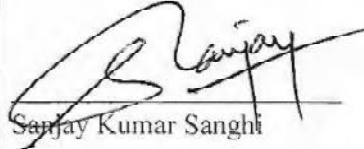

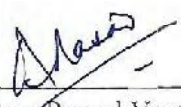





Narbada
Gems & Jewellery Limited

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	31.03.2015
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	N. A.
5.	To be signed by:	<ul style="list-style-type: none"> • Managing Director • Auditor of the company <p>  Sanjay Kumar Sanghi For Venugopal & Chenoy, Chartered Accountants Firm Regn No.- 004671S </p> <p>  (P. V. Sri Hari) Partner Membership No. - 21961 </p> <p>  Ram Prasad Vempati </p> 
	• Audit Committee Chairman	

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



Narbadada

Gems & Jewellery Limited

23rd ANNUAL REPORT
2014-15



BOARD OF DIRECTORS

Shri Sanjay Kumar Sanghi	- Managing Director
Shri Ritesh Kumar Sanghi	- Director
Shri Siddharth Goel	- Director
Shri Ram Prasad Vempati	- Director
Shri Vinod Agarwal	- Director
Smt. Bhavna Sanghi	- Director
Ms. Bandana Sangai	- Company Secretary

AUDITORS

M/s Venugopal & Chenoy
Chartered Accountants, Tilak Road,
Hyderabad – 500001

BANKERS

State Bank of India
Commercial Branch
Koti, Hyderabad

REGISTERED OFFICE

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

REGISTRAR & SHARE TRANSFER AGENTS

M/s CIL Securities Limited
208, Raghava Ratna Towers
Chirag Ali Lane, Abids
Hyderabad- 500001
Phone- 23202465 Fax: 010-23203028
Email- cilsec@rediffmail.com

Narbada Gems & Jewellery Limited

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 MCS 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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Narbada Gems & Jewellery Limited

NOTICE

Notice is hereby given that the **23rd Annual General Meeting** of the Members of the Company will be held at Rajasthani Graduates Association, "Snatak Bhavan", 5-4-790/1, 1st Floor, Abids, Hyderabad on Tuesday, **the 29th day of September, 2015 at 11:30 A.M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at **31st March, 2015** and Profit & Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint director in place of Mrs. Bhavna Sanghi, Director (DIN: 02681438), who retires by rotation and being eligible, offers herself for re-appointment
3. To appoint auditors and to authorise the Board to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed thereunder, as amended from time to time, and the resolution passed by the Members in their 22nd Annual General Meeting, the appointment of M/s Venugopal & Chenoy, Chartered Accountants (Firm Reg. No. 004671S, M. No. 21961), Hyderabad as the Statutory Auditors of the Company to hold office until the conclusion of Annual general meeting of the Company to be held in the calendar year 2017, be and is hereby ratified, at such remuneration as may mutually agreed upon between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the Section 188(1)(a), and other applicable provisions, if any of the Companies Act, 2013, and Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may constitute for this purpose) for execution of contracts with M/s Sanghi Jewellers Private Limited, for a period from 01.10.2015 to 30.09.2016, for supply of various manufactured products and undertaking 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	01.10.2015 – 30.09.2016	25 Crores

"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."

Date : 27.08.2015

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

For and on behalf of the Board

Sd/-

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 **23.09.2015 to 29.09.2015** (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. Members 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. Members are requested to notify change of address, if any, to the Company's Share Transfer Agents immediately.
9. Members / Proxies are requested to bring their attendance slips along with their copies of Annual Report to the Meeting.
10. The Equity Shares of the Company are in Compulsory Trading in dematerialized form (Scripless trading in electronic form) through Depository Participants. The ISIN Code is **INE540C01013**.
11. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the company or the Registrar and Share Transfer Agents of the Company.
13. The relevant documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days, between 11.00 a.m. and 1.00 p.m. up to the date of the declaration of result.
14. A Member can opt only one mode for voting i.e. either Physical or e-voting. In case a member opts e-voting, he cannot exercise his vote through postal ballot form and vice-versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then the voting done through physical Ballot shall prevail and voting done by e- voting will be treated as invalid. Instructions for e-voting facility being provided through CDSL are given elsewhere in the Notice.
15. Shri Ajay S. Shrivastava, Practicing Company Secretary has been appointed as "Scrutinizer" for the Special business mentioned to be conducted by e-voting/Postal ballot.
16. The Results of the e-voting will be declared by the Directors on 01.10.2015 at 3:30 P.M at the Registered Office of the Company at Hyderabad.
17. The Explanatory Statement under Section 102(1) of the Companies Act, 2013 in respect of Item No. 4 is annexed herewith.

Narbada Gems & Jewellery Limited

18. 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:

Smt. Bhavna Sanghi, aged about 42 years has knowledge and interest in precious and semi precious gems and stones used in the manufacturing of jewellery. She provides valuable assistance to the design and development team at various occasions.

Her directorships held in other public companies as on 31.03.2015 are:

1. Trisa Retail Limited

19. **VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. **The process and manner for remote e-voting are as under:**
 - (i) The remote e-voting period commences on **26th September, 2015 at 9:00 A.M** and ends on **28th September, 2015 at 5:00 P.M.** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22nd September, 2015**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - (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:

Narbada Gems & Jewellery Limited

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach 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 the relevant Company Name i.e. **“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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

Narbada Gems & Jewellery Limited

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.com under help section or write an email to helpdesk.evoting@cdslindia.com
20. Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at comsec@narbadajewellery.com with a copy marked to helpdesk.evoting@cdslindia.com on or before **28th September, 2015**, upto 5:00 pm without which the vote shall not be treated as valid.
21. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **22nd September, 2015**.
22. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 21st August, 2015.
23. The shareholders shall have one vote per equity share held by them as on the cut-off date of **22nd September, 2015**. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
24. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22nd September, 2015** and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
25. Notice of the EOGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
26. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. **22nd September, 2015**, are requested to send the written / email communication to the Company at comsec@narbadajewellery.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
27. Shri Ajay S. Shrivastava, Practicing Company Secretary (Certificate of Practice Number 3479) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
28. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.narbadajewellery.com and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. the BSE Limited.

EXPLANATORY STATEMENT

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

Item No. 4:

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 accept Job work services with the company's Associate concerns which belong to the promoter group. In this regard, the Company approached M/s Sanghi Jewellers Private Limited (SJPL); wherein the three Promoter Directors of the Company namely Shri Sanjay Kumar Sanghi, Shri Ritesh Kumar Sanghi and Smt. Bhavna Sanghi are also the directors of SJPL; in their prospering business venture.

Details of Contract:

Supply of various manufactured products and taking jobwork and allied services for dealing and trading in plain and precious stone studded gold jewellery from time to time during the period as stipulated.

All the Directors are the interested persons in these contracting entity namely SJPL 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.

Date : 27.08.2015
Place : 3-6-290/18, 1st Floor, Sadana Building
Hyderguda, Hyderabad- 500029

For and on behalf of the Board

Sd/-
Sanjay Kumar Sanghi
Managing Director
DIN: 00629693
Address: 8-2-686/DR/7, Road No. 12,
Banjara Hills, Hyderabad - 500034,

Narbada Gems & Jewellery Limited

DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting the **Twenty Third Annual Report** together with the audited accounts of the Company for the financial year ended **31st March, 2015**

1. FINANCIAL SUMMARY

(Amount in Rs.)

Particulars	31.03.2015	31.03.2014
Revenue from operations	164066753	161572297
Other Income	—	—
Total Income	164066753	161572297
Expenses	158857623	156180410
Profit before tax	5209130	5391887
Tax Expense	1032079	1055104
Profit after Tax	4177052	4336783
Earnings per share	0.77	0.80

2. STATE OF COMPANY'S AFFAIR

During the Financial Year 2014-15, the revenue from operations was Rs. 1640.67 lakhs as compared to Rs. 1615.72 lakhs in the previous year, showing a marginal increase in the net income. The profitability during the current financial year reduced to Rs. 41.77 lakhs and subsequently the earnings per share is 0.77 in the financial year 2014-15. The Company has accumulated losses that have substantially eroded the net worth of the Company. Therefore, it is proposed to enter into a scheme of arrangement with the shareholders of the Company for reduction of Share Capital under section 100-104 of the Companies Act, 1956 for writing off the losses against it paid up capital. This would enable the Company to raise financial resources, required for the growth of the business, thereby increasing the stakeholder's value.

3. DIVIDEND

In order to conserve resources for further expanding the Company's business, your Directors have opined to not recommend any dividend for the year 2014-15.

4. RESERVES

Amount to be carried forward to the reserves Rs. (2,49,29,648/-)

5. SHARE CAPITAL

The paid up share capital of the Company is Rs. 5,39,22,000/- divided into 53,92,200 equity shares of Rs. 10/- each. During the year under review, the Company has not issued and allotted any equity shares out of the unissued share capital.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mrs. Bhavana Sanghi retires by rotation at the ensuing Annual General Meeting and being eligible offer herself for re-appointment. Her profile is given elsewhere in the report. Your Directors recommend her re-appointment.

Pursuant to the provisions of Section 149 of the Companies Act 2013, Mr. Ramprasad Vempati, Mr. Siddharth Goel, and Mr. Vinod Agarwal were appointed as independent directors at the Annual General Meeting of the Company held on 23rd September, 2014. The terms and conditions of appointment of independent directors are as per Schedule IV of the Act. They have submitted a declaration that each of them meets the criteria of independence as provided in Section 149(6) of the Act and there has been no change in the circumstances which may affect their status as independent director during the year

During the year, Ms. Bandana Sangai, an associate member of the Institute of Company Secretaries of India, was appointed as the Company Secretary of the Company in terms of Section 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- 7. DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE- APPOINTMENT, IF ANY**
The declarations by all Independent Director(s) that he/they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 have been given as required.
- 8. NUMBER OF MEETINGS OF THE BOARD**
Six (6) meetings of the board were held during the year. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.
- 9. BOARD EVALUATION**
Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual evaluation of its own performance, Board committees and individual directors. The performance of the Board was evaluated after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and its functioning.
In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors.
The Board Evaluation Policy specifying the manner and process of evaluation of the performance of the Board is attached as **Annexure I** to this report.
- 10. MANAGERIAL REMUNERATION**
No remuneration is paid to the Managing Director or the Whole-time Directors of the Company. They are only paid sitting fee for attending the meetings of the Board of Directors held during the year. The Company's policy on Director's appointment and remuneration in accordance with Section 178 (3) of the Companies Act, 2013 is attached as **Annexure II** to this report.
- 11. PARTICULARS OF EMPLOYEES**
There are no employees drawing remuneration equal or more than the limits specified in Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
- 12. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES**
There are no subsidiaries or joint ventures to the Company as on the date of this report.
- 13. STATUTORY AUDITORS:**
The Auditors, M/s Venugopal & Chenoy, Chartered Accountants, Hyderabad, (Firm Regn No.- 004671S) retire at the ensuing Annual General Meeting and, being eligible; offer themselves for reappointment for a period of three years from the conclusion of this Annual General Meeting [AGM] till the conclusion of AGM held in calendar year 2017 in accordance with the provisions of Section 139(2) of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014.
- 14. AUDITORS' REPORT**
The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.
- 15. SECRETARIAL AUDIT REPORT**
In terms of Section 204 of the Companies Act, 2013 and Rules made there under, Mr. Ajay S. Shrivastava, Practicing Company Secretary, Hyderabad (COP No- 3479) has been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors in the prescribed Form MR-3 is enclosed as **Annexure III** to this report. The Company has appointed the Company Secretary and is in the process of appointing Chief Financial Officer as prescribed.
- 16. VIGIL MECHANISM**
In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been attached as **Annexure IV** to this report and the same has also been uploaded on the website of the Company – www.narbadajewellery.com

17. INTERNAL AUDIT & CONTROLS

The Company has appointed M/s Krishna and Suresh, Chartered Accountant, Hyderabad (Firm Regn No- 001461S) as its Internal Auditor. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Their reports are laid before the Audit Committee periodically.

18. RISK MANAGEMENT POLICY

The Management has put in place adequate and effective system and man power for the purposes of risk management. In the opinion of the Board, following are the risks involved in the industry:

1. Fluctuation in the rupee/dollar exchange rate as the sector is export-oriented.
2. Changing consumer preferences including regional preferences.
3. Fluctuating raw material i.e. Gold prices in India and across the world.

19. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** is attached as a part of this Annual Report as **Annexure V**.

20. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

21. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes between the date of balance sheet and the date of this report that would affect the financial position of the company.

22. DEPOSITS FROM PUBLIC:

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company has not given any loan or guarantee or security or made any investment during the financial year in terms of Section 186 of the Companies Act, 2013.

24. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 is disclosed in Form No AOC-2 as **Annexure VI** to this report.

25. CORPORATE GOVERNANCE CERTIFICATE

The Compliance certificate from the practicing company secretaries regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing agreement shall be annexed with the report.

26. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis for the year ended 31st March, 2015 are attached, which form part of this report.

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The statement giving particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo, is attached to the report as **Annexure VII**.

28. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Since the Company's net worth does not exceed Rs. 500 crores or Company's turnover does not exceed Rs. 1000 crores or the Company's net profit does not exceed Rs. 5 crore for any financial year, the provisions of section 135 of the Companies Act, 2013 are not applicable.

29. DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors would like to inform the members that the audited accounts for the year ended **31st March, 2015** are in full conformity with the requirement of the Act and they believe that the financial statements reflect fairly the form and substance of transactions carried out during the year and reasonably present the Company's financial condition and results of operations. These financial statements are audited by the Statutory Auditors **M/s Venugopal & Chenoy**. Pursuant to the requirement of Section 134(5) of the Companies Act, 2013, your Directors further confirm that:

- i) In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- ii) 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 end of the financial year and of the profit and Loss of the Company for the that period;
- iii) 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;
- iv) The Directors have prepared the annual accounts on a going concern basis.
- v) The directors in case of listed company have laid down internal financial controls to be followed by the company and such controls are adequate and are operating effectively.
- vi) The Directors have devised proper system to ensure compliance with the provisions of **all applicable laws** and that such systems are adequate and are operating effectively.

30. LISTING:

The shares of your company are listed at BSE Ltd, Madras Stock Exchange Limited (De-Recognized) and Delhi Stock Exchange Association Limited (De- Recognized). The Company has duly complied with all the applicable provisions of the Listing Agreement.

31. ACKNOWLEDGMENT:

The directors thank the Company's employees, customers, vendors and investors for their continuous support. The Directors also wish to place on record its appreciation of Banks, Stock Exchange & Other authorities for their able guidance and support.

Date : 27.08.2015

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 – 50003

ANNEXURE INDEX

ANNEXURE	CONTENTS
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II	Nomination and Remuneration Policy
III	Secretarial Audit Report- Form MR-3
IV	Vigil Mechanism/ Whistle Blower Policy
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BOARD PERFORMANCE EVALUATION POLICY

The Board of Directors (the “Board”) of Narbada Gems and Jewellery Limited (the ‘Company’) has adopted this Policy as the Board Performance Evaluation (hereinafter referred as “Policy”) under the provisions of the Companies Act, 2013 read with Clause 49 of the Listing Agreement with the Stock Exchanges.

This Policy provides a framework for governance and reporting of the performance evaluation of the Board of Directors of the Company as defined in this policy.

The provisions of this Policy are designed to govern the disclosure requirements to ensure transparency in the conduct of business activities in the best interest of the Company and its shareholders and to comply with the statutory provisions in this regard.

This Policy is intended to provide guidance to the Board of Directors and Senior Management Personnel to manage the affairs of the Company in an ethical manner. The purpose of this Policy is to recognize and provide mechanisms to report the mechanism of the director’s performance and to develop a culture of transparency in the system.

Each year the Board of the Company will carry out an evaluation of its own performance. Board performance evaluation is designed to:

- a) review the pre-determined role of the Board collectively and individual Directors in discharge of duties as set out in the Company from time to time;
- b) annually assess how well directors are discharging their responsibilities; collectively by assessing the Board’s effectiveness; and individually by assessing the quality of a Director’s contribution to general discussions, business proposals and governance responsibilities;
- c) annually assess the performance of directors in discharging their responsibilities.
- d) regularly evaluate the Directors’ confidence in the integrity towards the Company, the quality of the discussions at Board meetings, the credibility of the reports and information they receive, the level of interpersonal cohesion between Board members and the degree of Board knowledge; and
- e) enable Board members, individually and collectively, to develop the key skills required to meet foreseeable circumstances with timely preparation, agreed strategies and appropriate development goals.

This is achieved by collectively assessing the Board’s effectiveness and by individually assessing the quality of a Director’s contribution to general discussions, business proposals and governance responsibilities;

1. DEFINITIONS & INTERPRETATION

“**Act**” means the Companies Act, 2013 and rules made there under as amended from time to time.

“**Board**” means the Board of Directors of the Company for the time being in force.

“**Board Evaluation Committee**” means a committee of Directors constituted by the Board for the purpose as enumerated in this policy.

“**Company**” shall mean Narbada Gems and Jewellery Limited.

2. PROCEDURE FOR BOARD PERFORMANCE EVALUATION

- a) The Chairperson will meet with the directors either collectively or separately, as he may deem fit, seeking input in relation to

- i) the performance of the Board
 - ii) the performance of each Board Committee;
 - iii) the performance of the Managing Directors;
 - iv) the performance of other Whole Time Directors;
 - v) his own performance
- b) Performance should be assessed quantitatively and qualitatively, as appropriate based on the strategic plans and the role/ position description.
 - c) The Chairperson will collect the input and provide an overview report for discussion by the Board
 - d) The Board as a whole will discuss and analyze the performance collectively of each director individually and its own performance during the year including suggestions for change or improvement, as well as any skills, education or development required over the forthcoming year.

3. PROCEDURE FOR BOARD PERFORMANCE EVALUATION OF MANAGING DIRECTORS AND KEY EXECUTIVES OF THE COMPANY

This Board will ensure that the Managing Directors and key executives will execute the Company's strategy through the efficient and effective implementation of the business objectives. In order to accomplish this:

- a) Each year the Board reviews the Company's strategy.
- b) Following such a review the Board sets the organization performance objectives based on qualitative and quantitative measures
- c) These objectives are reviewed periodically to ensure they remain consistent with the Company's priorities and the changing nature of the Company's business.
- d) These objectives form part of the performance targets as assigned to the Managing Directors.
- e) Performance against these objectives is reviewed annually by the Board.
- f) The Managing Directors are responsible for assessing the performance of the key executives and a report is provided to the Board Evaluation Committee for review.

4. EXTERNAL CONSULTANTS

The Board or Committee thereof may engage independent external consultants periodically to provide strategic advices and assistance in the evaluation process

5. DISCLOSURE

The provisions of this Policy can be amended/ modified by the Board of Directors of the Company from time to time and all such amendments/ modifications shall take effect from the date stated therein.

This policy has been issued under the authority of the Board of Directors of the Company and shall remain in force unless Board resolve otherwise or issue a cancellation or modification thereof.

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

OBJECTIVE

The objective of the policy is to ensure that

- i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

DEFINITION

“**Act**” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

“**Board**” means Board of Directors of the Company

“**Company**” shall mean Narbada Gems and Jewellery Limited

“**Directors**” mean Directors of the Company

“**Key Managerial Personnel**” means

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed

“**Senior Management**” mean the personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

ROLE OF THE COMMITTEE:

The role of the NRC will be the following:

- i) To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- ii) To formulate criteria for evaluation of Independent Directors and the Board.
- iii) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- iv) To carry out evaluation of Director’s performance.
- v) To recommend to the Board the appointment and removal of Directors and Senior Management.

- vi) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- vii) To devise a policy on Board diversity, composition, size.
- viii) Succession planning for replacing Key Executives and overseeing.
- ix) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable
- x) To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary in accordance with the Evaluation policy adopted.

Narbada Gems & Jewellery Limited

REMOVAL

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1) Remuneration to Managing Director / Whole-time Directors:

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2) Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive Independent Director may receive remuneration / compensation / commission as per the provisions of the Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- b) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

REVIEW AND AMENDMENT

- a) The NRC or the Board may review the Policy as and when it deems necessary.
- b) The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- c) The Committee may Delegate any of its powers to one or more of its members.
- d) This Policy may be amended or substituted by the NRC or by the Board as and when required where there are any statutory changes necessitating the change in the policy.

ANNEXURE-III

**Form No. MR-3
SECRETARIAL AUDIT REPORT
For the Financial Year ended 31.03.2015**

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

To,
The Members,
NARBADA GEMS AND JEWELLERY LIMITED
3-6-290/18, 1ST FLOOR,
SADHNA BUILDING, HYDERGUDA,
HYDERABAD- TELANGANA- 500029.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s **NARBADA GEMS AND JEWELLERY LIMITED (CIN-L01222TG1992PLC014173)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the NARBADA GEMS AND JEWELLERY LIMITED 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31ST March, 2015, the Company has 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31ST March, 2015 according to the provisions of:

- i) The Companies Act, 2013 (the Act) 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-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 (FEMA) 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, 1992;
 - c) (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **-Not Applicable to the Company during the Audit Period**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable to the Company during the Audit Period**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the Company during the Audit Period**
 - 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;

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- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable to the Company during the Audit Period** and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable to the Company during the Audit Period**
- vi) No other specific Acts applicable to the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.- **Not Notified during the Audit Period, hence Not Applicable**
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the Audit period under review and as per the clarification, representations provided by the Management in writing & oral in the Secretarial Audit checklist prepared by me, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement, SEBI notifications etc. mentioned above *subject to the following observation/ non Compliance :*

During the Audit period, the Company could not comply with the provisions stated in Section 203 of the Companies Act, 2013 with regard to appointment of the Chief Financial Officer (CFO) for the Company.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals

I 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.
- Adequate notice is given to all 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.

I 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.

I further report that on 04.08.2015, the Board of Directors in their meeting pursuant to section 100 of the Companies Act, 1956, approved the draft scheme of Reduction of Paid up Capital against the accumulated losses of the Company, which is required to be filed with the Stock Exchange as on the date of this report.

Place: Hyderabad

Date: 27.08.2015

Sd/-

AJAY S SHRIVASTAVA

Company Secretary in practice:

FCS No. 3489

C P No.: 3479

'ANNEXURE A'

To,
The Members
NARBADA GEMS AND JEWELLERY LIMITED
3-6-290/18, 1ST FLOOR,
SADHNA BUILDING, HYDERGUDA,
HYDERABAD- TELANGANA- 500029.

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

1. Maintenance of secretarial record is the responsibility of the 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. Where ever 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, regulations, standards is the responsibility of 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: 27.08.2015

Date: Hyderabad

Sd/-

AJAY S SHRIVASTAVA

Company Secretary in practice:

FCS No. 3489

C P No.: 3479

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

1. INTRODUCTION

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. In view of the same, the Company has adopted the Code of Conduct (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined. The Whistleblower Policy is an extension of the Company’s Code of Conduct through which the Company seeks to provide a mechanism for its employees, directors, vendors or customers to disclose any unethical and/or improper practice(s) taking place in the Company for appropriate action and reporting. Through this policy, the Company provides the necessary safeguards to all Whistle Blowers for making disclosures in good faith.

2. DEFINITIONS

The definitions of some of the key terms used in this policy are given below:

- a) **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 292A of the Companies Act, 1956 read with the listing agreement between the Company and stock exchanges.
- b) **“Company”** means Narbada Gems and Jewellery Limited
- c) **“Director”** means any executive, non-executive, nominee or alternate director of the Company.
- d) **“Disclosure”** means any communication in writing (including anonymous disclosures) made in good faith by the Whistle Blower to the designated personnel under this policy that discloses or demonstrates information that may evidence an Unethical Practice.
- e) **“Employee”** means any employee or officer of the Company, including the directors in the employment of the Company.
- f) **“Investigators”** mean any person(s) duly appointed/consulted by the Whistle Blower Committee to conduct an investigation under this policy.
- g) **“Subject”** means a person against or in relation to whom a Disclosure has been made or evidence gathered during the course of an investigation.
- h) **“Unethical Practice”** means and includes, but not limited to, the following activities/ improper practices being followed in the Company:
 - i. Manipulation of Company data / records;
 - ii. Abuse of authority at any defined level in the Company;
 - iii. Disclosure of confidential / proprietary information to unauthorized personnel;

- iv. Any violation of applicable legal law and regulations to the Company, thereby exposing the Company to penalties/ fines;
 - v. Any instances of misappropriation of Company assets;
 - vi. Activity violating any laid down Company policy, including the Code of Conduct;
 - vii. Any other activities whether unethical or improper in nature and injurious to the interests of the Company.
- i) **“Whistle Blower”** means an employee or director or Customers of the Company or Vendors doing business with the Company and making a Disclosure under this Policy.

3. HOW TO REPORT

- All suspected violations shall be reported to (i) immediate supervisor; or (ii) the Chief Compliance Officer at comsec@narbadajewellery.com.
- It is strongly advised that the Whistle Blower discloses his/ her identity in the Disclosure for ensuring that adequate protection is granted to him/ her under the relevant provisions of this policy. However, anonymous Disclosures, though discouraged, may also be made.
- The Disclosures made should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

4. INVESTIGATION

All disclosures under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

5. SUBJECTS

- All Subjects shall be duly informed about the Disclosures of unethical practice(s) made against them at the commencement of the investigation process and shall have regular opportunities for providing explanations during the course of the investigation process.
- Subjects shall not directly/ indirectly interfere with the investigation process, till the completion of the investigation
- The Subjects shall not destroy or tamper with any evidence, and shall have a duty to cooperate in the investigation process or with any of the Investigators appointed, till the time the investigation process is completed.

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- During the course of the investigation process, all Subjects shall have a right to consult any person(s) of their choice, other than the Investigators, and engage any legal counsel at their own cost to represent them in any investigation proceedings.
- The Subjects shall have the right to be informed about the results of the investigation process and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process.
- All Subjects shall be given an opportunity to respond to results of the inquiry/ investigation as contained in an investigation report. No allegation of wrongdoing against any Subject shall be considered as tenable, unless the allegations are duly supported by valid evidence in support of the allegation.
- Where the results of the inquiry/ investigation highlight that the allegations made against the Subjects are eventually dismissed as non-tenable, then the Company shall reimburse all such reasonable costs as shall have been incurred by the Subject to defend him/her, during the process of inquiry/ investigation.

6. PROTECTION

The identity of the Whistle Blower, Subject and any other Employee assisting the inquiry/ investigation, shall be kept confidential at all times, except during the course of any legal proceedings, where a Disclosure/ statement is required to be filed. No unfair treatment will be meted out to a Whistleblower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblowers. Complete protection will, therefore, be given to Whistleblowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Disclosure. The Company takes reports of such retaliation seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment

7. DECISION

If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

8. RETENTION OF DOCUMENTS

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

9. MODIFICATION

The Audit Committee or the Board of Directors of the Company can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with federal, state or local regulations and /or accommodate organizational changes within the Company.

ANNEXURE-V

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2015

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS

1.	CIN	L01222TG1992PLC014173
2.	Registration Date	05.05.1992
3.	Name of the Company	Narbada Gems and Jewellery Limited
4.	Category/Sub-category of the Company	Company Limited by shares
5.	Address of the Registered office & contact details	3-6-290/18, 1st Floor, Sadana building, Hyderguda, Hyderabad- 500029
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	CIL Securities Limited,208, Raghav Ratna TowersChirag Ali Lane, Abids, Hyderabad- 500001

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1		99889020	

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NIL**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i) Category-wise Shareholding**

Category of Share holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTERS									
(1) Indian									
a) Individual / HUF	2568360		2568360	47.630	2570060	0	2570060	47.660	0.030
b) Central Government	-	-	-	-	-	-	-	-	-

Narbada Gems & Jewellery Limited

	c) State Government	-	-	-	-	-	-	-	-	-
	d) Bodies Corporate	-	-	-	-	-	-	-	-	-
	e) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
	f) Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(1)	2568360	0	2568360	47.630	2570060	0	2570060	47.660	0.030
(2)	Foreign	-	-	-	-	-	-	-	-	-
	a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
	b) Other - Individuals	-	-	-	-	-	-	-	-	-
	c) Bodies Corporate	-	-	-	-	-	-	-	-	-
	d) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
	e) Any Other	-	-	-	-	-	-	-	-	-
	Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
	Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	2568360	0	2568360	47.630	2570060	0	2570060	47.660	0.030
B.	PUBLIC SHARE HOLDING									
(1)	Institutions									
	a) Mutual Funds	-	-	-	-	-	-	-	-	-
	b) Banks / Financial Institutions	-	-	-	-	-	-	-	-	-
	c) Central Governments	-	-	-	-	-	-	-	-	-
	d) State Governments	-	-	-	-	-	-	-	-	-
	e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
	f) Insurance Companies	-	-	-	-	-	-	-	-	-
	g) Foreign Institutional Investors (FII)	0	0	0	0.000	238	0	238	0.004	0.004
	h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-

Narbada Gems & Jewellery Limited

	i) Others (Specify)	-	-	-	-	-	-	-	-	-
	Sub-total (B)(1)	0	0	0	0.000	238	0	238	0.004	0.004
(2)	Non -Institutions									
	a) Bodies Corporate									
	i) Indian	61315	55100	116415	2.159	53484	55100	108584	2.014	-0.145
	ii) Overseas	-	-	-	-	-	-	-	-	-
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto Rs 1 lakh	649588	1780740	2430328	45.071	639511	1762840	2402351	44.553	-0.519
	ii) Individual shareholders holding nominal share capital in excess of Rs11	166817	91900	258717	4.798	214337	77700	292037	5.417	0.618
	c) Others Specify									
	1. NRI	1380	16600	17980	0.333	1630	15900	17530	0.326	-0.008
	2. Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
	3. Foreign Nationals	-	-	-	-	-	-	-	-	-
	4. Clearing Members	400	0	400	0.008	1400	0	1400	0.026	0.019
	5. Trusts	-	-	-	-	-	-	-	-	-
	6. Foreign Bodies - D.R.	-	-	-	-	-	-	-	-	-
	Sub-total (B)(2)	879500	1944340	2823840	52.369	910362	1911540	2821902	52.336	-0.036
	Total Public Share holding (B) = (B)(1)+(B)(2)	879500	1944340	2823840	52.370	910600	1911540	2822140	52.340	-0.032
	C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	GRAND TOTAL (A+B+C)	3447860	1944340	5392200	100.00	3480660	1911540	5392200	100.00	0.000

Narbada Gems & Jewellery Limited

ii) **Shareholding of Promoters**

SI No.	Share holder's Name	Share holding at the beginning of the year			Shareholding at the end of the year			% of Change in share holding during the year
		No. of Shares	% of change in share holding during the year	% of total Shares of the company	No. of Shares	% of Shares of the Company	% of Shares Pledged /encumbered to total Shares	
1	RITESH KUMAR SANGHI	1284180	23.820	0	1284180	23.820	0.000	0
2	SANJAY KUYMAR SANGHI	1284180	23.820	0	1285880	23.850	0.000	0.030
T O T A L		2568360	47.640	0	2570060	47.670	0.000	0.030

iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

SI No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total shares of the company
1	RITESH KUMAR SANGHI				
	a) At the Beginning of the Year	1284180	23.820		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1284180	23.820
2	SANJAY KUMAR SANGHI				
	a) At the Beginning of the Year	1284180	23.820		
	b) Changes during the year				
	Date				
	12.12.2014	600	0.01	1284780	0.01
	19.12.2014	1100	0.02	1285880	0.03
	c) At the End of the Year			1285880	23.85
T O T A L		2568360	47.640	2570060	47.670

Narbada Gems & Jewellery Limited

iii) Change in Promoters' Shareholding (please specify, if there is no change)					
SI No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total shares of the company
1	SANJAY PASARI				
	a) At the beginning of the Year	32020	0.59		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			32020	0.59
2	RAHAS INVESTMENTS PVT LTD				
	a) At the beginning of the Year	28100	0.52		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			28100	0.52
3	PRAKASH AIR FREIGHT PVT LTD				
	a) At the beginning of the Year	27300	0.510		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			27300	0.510
4	TEJAS SANGHI				
	a) At the beginning of the Year	0	0		
	b) Changes during the year				
	Date Reason				
	14.11.2014 Transfer	2001	0.04	2001	0.04
	21.11.2014 Transfer	10956	0.20	12957	0.24
	20.03.2015 Transfer	14200	0.26	27157	0.50
	c) At the End of the Year			27157	0.50
5	SUBHASH C MARWADI				
	a) At the beginning of the Year	18800	0.350		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			18800	0.350
6	SANKA PADMAJA				
	a) At the beginning of the Year	2457	0.050		
	b) Changes during the year				
	Date Reason				
	30.01.2015 Transfer	15025	0.280	17482	0.320
	13.02.2015 Transfer	75	0.000	17557	0.330
	c) At the End of the Year			17557	0.330

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7	ATEET BHARGAVA KUMAR				
	a) At the beginning of the Year	17500	0.320		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			17500	0.320
8	LAKSHMI SRUJANA PAMIDIMARRI				
	a) At the beginning of the Year	17250	0.320		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			17250	0.320
9	MAHENDRA KUMAR JAIN				
	a) At the beginning of the Year	16919	0.310		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			16919	0.320
10	SANKA LEELA KUMARI				
	a) At the beginning of the Year	16142	0.300		
	b) Changes during the year				
	Date Reason				
	30.05.2014 Transfer	10	0		
	12.09.2014 Transfer	10	0		
	06.02.2015 Transfer	150	0		
	20.03.2015 Transfer	50	0	220	0.000
	c) At the End of the Year			16362	0.300
11	BHASKARA RAO SANKA				
	a) At the beginning of the Year	13296	0.250		
	b) Changes during the year				
	Date Reason				
	23.01.2015 Transfer	2586	0		
	c) At the End of the Year			15882	0.290
12	PAMIDIMARRI CHANDRA SEKHAR				
	a) At the beginning of the Year	15563	0.290		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			15563	0.290
	TOTAL	205347	3.808	250410	4.64

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v) Shareholding of Directors and Key Managerial Personnel:

SI No.	Director's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in share holding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged /encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/ encumbered to total shares	
1	RITESH KUMAR SANGHI	1284180	23.820	0	1284180	23.820	0.000	0
2	SANJAY KUYMAR SANGHI	1284180	23.820	0	1285880	23.850	0.000	0.030
	T O T A L	2568360	47.640	0.00	2570060	47.670	0.000	0.030

v) INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

Narbada Gems & Jewellery Limited

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Rs. in lakhs

SN.	Particulars of Remuneration	Name of MD/WTD/ CS			Total Amount
		Ritesh Kumar Sanghi- ED	Sanjay Kumar Sanghi- MD	Bandana Sangai-CS (w.e.f 29.05.2015)	
1	Gross salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission-as % of profit - others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	-	-	-	-
	Ceiling as per the Act	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2015.

ANNEXURE - VI**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at Arm's length basis:
Narbada Gems and Jewellery Limited (NGJL) have not entered into any contract or arrangement or transaction with its related parties which is not at arm's length during financial year 2014-15.

2. Details of material contracts or arrangement or transactions at arm's length basis:

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Sanghi Jewellers Private Limited
b)	Nature of contracts/arrangements /transaction	Purchase of Gold Ornaments and Jobwork Services for making the same.
c)	Duration of the contracts/arrangements /transaction	Approval of members taken at 22 nd AGM of the Company for transactions between 01.10.2014 to 30.09.2015.
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	—
e)	Date of approval by the Board	Not applicable, since the contract was entered into in the ordinary course of business and on arm's length basis.
f)	Amount paid as advances, if any	—

ANNEXURE- VII

**FORM-A
FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT
TO CONSERVATION OF ENERGY**

Particulars	2014-15	2013-14
A. POWER AND FUEL CONSUMPTION:		
Electricity		
a) Purchased : Units (KWH)		
Total Amount (Rs.)		
Rate/Unit (Rs.)	Nil	Nil
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	2014-15	2013-14
a) Foreign Exchange earned (Recovery of old dues from Sundry Debtors)	Nil	Nil
b) Foreign Exchange used:	Nil	Nil

REPORT ON CORPORATE GOVERNANCE**I. Company's Philosophy on Corporate Governance**

Your Company believes that good Corporate Governance is essential in achieving long-term corporate goals, enhancing stakeholders' value and attaining the highest level of transparency. The Company strives to maximize satisfaction to its primary stakeholders, i.e. its customers, its employees, its business associates, the communities it significantly operates in and its shareholders.

The Corporate Governance framework of the Company is the reflection of its culture, policies and commitment to values. The Company truly believes in fair, transparent and ethical governance practices.

The Board of Directors ('the Board') is responsible for and committed to sound principles of Corporate Governance in the Company. The Board plays a crucial role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. All directors and employees are bound by a Code of Conduct that sets forth the Company's policy on important issues, including its relationship with customers, shareholders and Government. The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements entered into with the stock exchanges with regard to corporate governance.

II. Board of Directors**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	Date of Appointment	Category	No. of other Director-ships	No. of other Committee Membership held
Shri Sanjay Kumar Sanghi	Managing Director	14.10.2006	Promoter & Executive	4	Nil
Shri Ritesh Kumar Sanghi	Director	29.06.2007	Promoter & Executive	5	Nil
Shri Ram Prasad Vempati	Director	14.01.2007	Non- Executive - Independent	3	6
Shri Vinod Agarwal	Director	14.10.2006	Non- Executive - Independent	3	3
Shri Siddharth Goel	Director	12.05.2012	Non - Executive - Independent	1	6
Smt. Bhavna Sanghi	Director	14.05.2014	Non-Executive	2	Nil

2. Independent Directors

Independent directors are non-executive directors as defined under Clause 49(II)(B)(1) of the Listing Agreements entered into with the Stock Exchanges. The maximum tenure of the independent directors is in compliance with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under clause 49 of the Listing Agreement and Section 149 of the Act.

Narbada Gems & Jewellery Limited

3. Other provisions as to Board and Committees

- i) 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 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.
- iii) Notice of the Board Meeting and the notes to agenda are sent to all the Directors of the Company in advance
- iv) Any sensitive matter may be discussed at the meeting without prior intimation to directors in exceptional circumstances.
- v) The attendance of each director at the Board Meetings and last Annual General Meeting is as follows:

SI No.	Name of Director	Board Meeting		AGM held on 23 rd September, 2014
		Held	Attended	
01	Shri Ritesh Kumar Sanghi	6	6	Present
02	Shri Sanjay Kumar Sanghi	6	6	Present
03	Shri Siddharth Goel	6	3	Present
04	Shri Ram Prasad Vempati	6	6	Present
05	Shri Vinod Agarwal	6	3	Present
06	Smt. Bhavna Sanghi*	5	4	Not Present

* Appointed as an Additional Director w.e.f 14.05.2014

- i) Six (6) board meetings were held during the year and the gap between two meetings did not exceed one hundred twenty days. The dates on which the said meetings were held are-, 14.05.2014, 30.05.2014, 13.08.2014, 25.08.2014, 14.11.2014, and 10.02.2015. The necessary quorum was present for all the meetings.
- ii) 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.
- iii) **Code of Ethics**
The Company has prescribed a code of ethics for its Directors and senior management. A declaration from Mr. 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 2014-15 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 2015, as envisaged in Clause 49 of the Listing Agreement with Stock Exchange.

For Narbada Gems and Jewellery Limited

Date : 27.08.2015
Place : 3-6-290/18, 1st Floor, Sadana Building,
Hyderguda, Hyderabad- 500029

Sd/-
Sanjay Kumar Sanghi
Managing Director
DIN: 00629693

III. Committees of the Board

1. Audit Committee

- i) The audit committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements entered into with the stock exchanges read with Section 177 of the Act.
- ii) The terms of reference of the audit committee are broadly as under:
 - a) To review the quarterly, half yearly and annual financial results of the Company before submission to the Board.
 - b) To oversee the financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
 - c) 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.
 - d) To make recommendations to the Board on any matter relating to the financial management of the Company, including the audit report.
 - e) 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.
 - f) 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.
 - g) To make recommendations to the Board on any matter relating to the financial management of the Company.
 - h) Discussion with internal auditors on any significant findings and follow up thereon
- iii) The composition of the audit committee and the details of meetings attended by its members are given below:

S No.	Name of the Director	Category	Number of meetings during the FY 2014-15	
			Held	Attended
1.	Shri Ram Prasad Vempati (Chairman)	Independent, Non- Executive	6	6
2.	Shri Siddharth Goel	Independent, Non- Executive	6	6
3.	Shri Vinod Agarwal	Independent, Non- Executive	6	3

- iv) Six (6) audit committee meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows: 14.05.2014, 30.05.2014, 13.08.2014, 21.08.2014, 14.11.2014, and 12.02.2015.

The necessary quorum was present for all the meetings.

Narbada Gems & Jewellery Limited

2. Nomination and 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 as at 31.03.2015 comprises of three directors all of them being non-executive independent directors

S. No.	Name of the Director	Category
1.	Shri Siddharth Goel	Independent, Non- Executive
2.	Shri Ram Prasad Vempati	Independent, Non- Executive
3.	Shri Vinod Agarwal- (Chairman)	Independent, Non- Executive

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, 2015

3. Stakeholder's Relationship Committee

- i) The Company has a shareholders / investors grievance committee of directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / annual reports, etc.
- ii) The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

S No.	Name of the Director	Category	Number of meetings during the FY 2014-15	
			Held	Attended
1.	Shri Siddharth Goel	Independent, Non- Executive	2	2
2.	Shri Ram Prasad Vempati	Independent, Non- Executive	2	2
3.	Shri Vinod Agarwal (Chairman)	Independent, Non- Executive	2	2

- iii) The meetings of the stakeholders' relationship committee were held on 30.09.2014 and 16.02.2015 during the year, mainly for approval of share transfers.

I. General Meetings

i) Annual General Meeting

Financial Year	Venue	Date / Time
2011-12	Rajasthani Graduates Associates, Snatak Bhawan, 5-4-790/1, Abids, Hyderabad	28 th September, 2012 at 01.30 P.M.
2012-13	Rajasthani Graduates Associates, Snatak Bhawan, 5-4-790/1, Abids, Hyderabad	27 th September, 2013 at 3.00 P.M.
2013-14	Rajasthani Graduates Associates, Snatak Bhawan, 5-4-790/1, Abids, Hyderabad	23 rd September, 2014 at 3.30 P.M.

ii) Extra Ordinary General Meeting

No Extraordinary General Meeting of members was held during the FY 2014-15.

V. 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.

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.

For Narbada Gems and Jewellery Limited

Date : 27.08.2015

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

**Sd/-
Sanjay Kumar Sanghi
Managing Director
DIN: 00629693**

Narbada Gems & Jewellery Limited

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, 2015 and that to the best of our knowledge and belief, we state that:

- A.
- 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.
- B. 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.
- C. 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.
- D. We have indicated to the Auditors and the Audit Committee;
- i. Significant changes, if any, in the internal control over financial reporting during the year.
 - ii. 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
- 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.

For Narbada Gems and Jewellery Limited

Date : 27.08.2015

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

Sd/-

**Sanjay Kumar Sanghi
Managing Director
DIN: 00629693**

4. CEO Certification: The Managing Director has given a certificate as contemplated in Clause 49 of the Listing Agreement.
5. 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.
6. The Management Discussion and Analysis is provided elsewhere in this report.
7. 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.

8. General Shareholder Information:

8.1. Annual General Meeting:

Date and Time : 29th September, 2015 at 11:30 A.M.

Venue : Rajasthani Graduates Associates, Snatak Bhawan, 5-4-790/1, Abids, Hyderabad

8.2. Financial Calendar (tentative):

Results for the quarter ending June 30, 2015 : Second week of August, 2015

Results for the quarter ending September 30, 2015 : Second week of November, 2015.

Results for the quarter ending December 31, 2015 : First week of February, 2016.

Results for the year ending March 31, 2016 : Last week of April, 2016

Annual General Meeting : September, 2016

8.3. Date of Book closure : 23rd September, 2015 to 29th September, 2015
(Both days inclusive)

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

8.5. Listing on Stock Exchange : a) Bombay Stock Exchange Limited
b) Madras Stock Exchange Limited (De-recognized)
c) Delhi Stock Exchange Association Limited (De-recognized)

8.6. Stock Code : 519455 at BSE

8.7. Market Price Data :

Month	BSE Ltd		
	High Price	Low Price	No. of Shares Traded
April 2014	N. A. *	N. A. *	N. A. *
May 2014	8.8	8.25	1011
June 2014	8.36	7.41	1125
July 2014	7.04	6.36	4090
August 2014	N. A. *	N. A. *	N. A. *
September 2014	6.43	4.07	11389
October 2014	3.87	3.16	5800
November 2014	4.34	3.47	24673
December 2014	5.35	3.93	7937
January 2015	6.3	5.46	15524
February 2015	9.04	6.56	12673
March 2015	8.58	7.4	1945

*Not Available

8.8. Listing fees : The Listing Fees for the year 2015 - 2016 has been paid to BSE Ltd.

Narbada Gems & Jewellery Limited

8.9. Registrar and Share Transfer Agents:

CIL Securities Limited,
208, Raghav Ratna Towers
Chirag Ali Lane, Abids,
Hyderabad- 500001
Email- cilsec@rediffmail.com

8.10. 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.

8.11 Distribution of shareholding as at 31st March, 2015

Category (No. of shares)	Number of holders	% of total holders	Number of shares	% of total shares
0-5000	5786	99.47	2409091	44.68
5001-10000	10	0.174	67312	1.25
10001-20000	15	0.26	232860	4.32
20001-30000	3	0.05	82557	1.53
30001-40000	1	0.02	32020	0.59
40001-50000	0	0.00	0	0.00
50001-100000	0	0.00	0	0.00
100001-5392200	2	0.03	2568360	47.63
Total	5817	100.00	5392200	100.00

8.12 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.

8.13. Outstanding Bonds/ Convertible Instruments:

NIL

8.14. Address for Correspondence:

Registered Office: 3-6-290/18, 1st Floor, Sadana Building, Hyderguda, Hyderabad- 50002

For Narbada Gems and Jewellery Limited

Date : 27.08.2015

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

**Sd/-
Sanjay Kumar Sanghi
Managing Director
DIN: 00629693**

**CERTIFICATE ON COMPLIANCE WITH THE PROVISIONS OF CORPORATE GOVERNANCE
PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT**

To

**The Board of Directors,
Narbada Gems and Jewellery Limited
Hyderabad.**

We have examined all the records of **Narbada Gems and Jewellery Limited**, Hyderabad for the purpose of certifying compliance of the conditions of Corporate Governance under Clause 49 of the Listing Agreement with BSE Limited for the financial year ended 31st March, 2015. We have obtained all the information which is best of our knowledge and belief were necessary for the purpose of certification

The Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been in the manner prescribed in the Guidance Note on certification of Corporate Governance issued by the Institute of Company Secretaries of India and has been limited to a review of the procedures and implementation thereof adopted by the Company. It is neither an assurance of the efficacy or effectiveness with which the management has conducted the affairs of the Company 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. We certify that the Company has complied with the conditions of the corporate governance as stipulated in Clause 49 of the Listing Agreement.

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.

**Place: Hyderabad
Date: 27.08.2015**

For **AJAY. S. SHRIVASTAVA**
Practicing Company Secretary

Proprietor
Membership No- PCS- 3479

Narbada Gems & Jewellery Limited

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 AND DEVELOPMENTS

The gems and jewellery sector is one of the most important sectors of the Indian economy and has also been one of the fastest-growing sectors in the past few years. According to the latest report released by the Gem and Jewellery Export promotion Council (GJEPC), exports fell by a marginal 0.62% in financial year 2014-15, due to a 5.5% fall in outbound shipments of cut and polished diamonds, but the gold jewellery segment rebounded with a 17.8% rise. The export was \$39.9 billion in 2014-15, as compared to \$40.15 billion the previous year. However, in rupee terms, export rose marginally to Rs 243,885.8 crore from Rs 242,837 crore a year before.

The Indian gem & jewellery export which forms nearly 13 per cent of India's overall merchandise export made a contribution of \$ 39898.81 million to India's coffers in terms of foreign exchange earnings. The downturn in China, unrest in West Asia, slowdown in Europe and the depreciation of the Russian ruble affected exports.

The improvement in availability along with the reintroduction of low cost gold metal loans and likely stabilisation of gold prices at lower levels is expected to drive volume growth for jewellers over short to medium term. The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry.

OPPORTUNITIES AND THREATS

The jewellery consumption demand is expected to touch Rs. 5, 00,000 – Rs. 5, 35,000 Crores by 2018. Adding to this, the investment demand in the form of bars and coins is also expected to reach about Rs. 1, 80,000- Rs. 1,90,000 Crores in 2018. In view of the same, the industry enjoys the following advantages:

- (a) Rising disposable income
- (b) Important saving and investment tool
- (c) Increased organized retail penetration

In contrast to the positive attributes to the G&J industry, it has to come across and combat the following challenges:

- (a) Limited availability of high-end real estate which is less than 3% of total retail space.
- (b) Volatile raw material prices
- (c) Localization, customization and adapting to changing local tastes which is undergoing a revolution.
- (d) Organized G&J retailing takes a long time in building the brand and trust among consumers and has a long gestation period.

OUTLOOK

The sector is witnessing changes in consumer preferences, as the westernization of lifestyle is responsible for changes in the buying habits of the consumer. The Company is constantly keeping pace with the ever changing demands of its customers. The overall performance of the Company during the FY 2014-15 was at par with the previous year with a slight increase in its turnover to Rs. 16.40 crores. Owing to its economical pricing, the demand for the color stone studded jewellery and cz studded jewellery, in which the Company deals in, is always alive. The Company also receives jobwork services from its associate company, which specializes in designing and creating innovative jewellery designs. Consumers are demanding new designs and varieties in jewellery, thereby increasing your Company's scope of expansion and development.

RISKS AND CONCERNS

An increasingly competitive scenario and growing economic pressures pose serious challenges to the gems and jewellery business. The biggest impediment to the industry's growth has actually been from government policies. Since 2013, many such policies have been introduced, that has destabilized the overall operations of the G&J industry.

- i. The customs duty on gold was increased all the way up to 10% in second quarter of financial year 2014. This had since created a huge arbitrage effect for smuggling to thrive under and creating significant imbalances in the domestic price of gold.
- ii. The new government initiatives to contain black money and the introduction of the PAN card rule for all transactions from Rs. 1 lakh to 5 lakhs is the latest and most significant impediment in the growth of the G&J industry.

This, according to All India Gems and Jewellery Trade Federation, would have a significant impact on the industry turnover as a major section of customers come from rural areas who do not have PAN cards.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an internal control and adequacy system, commensurate with the size and scale of its operations. The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. The Audit Committee periodically reviews the audit observations and follows it up with suitable measures to ensure adherence to best practices in the reporting and recording of the transactions.

FINANCIAL CONDITION

Share Capital

During the year under review, the Company has not allotted any equity shares out of unissued capital. The present capital is Rs. 5,39,22,000/- divided into 53,92,200 equity shares of Rs.10/- each.

Secured Loans

The Company has not borrowed any secured loan as at 31.03.2015.

Fixed Assets

Fixed Assets (Net Block) is Rs. 3,54,359/- during the year 2014-15.

HUMAN RESOURCES

The Company recognizes that its employees are integral to its success. Sound human resource practices have been followed which is aligned with Company's philosophy. It believes that they are the vital asset responsible for continued success of the Company. Your Company wishes to put on record its deep appreciation for the co-operation and efforts of its employees for the betterment of the organization.

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.

INDEPENDENT AUDITOR'S REPORT

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

Report on the Standalone 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, 2015, the Statement of Profit and Loss, and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 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 standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's 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 on the standalone financial statements.

Opinion

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- a) As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A to this report a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
- b) As required by section 143 (5) of the Companies Act 2013, we give in the Annexure B to this report, a statement on the directions issued by Comptroller & Auditor General of India, to the extent applicable
- c) As required by Section 143 (3) of the Act, we report that:
 1. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 2. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 3. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 4. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 5. On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164 (2) of the Act; and
 6. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion, and to the best of our information and according to the explanations given to us:
 - i. There are no pending litigations for the company that will impact the financial position of the company;
 - ii. There are no foreseeable losses on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For VENUGOPAL & CHENOY,
Chartered Accountants,
(FRN: 004671S)**

**Sd/-
(P.V.SRI HARI)**

Partner

Membership No.021961

Place : Hyderabad

Date : 29.05.2015

Narbada Gems & Jewellery Limited

Annexure A to the Independent Auditors' Report

The Annexure A referred to in our Independent Auditor's Report to the members of the Company on the standalone financial statements for the year ended March 31,2015, we report that:

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies have been noticed on such physical verification.
- ii) a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
- b) The procedures of physical verification of inventories 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.
- iii) 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, 2013 ('the Act'). Consequently, clauses 3 (iii) (a) and 3 (iii) (b) of the Order are not applicable to the Company.
- iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventories fixed assets and sale of goods and services. We have not observed any major weakness in the internal control system during the course of the audit.
- v) The Company has not accepted any deposits from the public. Consequently, the clause 3(v) of the order is not applicable to the Company.
- vi) The Central Government did not prescribe the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013, for any of the products of the company.
- vii) a) According to the information and explanations given to us and on the basis of examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of 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 other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts are payable in respect of income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess and other material statutory dues which were in arrears as at March 31,2015, for a period of more than six months from the date they became payable.

Narbada Gems & Jewellery Limited

- b) As at March 31,2015, there have been no disputed dues, which have not been deposited with the respective authorities in respect of Income tax, Wealth-tax, Service tax, duty of customs, duty of excise, value added tax and Cess.
- viii) The accumulated losses of the Company are less than 50% of its net worth as on the date of the Balance Sheet and has not incurred cash losses in the financial year covered by our audit and the immediately preceding financial year.
- ix) The Company has not taken any term loan from financial institutions and banks. Consequently, the question of defaulting in payment of any loan installment or interest thereon does not arise.
- x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions. Consequently, the clause 3 (x) of the order is not applicable to the Company.
- xi) According to the information and explanations given to us, the Company has not obtained any term loans. Consequently, the clause 3 (xi) of the Order is not applicable to Company.
- xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.



**For VENUGOPAL & CHENOY,
Chartered Accountants,
(FRN: 004671S)**

Sd/-

**(P.V.SRI HARI)
Partner**

Membership No.021961

Place : Hyderabad

Date : 29.05.2015

Narbada Gems & Jewellery Limited

BALANCE SHEET AS AT MARCH 31, 2015

Particulars	Note No.	Figures at the end of March 31, 2015		Figures at the end of March 31, 2014	
		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	(24,929,648)		(29,106,700)	
			29,260,052		25,083,000
(2) Non-Current Liabilities					
(a) Deferred Tax Liabilities (Net)	3	9,590		0	0
			9,590		
(3) Current Liabilities:					
(a) Trade Payables	4	12,984,677		1,102,698	
(b) Other Current Liabilities	5	384,505		213,742	
(c) Short Term Provisions	6	119,740		157,853	
			13,488,922		1,474,293
Total:			42,758,564		26,557,293
II. ASSETS					
(1) Non-Current Assets:					
(a) Fixed Assets					
(i) Tangible Assets	7	973,182		951,082	
(b) Deferred Tax Asset (Net)	8	0		2,749	
(c) Long-Term Loans and Advances	9	386,147		404,725	
			1,359,329		1,358,556
(2) Current Assets:					
(a) Inventories	10	20,413,103		9,808,356	
(b) Trade Receivables	11	18,917,941		9,489,040	
(c) Cash and Cash Equivalents	12	2,068,191		5,901,341	
			41,399,235		25,198,737
Total:			42,758,564		26,557,293
Significant Accounting Policies and					
Notes to Accounts					
		17			

Our Report attached,
For VENUGOPAL & CHENOY,
Chartered Accountants,
FRN- 004671S

For Narbada Gems and Jewellery Ltd.,

Sd/-
(CA P.V.SRI HARI)
Partner
Membership No.021961

Sd/-
Sanjay Kumar Sanghi
Managing Director
DIN: 00629693

Sd/-
Ritesh Kumar Sanghi
Director
DIN: 00628033

Hyderabad
Date: 29.05.2015

Narbada Gems & Jewellery Limited

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Note No.	Figures for the year ended March 31, 2015		Figures for the year ended March 31, 2014	
		Rs.	Rs.	Rs.	Rs.
I. Revenue from Operations	13		164,066,753		161,572,297
II. Other Income			0		0
III. Total Revenue(I + II)			164,066,753		161,572,297
IV. Expenses:					
Purchases		162,922,830		139,216,652	
Changes in Inventories of Stock - in - trade	14	(10,604,747)		10,912,698	
Employee Benefit Expenses	15	427,404		363,288	
Depreciation		148,585		180,195	
Other Expenses	16	5,963,551		5,507,577	
			158,857,623		156,180,410
V. Profit before Tax(III - IV)			5,209,130		5,391,887
VI. Tax Expense:					
Current Tax		1,019,740		1,057,853	
Deferred Tax		12,339		(2,749)	
			1,032,079		1,055,104
VII. Profit for the year			4,177,052		4,336,783
VIII. Earnings Per Equity Share Basic & Diluted			0.77		0.80
Significant Accounting Policies and Notes to Accounts			17		

Our Report attached,
For VENUGOPAL & CHENOY,
Chartered Accountants,
FRN- 004671S

For Narbada Gems and Jewellery Ltd.,

Sd/-
(CA P.V.SRI HARI)
Partner
Membership No.021961

Sd/-
Sanjay Kumar Sanghi
Managing Director
DIN: 00629693

Sd/-
Ritesh Kumar Sanghi
Director
DIN: 00628033

Hyderabad
Date: 29.05.2015

Narbada Gems & Jewellery Limited

NOTE - 1 : SHARE CAPITAL

Particulars	Figures at the end of March 31, 2015		Figures at the end of March 31, 2014	
	Rs.	Rs.	Rs.	Rs.
Authorised:				
65,00,000 Equity Shares of Rs.10/- each		65,000,000		65,000,000
		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
		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 2014-15		Financial Year 2013-14	
	% of Shareholding	No. of Shares	% of Shareholding	No. of Shares
1. Sanjay Kumar Sanghi	23.847%	1,285,880	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 ensuing Annual General Meeting In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts,in proportion to their shareholding.

NOTE - 2 : RESERVES & SURPLUS

Particulars	Figures at the end of March 31, 2015		Figures at the end of March 31, 2014	
	Rs.	Rs.	Rs.	Rs.
Profit & Loss Account:				
Opening Balance	(29,106,700)		(33,443,483)	
Less: Profit for the year	4,177,052	(24,929,648)	4,336,783	(29,106,700)
		(24,929,648)		(29,106,700)

NOTE - 3 - DEFERRED TAX LIABILITY

Particulars	Figures at the end of March 31, 2015		Figures at the end of March 31, 2014	
	Rs.	Rs.	Rs.	Rs.
Deferred Tax Liability:				
Related to Fixed Assets		9,590		0
		9,590		0

NOTE - 4 : TRADE PAYABLES

Particulars	Figures for the year ended March 31, 2015		Figures for the year ended March 31, 2014	
	Rs.	Rs.	Rs.	Rs.
Outstanding dues of Micro and Small Enterprises Other than Micro and Small Enterprises		12,984,677		1,102,697
		12,984,677		1,102,697
<u>Disclosure relating to Micro and Small Enterprises:</u>				
ii) (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 - 5 - OTHER CURRENT LIABILITIES

Particulars	Figures at the end of March 31, 2015		Figures at the end of March 31, 2014	
	Rs.	Rs.	Rs.	Rs.
Other Payables		384,505		213,742
		384,505		213,742

NOTE - 6 - SHORT TERM PROVISIONS

Particulars	Figures at the end of March 31, 2015		Figures at the end of March 31, 2014	
	Rs.	Rs.	Rs.	Rs.
Provision for Income Tax		119,740		157,853
		119,740		157,853

Narbada Gems & Jewellery Limited

NOTE - 7 : TANGIBLE ASSETS

Asset	GROSS BLOCK		DEPRECIATION		NET BLOCK	
	As at April 1, 2014	As at 31.03.2015	As at April 1, 2014	For the Year	As at 31.03.2015	As at 31.03.2015
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Computer	-	71,010	-	11,223	11,223	59,787
Office equipment	-	61,675	-	5,646	5,646	56,029
Furniture & Fixtures	-	38,000	-	633	633	37,367
Vehicles	1,156,856	1,156,856	205,774	131,083	336,857	819,999
TOTAL	1,156,856	1,327,541	205,774	148,595	354,359	973,182
(Previous year)	53,553	1,103,303	-	180,195	205,774	951,082
						27,974

NOTE - 8 - DEFERRED TAX ASSET

Particulars	Figures at the end of March 31, 2015		Figures at the end of March 31, 2014	
	Rs.	Rs.	Rs.	Rs.
Deferred Tax Asset:				
Related to Fixed Assets		0		2,749
		0		2,749

NOTE-9 - LONG TERM LOANS & ADVANCES

Particulars	Figures at the end of March 31, 2015		Figures at the end of March 31, 2014	
	Rs.	Rs.	Rs.	Rs.
Deposits-Others		2,61,825		2,27,867
Other Loans & Advances				1,14,921
VAT Receivable		1,24,322		61,937
		3,86,147		4,04,725
Secured, Considered good		-		-
Unsecured, Considered good		3,86,147		4,04,725
Doubtful		-		-

NOTE - 10 - INVENTORIES

Particulars	Figures at the end of March 31, 2015		Figures at the end of March 31, 2014	
	Rs.	Rs.	Rs.	Rs.
Stock-in-Trade (Gold Ornaments)		20,413,103		9,808,356
		20,413,103		9,808,356
Inventories are valued at Cost or NRV whichever is lower				

NOTE - 11 - TRADE RECEIVABLES

Particulars	Figures at the end of March 31, 2015		Figures at the end of March 31, 2014	
	Rs.	Rs.	Rs.	Rs.
Outstanding for a period exceeding six months		-		-
Others		18,917,941		9,489,040
		18,917,941		9,489,040
Notes:				
Particulars of Trade Receivables:				
Secured, Considered good		-		-
Unsecured, Considered good		18,917,941		9,489,040
Doubtful		-		-

NOTE - 12 - CASH & BANK BALANCES

Particulars	Figures at the end of March 31, 2015		Figures at the end of March 31, 2014	
	Rs.	Rs.	Rs.	Rs.
Cash & Cash Equivalents:				
<u>Balances with Banks:</u>				
- In Current Accounts		1,870,848		5,775,521
Cash on hand		197,343		125,820
		2,068,191		5,901,341

Narbada Gems & Jewellery Limited

NOTE - 13 : REVENUE FROM OPERATIONS

Particulars	Figures at the end of March 31, 2015		Figures at the end of March 31, 2014	
	Rs.	Rs.	Rs.	Rs.
Sales		164,066,753		161,572,297
Total:		164,066,753		161,572,297

NOTE - 14 : CHANGES IN INVENTORIES

Particulars	Figures at the end of March 31, 2015		Figures at the end of March 31, 2014	
	Rs.	Rs.	Rs.	Rs.
Stock-In-Trade				
Balance as at beginning of the year	9,808,356		20,721,054	
Less: Balance as at the close of the year	20,413,103	(10,604,747)	9,808,356	10,912,698
Total:		(10,604,747)		10,912,698

NOTE - 15 : EMPLOYEE BENEFIT EXPENSES

Particulars	Figures at the end of March 31, 2015		Figures at the end of March 31, 2014	
	Rs.	Rs.	Rs.	Rs.
Salaries & Wages		427,404		363,288
Total:		427,404		363,288

NOTE - 16 : OTHER EXPENSES

Particulars	Figures at the end of March 31, 2015		Figures at the end of March 31, 2014	
	Rs.	Rs.	Rs.	Rs.
Advertisement & Publicity		93,556		82,354
Payments to Auditors:				
As Auditors	50,000		50,000	
As Tax Auditors	15,000		15,000	
		65,000		65,000
Bank Charges & Commission		3,177		1,177
Commission & Incentive		500,000		380,288
Insurance		16,449		0
Interest		5,097		20,190
Jobwork Charges		3,804,059		3,821,675
Legal & Professional Fees		717,107		282,568
Miscellaneous Expenses		40,994		41,110
Membership Fees		16,742		16,742
Power & Fuel		64,188		221,694
Postage, Telephone & Telex		66,832		48,198
Printing & Stationery		52,820		48,197
Rates & Taxes		26,770		97,511
Rent		367,200		367,200
Repairs & Maintenance		11,138		2,549
Service Tax paid		112,422		11,124
Total:		5,963,551		5,507,577

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, 2013.

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 Straight Line Method so as to be amortised over the useful lives prescribed in Schedule-II to the Companies Act, 2013.

5. Sales:

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

6. Inventories:

Inventories are valued at lower of cost or net realisable value

7. Account for claims:

Claims receivable are accounted on acceptance/receipt.

8. 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 has not ascertained, from out of the amounts payable, "dues" to Small Scale undertakings.

2. The Company is in the business of trading Jewellery. It has no separate segments. Hence, Segment reporting as per AS-17 is not applicable.

3. Related party disclosure in accordance with the Accounting Standard 18 is as follows:

A. Name of related parties and related party 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, 2015	March 31,2014
(a) Transactions during the year		
Purchases:		
Sanghi Jewellers Pvt. Ltd	9,69,29,173/-	10,96,83,551/-
Uday Jewellery Industries Limited	-	1,55,83,295/-
Sales :		
Sanghi Jewellers Pvt. Ltd	-	76,50,000/-
Uday Jewellery Industries	49,22.275/-	40,52,181/-
Jobwork Expenses:		
Sanghi Jewellers Pvt. Ltd	38,04,059/-	38,21,675/-
Rent Expenses:		
Sanghi Jewellers Pvt. Ltd	3,67,200/-	3,67,200/-
Unsecured Loan:		
Ritesh Kumar Sanghi		
Loan taken	-	5,00,000/-
Loan repaid	-	5,00,000/-
Nature of Transactions	March 31, 2015	March 31,2014
(b) Balance outstanding as at the year end		
Trade Payables:		
Sanghi Jewellers Pvt Ltd	1,00,55,777/-	10,75,157/-
Rent Payable:		
Sanghi Jewellers Pvt. Ltd	30,600/-	30,600/-

4. Previous year's figures are regrouped wherever necessary.

For and on behalf of the Board,

Sd/-
Sanjay Kumar Sanghi
Managing Director
DIN: 00629693

Sd/-
Ritesh Kumar Sanghi
Director
DIN: 00628033

Place : Hyderabad
Date : 29.05.2015

Narbada Gems & Jewellery Limited

CASH FLOW STATEMENT FOR THE YEAR ENDING 31.03.2015

(Pursuant to amended Clause 32 of Listing Agreement)

(Rs. in lakhs)

	2014-15 Rs. (in lakhs)		2013-14 Rs. (in lakhs)	
A) Cash Flow from Operation Activities :				
Net Profit before taxation and extraordinary items	52.09		53.92	
Adjustments for				
Depreciation & Exp. Written off	1.48		1.8	
Foreign Exchange	-		-	
Loss on sale of Fixed Asset	-		-	
Finance Charges	-		-	
Excess provision written back	-		-	
Operating Profit before working	53.57		55.72	
Capital changes				
Adjustments for				
Trade and Other Receivables	(94.29)		34.12	
Inventories	(106.05)		109.13	
Loans & Advances	0.19		(3.33)	
Trade Payables & Other liabilities	120.14		(129.23)	
Provision for Income Tax	(10.32)		(10.56)	
Cash Used for Operations	(90.33)		0.13	
Interest Paid	-		-	
Cash flow before extraordinary items	-36.76		55.85	
Extraordinary item	-		-	
Net Cash Used for operating activities		-36.76		55.85
B) Cash Flows from Investing Activities				
Purchase of Fixed Assets	(1.70)		(11.03)	
Deffered Revenue Expenditure	0.13		(0.03)	
Sale of Fixed Assets	-		-	
Acquisition of companies	-		-	
Purchase of Investments	-		-	
Sale of Investments	-		-	
Interest Received	-		-	
Dividend received	-		-	
Net Cash used in Investing Activities		(1.57)		(11.06)

Narbada Gems & Jewellery Limited

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		(38.33)		44.79
Cash and Cash equivalents as at 31.03.2014 (Opening Balance)		59.01		14.22
Cash and Cash equivalents as at 31.03.2015 (Closing Balance)		20.68		59.01

For Narbada Gems and Jewellery Ltd.,

Sd/-
Sanjay Kumar Sanghi
Managing Director
DIN: 00629693

Sd/-
Ritesh Kumar Sanghi
Director
DIN: 00628033

Place: Hyderabad
Date :29.05.2015

AUDITOR'S CERTIFICATE

We have verified the enclosed Cash flow statement for the year ended 31st March 2015 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
(FRN- 004671S)

Place: Hyderabad
Date: 29.05.2015

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	31-03-2015	

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	42758	Total Assets	42758
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SOURCES OF FUNDS

Paid-up Capital	54190	Reserves & Surplus	(24929)
Secured Loans	Nil	Unsecured Loans	Nil

APPLICATION OF FUNDS

Net Fixed Assets	973.18	Investments	Nil
Net Current Assets	41399.23	Misc. Expenditure	Nil
Accumulated Losses	24929.64		

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

Turnover	164066	Total Expenditure	158857
Profit/ (Loss) before tax	5209	Profit/ (Loss) after tax	4177
Earning Per Share (Rs.)	0.77	Dividend Rate %	Nil

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

Product description: Gems & Jewellery



CIN: L01222TG1992PLC014173

Registered Office : 3-6-290/18, Sadana Building, Hyderguda, Hyderabad – 500 029.
 Website www.narbadajewellery.com • Tel: (040) 66668211 • Fax : (040) 23223124

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE AUDITORIUM

Name and address of the registered member	:	
Folio No./DP ID No./ Client ID No.	:	
No. of Shares	:	

I hereby record my presence at the 23rd Annual General Meeting of the Company to be held at Rajasthani Graduates Association, "Snatak Bhavan", 5-4-790/1, 1st Floor, Abids, Hyderabad on Tuesday 29th September 2015 at 11.30 a.m.

Signature of the Member/Joint Member/Proxy attending the Meeting

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
150831111		

Note : Person attending the Meeting is requested to bring this Attendance Slip and Annual Report with him/her. Duplicate Attendance and Annual Report will not be issued at the Annual General Meeting.

****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 and hold/holds..... shares of the above named Company, hereby appoint

1. Name: Address:
 E-mail ID: Signature: Or failing
2. Name: Address:
 E-mail ID: Signature: Or failing
3. Name: Address:
 E-mail ID: Signature: Or failing

Narbada Gems & Jewellery Limited

As my our proxy to attend and vote (on a poll) for me/ us on my/ our behalf at the 23rd Annual General Meeting of the Company, to be held on the 29th September, 2015 at 11:30 A.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

Item No.	Resolution	For	Against
Ordinary Business			
1.	To consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2.	For Re-appointment of Smt Bhavna Sanghi, who retires by rotation		
3.	To ratify the appointment of the Statutory Auditors of the Company		
Special Business:			
4.	To consider and approve contracts under Section 188(1)(a) of the Companies Act, 2013, with M/s Sanghi Jewellers Private Limited, an associate concern of the Company		

Signed this day of 2015
 Signature of the Shareholder(s) Signature of Proxy (s).....

Affix
 Revenue
 Stamp

Notes:

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 Resolutions, Statement setting out material facts thereon and notes, please refer to the Notice of the 23rd Annual General Meeting.
3. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

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