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**Quarterly Compliance Report on Corporate Governance**  
**(Annexure - XI to the Listing Agreement)**

**Name of the Company: Lypsa Gems & Jewellery Limited**  
**Quarter ending on: 30<sup>th</sup> September, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	YES	---NIL---
(B) Independent Directors	49 (IIB)	YES	---NIL---
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	YES	---NIL---
(D) Other Provisions as to Board and Committees	49 (IID)	YES	---NIL---
(E) Code of Conduct	49 (IIE)	YES	---NIL---
(F) Whistle Blower Policy	49 (IIF)	YES	---NIL---
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	---NIL---
(B) Meeting of Audit Committee	49 (IIIB)	YES	---NIL---
(C) Powers of Audit Committee 49 (IIC)	49 (IIIC)	YES	---NIL---
(D) Role of Audit Committee	49 (IIID)	YES	---NIL---
(E) Review of Information by Audit Committee	49 (IIIE)	YES	---NIL---
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	YES	---NIL---
<b>V. Subsidiary Companies</b>	49 (V)	YES	---NIL---
<b>VI. Risk Management</b>	49 (VI)	YES	---NIL---
<b>VII. Related Party Transaction</b>	49 (VII)	YES	---NIL---
<b>VIII. Disclosures</b>	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	YES	Complied at the AGM
(B) Disclosure of Accounting Treatment	49 (VIII B)	YES	Complied at the AGM
(C) Remuneration of Directors	49 (VIII C)	YES	Complied at the AGM
(D) Management	49 (VIII D)	YES	Complied at the AGM
(E) Shareholders	49 (VIII E)	YES	Complied at the AGM
(F) Proceeds from public issues, rights issue and preferential Issue, etc	49 (VIII F)	YES	Complied at the AGM
<b>IX. CEO/CFO Certification</b>	49 (IX)	YES	Complied at the AGM
<b>X. Report on Corporate Governance</b>	49 (X)	YES	Complied in the Annual Report
<b>XI. Compliance</b>	49 (XI)	YES	Complied at the AGM

**For Lypsa Gems & Jewellery Limited**

**Date: 12<sup>th</sup> October, 2015**  
**Place: Mumbai**



*M. J. Janani*  
**Manish J Janani**  
**Managing Director**  
**Din: 02579381**

**LYPSA GEMS & JEWELLERY LIMITED.**

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