class of equity shares having a par value of Rs10/-per share. Each shareholder is eligible for one vote per share. The dividend proposed, if any by the board of directors is subject to the approval. shareholders in the ensuring Annual General Meeting In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the companyafter distribution of all preferential amounts,in proportion to their shareholding.

NOTE - 2 : RESERVES & SURPLUS

Particulars	Figures at the end of March 31, 2014		Figures at the end of March 31, 2013	
	Rs.	Rs.	Rs.	Rs.
Profit & Loss Account:				
Opening Balance	(33,443,483)		(37,509,290)	
Less: Profit for the year	4,336,783		4,065,807	
		(29,106,700)		(33,443,483)
		(29,106,700)		(33,443,483)

NOTE - 3 : TRADE PAYABLES

Particulars	Figures for the year ended March 31, 2014		Figures for the year ended March 31, 2013	
	Rs.	Rs.	Rs.	Rs.
Outstanding dues of Micro and Small Enterprises		-		-
Other than Micro and Small Enterprises		1,102,697		13,152,070
Total		1,102,697		13,152,070
<u>Disclosure relating to Micro and Small Enterprises:</u>				
i) (a) The principal amount remaining unpaid to the supplier as at the end of the year		NIL		NIL
i) (b) The interest due on the above amount, remaining unpaid to the supplier as at the end of the year		NIL		NIL
ii) the amount of interest paid in terms of Section 16, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year		NIL		NIL
iii) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006		NIL		NIL
(iv) the amount of interest accrued and remaining unpaid at the end of each accounting year; and		NIL		NIL
(v) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of interest dues as disallowance as a deductible expenditure under section 23 of Micro, Small and Medium Enterprises Development Act, 2006		NIL		NIL

NOTE - 4 - OTHER CURRENT LIABILITIES

Particulars	Figures at the end of March 31, 2014		Figures at the end of March 31, 2013	
	Rs.	Rs.	Rs.	Rs.
Other Payables		213,742		227,693
		213,742		2,27,693

NOTE - 6 : TANGIBLE ASSETS

Asset	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at April 1, 2013	Additions during the Year	Sales/ Adjustments during the Year	As at March 31, 2014	As at April 1, 2013	For the Year	Sales/ Adjustments during the Year	As at March 31, 2014	As at March 31, 2014	As at March 31, 2013
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Vehicles	53,553	1,103,303	0	1,156,856	25,579	180,195	0	205,774	951,082	27,974
	53,553	0	0	1,156,856	25,579	180,195	0	205,774	951,082	27,974

NOTE - 5 - SHORT TERM PROVISIONS

Particulars	Figures at the end of March 31, 2014		Figures at the end of March 31, 2013	
	Rs.	Rs.	Rs.	Rs.
Provision for Income tax (MAT)		-		-
		157,853		1,017,540
		157,853		1,017,540

NOTE - 7 - DEFERRED TAX ASSET

Particulars	Figures at the end of March 31, 2014		Figures at the end of March 31, 2013	
	Rs.	Rs.	Rs.	Rs.
Deferred Tax Asset:				
Related to Fixed Assets		2,749		0
		2,749		0

NOTE-8 : LONG TERM LOANS & ADVANCES

Particulars	Figures at the end of March 31, 2014		Figures at the end of March 31, 2013	
	Rs.	Rs.	Rs.	Rs.
Deposits-Others		227,867		46,795
Other Loans & Advances		114,921		24,920
VAT Receivable		61,937		
		404,725		71,715
Secured, Considered good		-		-
Unsecured, Considered good		404,725		71,715
Doubtful		-		-

NOTE - 9 : INVENTORIES

Particulars	Figures at the end of March 31, 2014		Figures at the end of March 31, 2013	
	Rs.	Rs.	Rs.	Rs.
Stock-in-Trade (Gold Ornaments)		9,808,356		20,721,054
		9,808,356		20,721,054
Inventories are valued at Cost or NRV whichever is lower				

Narbada Gems & Jewellery Limited

NOTE - 10 : TRADE RECEIVABLES

Particulars	Figures at the end of March 31, 2014		Figures at the end of March 31, 2013	
	Rs.	Rs.	Rs.	Rs.
Outstanding for a period exceeding six months		-		-
Others		9,489,040		12,900,987
		9,489,040		12,900,987
Notes:				
<u>Particulars of Trade Receivables:</u>				
Secured, Considered good		-		-
Unsecured, Considered good		9,489,040		12,900,987
Doubtful		-		-

NOTE - 11 : CASH & BANK BALANCES

Particulars	Figures at the end of March 31, 2014		Figures at the end of March 31, 2013	
	Rs.	Rs.	Rs.	Rs.
Cash & Cash Equivalents:				
<u>Balances with Banks:</u>				
- In Current Accounts		5,775,521		1,146,445
Cash on hand		125,820		275,345
		5,901,341		1,421,790

NOTE - 12 : REVENUE FROM OPERATIONS

Particulars	Figures at the end of March 31, 2014		Figures at the end of March 31, 2013	
	Rs.	Rs.	Rs.	Rs.
Sales		161,572,297		88,432,473
Total:		161,572,297		88,432,473

NOTE - 13 : OTHER INCOME

Particulars	Figures at the end of March 31, 2014		Figures at the end of March 31, 2013	
	Rs.	Rs.	Rs.	Rs.
Design Receipts		0		210,000
Total:		0		210,000

NOTE - 14 : CHANGES IN INVENTORIES

Particulars	Figures at the end of March 31, 2014		Figures at the end of March 31, 2013	
	Rs.	Rs.	Rs.	Rs.
<u>Stock-In-Trade</u>				
Balance as at beginning of the year	20,721,054		9,177,482	
Less: Balance as at the close of the year	9,808,356		20,721,054	
		10,912,698		(11,543,572)
Total:		10,912,698		(11,543,572)

NOTE - 15 : EMPLOYEE BENEFIT EXPENSES

Particulars	Figures at the end of March 31, 2014		Figures at the end of March 31, 2013	
	Rs.	Rs.	Rs.	Rs.
Salaries & Wages		363,288		590,003
Total:		363,288		590,003

NOTE - 16 : OTHER EXPENSES

Particulars	Figures at the end of March 31, 2014		Figures at the end of March 31, 2013	
	Rs.	Rs.	Rs.	Rs.
Rent		367,200		367,200
Insurance		-		24,009
Rates & Taxes		97,511		99,119
<u>Payments to Auditors:</u>				
As Auditors	50,000		50,000	
As Tax Auditors	15,000		15,000	
		65,000		65,000
Jobwork Charges		3,821,675		760,866
Travelling Expenses		-		7,216
Advertisement & Publicity		82,354		81,708
Membership Fees		16,742		-
Exhibitions		-		2,26,366
Postage, Telephone & Telex		48,198		62,139
Printing & Stationery		48,197		74,920
Commission & Incentive		380,288		360,000
Bank Charges & Commission		1,177		3,617
Legal & Professional Fees		282,568		361,822
Power & Fuel		221,694		135,541
Repairs & Maintenance		2,549		2,773
Miscellaneous Expenses		41,110		50,923
Discount		-		32,357
Service Tax Paid		11,124		8,034
Interest		20,190		0
Total:		5,507,577		2,723,610

ACCOUNTING POLICIES & NOTES TO ACCOUNTS:**(A) ACCOUNTING POLICIES:****1. Basis of preparation of Accounts:**

The financial statements have been prepared on the basis of going concern, under the historic cost convention, to comply in all material aspects with applicable accounting principles in India, the Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 1956.

2. System of Accounting:

The Company follows the mercantile system of accounting and recognises income and expenditure on accrual basis.

3. Fixed Assets:

Fixed Assets are stated at cost of acquisition plus additions/alterations/installation charges.

4. Depreciation:

Depreciation on Fixed Assets is charged on Written Down Value Method as per the rates prescribed in Schedule-XIV to the Companies Act, 1956.

5. Investments:

Investments are stated at cost.

6. Sales:

Sales are exclusive of the sales tax collection and are net of return.

7. Inventories:

Inventories are valued at lower of cost or net realisable value

8. Account for claims:

Claims receivable are accounted on acceptance/receipt.

9. Prior period Adjustments:

Income and Expenditure relating to prior period upto Rs.5000/- in each case is accounted under natural heads of account.

(B) NOTES TO ACCOUNTS:

1. The Company changed its name from Starchik Specialities Ltd to Narbada Gems and Jewellery Ltd with effect from 11.03.08 as per the fresh certificate of incorporation issued by the Registrar of Companies, Andhra Pradesh, Hyderabad.
2. Balances standing to the debit/credit of the parties are subject to reconciliation and confirmation by them.
3. The Company has not ascertained, from out of the amounts payable, "dues" to Small Scale undertakings.
4. The Company is in the business of trading Jewellery. It has no separate segments. Hence, Segment reporting as per AS-17 is not applicable.
5. Related part disclosure in accordance with the Accounting Standard 18:
 - A. Name of related parties and related part relationships:
Associate Concerns: Sanghi Jewellers Pvt. Ltd, Uday Jewellery Industries Limited
 - B. Transactions with related party during the year along with balances at year end:

Narbada Gems & Jewellery Limited

Nature of Transactions	March 31, 2014	March 31, 2013
(a) Transactions during the year		
<u>Purchases:</u>		
Sanghi Jewellers Pvt. Ltd	109,683,551/-	62,093,611/-
Uday Jewellery Industries Limited	15,583,295/-	-
<u>Sales :</u>		
Sanghi Jewellers Pvt. Ltd	7,650,000/-	112,396/-
Uday Jewellery Industries	4,052,181/-	-
<u>Jobwork Expenses:</u>		
Sanghi Jewellers Pvt. Ltd	3,821,675/-	760,866/-
<u>Rent Expenses:</u>		
Sanghi Jewellers Pvt. Ltd	367,200/-	367,200/-
<u>Unsecured Loan:</u>		
Ritesh Kumar Sanghi		
Loan taken	500,000/-	-
Loan repaid	500,000/-	180,038/-
Sanjay Kumar Sanghi		
Loan repaid	-	180,038/-
(b) Balance outstanding as at the year end		
<u>Trade Payables:</u>		
Sanghi Jewellers Pvt Ltd	1,075,157/-	12,157,179/-
<u>Rent Payable:</u>		
Sanghi Jewellers Pvt. Ltd	30,600/-	30,600/-

6. Previous year's figures are regrouped wherever necessary

For and on behalf of the Board

(Sanjay Kumar Sanghi)

Managing Director

DIN: 00629693

Address: 8-2-686/DR/7,
Road No. 12, Banjara Hills,
Hyderabad, 500034

(Ritesh Kumar Sanghi)

Director

DIN: 00628033

Address: 8-2-686/DR/7,
Road No. 12, Banjara Hills,
Hyderabad, 500034

Place : Hyderabad

Date: 30.05.2014

CASH FLOW STATEMENT FOR THE YEAR ENDING 31.03.2014
(Pursuant to amendment to Clause 32 of listing Agreement)

(Rs. in lakhs)

	2013-14	2012-13
A) Cash Flow from Operation Activities :		
"Net Profit before taxation and "extraordinary items"	53.92	50.83
Adjustments for		
Depreciation & Exp. Written off	1.80	0.1
Foreign Exchange	-	-
Loss on sale of Fixed Asset	-	-
Finance Charges	-	-
Excess provision written back	-	-
Operating Profit before working	55.72	50.93
Capital changes		
Adjustments for		
Trade and Other Receivables	34.12	157.66
Inventories	109.13	(115.44)
Long term borrowings	0.00	(3.60)
Loans & Advances	(3.33)	2.70
Trade Payables & Other liabilities	(129.23)	(78.03)
Provision for Income Tax	(10.56)	(10.18)
Cash Used for Operations	0.13	(46.89)
Interest Paid	-	-
Cash flow before extraordinary items	55.85	4.04
Extraordinary item	-	-
Net Cash Used for operating activities	55.85	4.04
B) Cash Flows from Investing Activities		
Purchase of Fixed Assets	(11.03)	-
Deferred Revenue Expenditure	(0.03)	-
Sale of Fixed Assets	-	-
Acquisition of companies	-	-
Purchase of Investments	-	-
Sale of Investments	-	-
Interest Received	-	-

Narbada Gems & Jewellery Limited

Dividend received	-	-
Net Cash used in Investing Activities	(11.06)	0.00
C) Cash Flow from Financing Activities		
Proceeds from issue of Share Capital	-	-
Proceeds from Finance Borrowings	-	-
Proceeds from Lease Finance Borrowings	-	-
Repayment of Finance Lease Liabilities	-	-
Dividend Paid	-	-
Net Cash Used in Financing Activities	0.00	0.00
Net Increase in cash and cash equivalents	44.79	4.04
Cash and Cash equivalents as at 31.03.2013 (Opening Balance)	14.22	10.18
Cash and Cash equivalents as at 31.03.2014 (Closing Balance)	59.01	14.22

For Narbada Gems and Jewellery Ltd.,

Sanjay Kumar Sanghi
Managing Director
DIN: 00629693

Ritesh Kumar Sanghi
Director
DIN: 00628033

Place: Hyderabad
Date :30.05.2014

AUDITOR'S CERTIFICATE

We have verified the enclosed Cash flow statement for the year ended 31st March 2014 with the books and records maintained by NARBADA GEMS AND JEWELLERY LTD, and certify that in our opinion, and according to the information and explanations given to us the statement is in accordance there with.

For Venugopal & Chenoy
Chartered Accountants

Place: Hyderabad
Date: 30.05.2014

P.V. SRIHARI
Partner, M.No. 21961

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE:**I. REGISTRATION DETAILS**

Registration No 14173 State Code: 01

Balance Sheet 31-03-2014

II. CAPITAL RAISED DURING THE YEAR (AMOUNT IN RS. THOUSANDS)

Public Issue	Nil	Preferential Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

III. POSITION OF MOBILIZATION AND DEPLOYMENT OF FUNDS (AMOUNT IN RS. THOUSANDS)

Total Liabilities	26557.29	Total Assets	26557.29
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SOURCES OF FUNDS

Paid-up Capital	54190	Reserves & Surplus	(29106.70)
Secured Loans	Nil	Unsecured Loans	Nil

APPLICATION OF FUNDS

Net Fixed Assets	951.08	Investments	Nil
Net Current Assets	25198.74	Misc. Expenditure	Nil
Accumulated Losses	29106.7		

IV. PERFORMANCE OF THE COMPANY (AMOUNT IN RS THOUSANDS)

Turnover	161572	Total Expenditure	156180
Profit/ (Loss) before tax	5392	Profit/ (Loss) after tax	4337
Earning Per Share (Rs.)	0.80	Dividend Rate %	Nil

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

Product description: Gems & Jewellery



ATTENDANCE SLIP

**(To be handed over at the entrance of the meeting hall)
(Annual General Meeting - 23rd September, 2014)**

I hereby record my presence at the Annual General Meeting of the Company held on, 23rd September, 2014 at 3.30 P.M. at Rajasthani Graduates Association, "Snatak Bhavan", 5-4-790/1, 1st Floor, Abids, Hyderabad

Full name of the member (In BLOCK LETTERS)

Folio No. DP ID No. Client ID No.

Full name of Proxy (In BLOCK LETTERS):

Member/ Proxy(s) Signature:

****tear here****

**FORM NO. MGT-11
PROXY FORM**

**[Pursuant To Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

CIN: L01222TG1992PLC014173

Name of the Company: Narbada Gems and Jewellery Limited

Registered Office: 3-6-290/18, Sadana Building, Hyderguda, Hyderabad – 500029

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No/ Client ID:

DP ID:

I / We, being the member(s) of shares of the above named Company, hereby appoint

1. Name: Address:

E-mail ID: Signature:

2. Name: Address:

E-mail ID: Signature:

3. Name: Address:

E-mail ID: Signature:

As my our proxy to attend and vote (on a poll) for me/ us on my/ our behalf at the Annual General Meeting of the Company, to be held on the 23rd September, 2014 at 3.30 P.M. at Rajasthani Graduates Association, "Snatak Bhavan", 5-4-790/1, 1st Floor, Abids, Hyderabad and at any adjournment thereof in respect of such resolution(s) as are indicated below

Narbada Gems & Jewellery Limited

S. No.	Resolution	For	Against
Ordinary Business			
1.	Consider and adopt audited financial statements, Reports of Directors and Auditors		
2.	Re-appointment of Shri Ritesh Kumar Sanghi, who retires by rotation		
3.	Re-appointment of Shri Vinod Agarwal, who retires by rotation		
4.	Appointment of Auditors and fixing their remuneration		
Special Business			
5.	Appointment of Smt. Bhavna Sanghi as an Independent Director		
6.	Approval of Related party transactions with M/s Sanghi Jewellers Pvt. Ltd., an associate concern of the Company		
7.	Appointment of Shri Ram Prasad Vempati as an Independent Director for five years u/s 149 of the Act		
8.	Appointment of Shri Vinod Agarwal as an Independent Director for five years u/s 149 of the Act		
9.	Appointment of Shri Siddharth Goel as an Independent Director for five years u/s 149 of the Act		

Signed this day of 2014
 Signature of the Shareholder(s) Signature of Proxy (s).....

Affix
Revenue
Stamp

Note: The 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.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

PRINTED MATTER
BOOK - POST



If undelivered, please return to
NARBADA GEMS AND JEWELLERY LIMITED
3-6-290/18, 1st Floor,
Sadana Building, Hyderguda,
Hyderabad - 500 029