REPORT ON CORPORATE GOVERNANCE

[Pursuant to SEBI (Listing Obligations And Disclosure Requirement) Regulation, 2015.]

A. MANDATORY REQUIREMENTS

The Board of Directors of the Company gives due support to the principles behind the good Corporate Governance. Given below is a report on Corporate Governance:

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate Governance is an integral part of value, ethics and best business practices followed by the Company. The core values of the Company are commitment to excellence and customer satisfaction, maximizing long-term value for stakeholders, socially valued enterprise and caring for people and environment.

Statutorily, Corporate Governance involves transparency, full disclosure, independent monitoring the state of affairs and being fair to all shareholders. The company's philosophy of corporate governance is not only to meet statutory requirements but also to go beyond that and to attain a high level of transparency and accountancy in the functioning of the Company and the conduct of the business both internal and external. This is done with the sole view to enhance share holder's value.

2. BOARD OF DIRECTOR:

2.1 Composition of the Board:

The Board of Directors as at 31st March, 2018 comprises of eight directors including of four Executive and four Non-Executive Directors. Mr. Dipankumar Babulal Patwa is the Chairman & Managing Director of the Company and he conducts the day to day management of the Company, subject to the supervision and control of the Board of Directors. The independent directors on the Board are senior, competent and highly respected persons from their receptive fields. The following is the Composition of the Board as at 31st March, 2018:

Sr. No.	Name of Director	Category	No. of Directorship(s) held in Indian public & private Limited Companies	Committee(s) position	
				Member	Chairman
1	Mr. Dipankumar	Chairman & Jt.	Nil	Nil	Nil

	Babulal Patwa	Managing Director			
2	Mr. Manish Jaysukhlal Janani	Managing Director	Nil	Nil	Nil
3	Mr. Jeeyan Dipankumar Patwa	Executive director	Nil	Nil	Nil
4	Mr. Ravindra Chandulal Sanghavi	Independent and Non Executive Director	Nil	Nil	Nil
5	Mr. Rakesh Bhanuchandra Vakharia	Independent and Non Executive Director	Nil	Nil	Nil
6	Mr. Bhavesh Shashikant Sheth	Independent and Non Executive Director	Nil	Nil	Nil
7	Mr. Deepak Chhaganlal Rathod	Independent and Non Executive Director	Nil	Nil	Nil
8	Mrs. Sonal Dipen Patwa	Non Independent and Non Executive Director	Nil	Nil	Nil

2.2 Responsibilities of the Board:

The responsibility such as policy formulation, performance review and analysis and control, direction and management of the affairs of the company is vested in the Board of Directors presided over by the Chairman and Managing Director. The Board has delegated some of its powers to the executives of the company. The Board reviews from time to time such delegated powers and their utilization for effective functioning of the Company.

2.2 Meeting and Attendance Record of Directors:

The meetings of the Board of Directors are held at periodical intervals and are generally at the registered office of the Company. The meeting dates are decided well in advance and the agenda and notes on agenda are circulated in advance to the directors. All material information is incorporated in the notes on agenda for facilitating meaningful and focused discussion at the meeting. Where it is not perusable to attach supporting or relevant documents to the agendas, the same is tabled before the meeting. In case of business exigencies or urgency of matters, resolutions are passed by circulation. Senior Management persons are often invited to attend the Board Meetings and provide clarifications as and when required.

During the year under review, the Board met 14 times on the following dates:

15/04/2017	19/05/2017	22/05/2017	25/05/2017	30/06/2017
13/07/2017	14/07/2017	11/08/2017	07/09/2017	09/10/2017
13/10/2017	10/11/2017	15/01/2018	12/02/2018	

Attendance of Directors at Meetings of Board of Directors and last AGM:

Name of Director	Category of Directorship	No. of Meetings Attended	Attendance at the last AGM
Mr. Manish Jaysukhlal Janani	Managing Director	8	No
Mr. Dipankumar Babulal Patwa	Chairman & Jt. Managing Director	14	Yes
Mr. Jeeyan Dipankumar Patwa	Executive director	14	Yes
Mr. Ravindra Chandulal Sanghavi	Independent and Non Executive Director	14	No
Mr. Bhavesh Shashikant Sheth	Independent and Non-Executive Director	14	No
Mrs. Sonal Dipen Patwa	Non Independent and Executive Director	14	No
Mr. Rakesh Vakharia	Independent and Non-Executive Director	14	Yes
Mr. Deepak Rathod	Independent and Non-Executive Director	14	Yes

2.4 <u>Details of Directors seeking re-appointment at the ensuing Annual General Meeting:</u>

As per the provisions of the Companies Act, 2013, two third of the directors of a company should be retiring directors, of which one third of such directors are required to retire every year and if eligible, they qualify for re-appointment.

Mr. Jeeyan Patwa, Directors of the Company who retire by rotation at the ensuing Annual General Meeting and offer themselves for re-appointment.

Profile of Mr. Jeeyan Patwa, Director being appointed u/s 152(6) of the Companies Act, 2013

Name	Mr. Jeeyan Patwa
Date of Birth	14/08/1989
Date of Appointment	23/06/2009
No. of shares held in the company	Nil
No. of warrants held in the company	Nil
Directorship in other company	Nil

2.5 Details of Directors who are as Chairman and Directors in other Public Companies

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees [as specified in Regulation 26 of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015] across all the Companies in which he is a director. The necessary disclosures regarding Directorship and Committee position have been made by the Company.

Directors who are on the Board of the Company as on 31st March, 2018 and the same is reproduced herein below:

Sr. No.	Name of Director	No of Directorship in other Public Companies	No. of Committees positions held as Chairman on other public Companies	No. of Committees positions held as member in other public Company
1.	Mr. Dipankumar Babulal Patwa	--	--	--
2.	Mr. Manish Jaysukhlal Janani	--	--	--
3.	Mr. Jeeyan Dipankumar Patwa	--	--	--
4.	Mr. Ravindra Chandulal Sanghavi	--	--	--
5.	Mr. Rakesh Bhanuchandra Vakharia	--	--	--
6.	Mr. Bhavesh Shashikant Sheth	--	--	--
7.	Mr. Deepak Chhaganlal Rathod	--	--	--
8.	Mrs. Sonal Dipen Patwa			

Independent Directors' Meeting:

During the year under review, the Meeting of Independent Directors was not held.

Familiarisation Programme for Independent Directors:

On appointment of an individual as Independent Director, the Company issues a formal Letter of Appointment to the concerned director, setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a formal familiarisation program. The programme also provides awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarisation Programme also provides information relating to the financial performance of the Company and budget and control process of the Company.

Evaluation of the Board's Performance:

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

Code of Conduct for Directors and Senior Management Personnel:

In terms of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2016, the Board of Directors of the Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The said Code of Conduct has been posted on the website of the Company. The Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code. The Chairman & Managing Director of the Company has given a declaration to the Company that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code.

Prevention of Insider Trading:

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulation, 2015 ("The PIT Regulations"). The PIT regulations has come into effect from May 15, 2015 and replaced the earlier Regulations. The object of the PIT Regulation is to curb the practice of insider trading in the securities of a listed company.

The company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by insiders' ("the code") in accordance with the requirements of the PIT regulations.

The Code is applicable to promoters and Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations.

The company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with SEBI (Prohibition of Insider Trading) Regulation, 2015. This Code is displayed on the Company's website viz http://www.lypsa.in/pdf/4-Code%20of%20Practices%20and%20Procedure%20for%20Fair%20Disclosure%20of%20Unpublished%20Price%20Sensitive%20Information%20(UPSC).pdf

3. COMMITTEE OF BOARD:

The Company had Three Board Committees. These are

1. Audit Committee
2. Remuneration Committee
3. Stakeholders' Relationship Committee
   (Share Transfer & Shareholders/Investor Grievance Committee)

Moving with various committees formed and reported in the previous Annual Report and in line with the requirements of SEBI and Stock Exchanges, the Board has formally constituted the following committees of Directors.

3.1 Audit Committee:

The Audit committee constituted by the Board of directors as per the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013, comprises of Three members viz. Non Executive and Independent Director Mr. Bhavesh Sheth, Mr. Rakesh Vakharia and Mr. Ravindra Sanghavi who are well versed with finance, accounts, management and corporate

affairs. Two members constitute the quorum of the said Audit Committee Meeting. Mr. Rakesh Vakharia is the Chairman of the committee.

The Audit Committee of the Board of Directors of the Company, Inter-alias, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

The audit committee while reviewing the Annual Financial Accounts ensures compliance of the Accounting Standard (AS) issued by the Institute of Chartered Accountants of India.

Terms of Reference:

The scope of activities of the Audit Committees includes the following:

a. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
b. Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment of any other Consultancy services provided by the statutory auditor.
c. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
    - Any changes in accounting policies and practices.
    - Major accounting entries abased on exercise of judgment by management.
    - Qualifications in draft audit report.
    - Significant adjustments arising out of audit.
    - The going concern assumption
    - Compliance with accounting standards
    - Compliance with stock exchange and legal requirements concerning financial statements
    - Any related party transactions i.e transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of company at large.

d. Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
e. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department. Reporting structure, coverage and frequency of internal audit.
f. Discussion with internal auditors any significant findings and follow up there on.
g. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the board.

h. Discussions with external auditors before the audit commences, the nature and scope of audit, as well as conduct post audit discussions to ascertain any area of concern.
i. Reviewing the company's financial and risk management policies.
j. To look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of nonpayment of declared dividend) and creditors.

Executive summary of the Audit Committee Meetings are placed before the immediate next Board Meetings held after the Audit Committee for deliberations and the full minutes of the same are placed before the following Board Meeting for recode. The Board of Directors, regularly appraised on the recommendations for the Audit Committee, further, at the beginning of the financial year, the Committee discuss the plan for the internal audit and statutory audit.

Dates of the Audit Committee Meetings are fixed in advance and agenda is circulated to the Directors at least seven days before the meeting.

As required under Regulation 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee had reviewed the following information:

- Management Discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions submitted by management
- Management letters/letters of internal controls, weaknesses issued by the Statutory Auditors.
- Internal Auditors Reports relating to internal control weaknesses.
- Appointment, removal and terms of remuneration of the internal auditors.

During the year under review, the 4 Audit Committee was held during Financial Year 2017-18. The dates on which the said meetings were held as follows:

22/05/2017	11/08/2017	10/11/2017	12/02/2018

The necessary quorum was present at the meetings.

3.2 <u>Nomination and Remuneration Committee:</u>

The remuneration committee of the Company comprises of Non Executive and Independent Director Mr. Bhavesh Shashikant Sheth, Mr. Rakesh Vakharia and Mr. Ravindra Sanghavi.

Mr. Bhavesh Sheth is a chairman of the committee.

The Remuneration Committee reviewing the overall compensation policy, service agreements and other employments and other employment conditions of Managing / Whole time Directors and Managing Director etc.

There are two meetings of Remuneration Committee held during the Financial Year 2017-18.

11/08/2017	10/11/2017

Details of Remuneration of Executive / Non-Executive Directors for the financial year ended 31st March, 2018:

Name	Executive/ Non-Executive	Salary	Bonus	Contribution to PF	Perquisites	Total
Manish Jaysukhlal Janani	Executive	0.00	0.00	0.00	0.00	0.00
Dipankumar Babulal Patwa	Executive	2400000.00	0.00	0.00	0.00	2400000.00
Jeeyan Dipan Patwa	Executive	600000.00	0.00	0.00	0.00	600000.00
Ravindra Chandulal Sanghavi	Non-Executive	0.00	0.00	0.00	0.00	0.00
Ajit Mangaldas Shah	Non-Executive	0.00	0.00	0.00	0.00	0.00
Bhavesh Shashikant Sheth	Non-Executive	0.00	0.00	0.00	0.00	0.00
Pankajkumar Vrajlal Shah	Non-Executive	0.00	0.00	0.00	0.00	0.00
Sonal Dipan Patwa	Director	0.00	0.00	0.00	0.00	0.00

Non- Executive Director

The Company has not paid any sitting fees to any of the Directors of the Company.

Remuneration Policy

Payment of remuneration to the Managing/Whole Time Director is governed by the respective Agreements executed between them and the company. These agreements were

approved by the Board and the Shareholders. Their Remuneration structure comprises salary, perquisites and allowances.

Terms of reference of the Committee inter alia, include the following:
Nomination of Directors / Key Managerial Personnel / Senior Management*

a. To evaluate and recommend the composition of the Board of Directors;
b. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down by the Committee;
c. Consider and recommend to the Board appointment and removal of directors, other persons in senior management and key managerial personnel (KMP);
d. Determining processes for evaluating the effectiveness of individual directors and the Board as a whole and evaluating the performance of individual Directors;
e. To administer and supervise Employee Stock Options Schemes (ESOS) including framing of policies related to ESOS and reviewing grant of ESOS;
f. Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
g. To review HR Policies and Initiatives.

Remuneration of Directors / Key Managerial Personnel / Senior Management*/ other Employees

Evolve the principles, criteria and basis of Remuneration policy and recommend to the Board a policy relating to the remuneration for all the Directors, KMP, Senior Management and other employees of the Company and to review the same from time to time.

The Committee shall, while formulating the policy, ensure the following:

- 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;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors, KMP 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.

*Senior Management for the above purpose shall mean 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.

Nomination & Remuneration Policy:

Purpose of this Policy:

The company has adopted this Policy on appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management (the "Policy") as required by the provisions of Section 178 of the Companies Act, 2013 (the "Act") and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The purpose of this Policy is to establish and govern the procedure applicable:

a) To evaluate the performance of the members of the Board.
b) To ensure that remuneration to Directors, KMP 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.
c) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

The Committee should ensure that 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 and the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

Definitions:

Independent Director means a director referred to in Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Key Managerial Personnel (the "KMP") shall mean "Key Managerial Personnel" as defined in Section 2(51) of the Act.

Nomination and Remuneration Committee, by whatever name called, shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Remuneration means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

Senior Management means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all functional heads.

Words and expressions used and not defined in this Policy, but defined in the Act or any rules framed under the Act or the Securities and Exchange Board of India Act, 1992 and Rules and Regulations framed thereunder or in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Accounting Standards shall have the meanings assigned to them in these regulations.

Role of the Committee:

The Committee shall:

a) Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
b) Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy;
c) Lay down the evaluation criteria for performance evaluation of Independent Director and the Board;
d) Recommend to the Board, appointment, remuneration and removal of Director, KMP and Senior Management;
e) To devise a Policy on Board diversity.
f) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Criteria for Determining the followings:-

(i) **Qualifications for appointment of Directors (including Independent Directors)**

a) Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service;

b) Their financial or business literacy/skills;

c) Other appropriate qualification/experience to meet the objectives of the Company;

d) As per the applicable provisions of Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

(ii) **Positive attributes of Directors (including Independent Directors):**

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively and the willingness to address issues proactively;

- Actively update their knowledge and skills with the latest developments in the railway/heavy engineering/infrastructure industry, market conditions and applicable legal provisions;

- Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities;

- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;

- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company;

- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees;

- Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

(iii) **Independence Standards**

The following would be the independence review procedure and criteria to assist the Committee to evaluate the independence of Directors for recommending to the Board for appointment. A Director is independent if the Board affirmatively determines that the Director does not have a direct or indirect material relationship with the Company, including its affiliates or any member of senior management. "Affiliate" shall mean any company or other entity that controls, is controlled by, or is under common control with the Company.

Also, the candidate shall be evaluated based on the criteria provided under the applicable laws including Companies Act, 2013 read with Rules thereon and the Listing Agreement with the Stock Exchanges. In addition to applying these guidelines, the Board will consider

all relevant facts and circumstances in making its determination relating to a director's independence.

Independence Review Procedures:

(i) **Annual Review**:

The director's independence for the independent director will be determined by the Board on an annual basis upon the declaration made by such Director as per the provisions of the Companies Act, 2013 read with Rules thereon and the Listing Agreement.

(ii) **Individual Director's Independence Determinations**

If a director nominee is considered for appointment to the Board between Annual General Meetings, a determination of independence, upon the recommendation of the Committee, shall be made by the Board prior to such appointment.

All determinations of independence shall be made on a case-by-case basis for each director after consideration of all the relevant facts and circumstances and the standards set forth herein. The Board reserves the right to determine that any director is not independent even if he or she satisfies the criteria set forth by the provisions of the Companies Act, 2013 read with Rules thereon and the Listing Agreement.

(iii) **Notice of Change of Independent Status**

Each director has an affirmative obligation to inform the Board of any change in circumstances that may put his or her independence at issue.

Criteria for appointment of KMP/Senior Management

- To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities;
- To practice and encourage professionalism and transparent working environment;
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission;
- To adhere strictly to code of conduct

Term

The Term of the Directors including Managing / Whole time Director / Independent Director shall be governed as per the provisions of the Act and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

from time to time. Whereas the term of the KMP (other than the Managing / Whole time Director) and Senior Management shall be governed by the prevailing HR policies of the Company.

Evaluation

The Committee shall carry out evaluation of performance of every Director. The Committee shall identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence. The appointment / re-appointment / continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process.

Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules and Regulations there under and / or for any disciplinary reasons and subject to such applicable Acts, Rules and Regulations and the Company's prevailing HR policies, the Committee may recommend, to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management.

Remuneration of Managing / Whole-time Director, KMP and Senior Management

The remuneration / compensation / commission, etc., as the case may be, to the Managing / Whole time Director will be governed by the relevant provisions of the Companies Act, 2013 and applicable Rules and Regulations and will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission, etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required. Further, the Chairman & Managing Director of the Company is authorised to decide the remuneration of KMP (other than Managing / Whole time Director) and Senior Management based on the standard market practice and prevailing HR policies of the Company.

Remuneration to Non-executive / Independent Director

The remuneration / commission / sitting fees, as the case may be, to the Non-Executive / Independent Director, shall be in accordance with the provisions of the Act and the Rules made thereunder for the time being in force or as may be decided by the Committee / Board / shareholders. An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

3.3 Share Transfer & Shareholders'/Investor Grievance Committee:

The Share Transfer & Shareholders'/Investor Grievance committee comprises as under:

Sr. No.	Name	Status	Position
1	Mr. Ravindra Sanghavi	Independent and Non- Executive	Chairman
2	Mr. Manish J. Janani	Managing Director & Executive Director	Member
3	Mr. Rakesh Vakharia	Independent and Non- Executive	Member

There are four meetings of Committee held during the Financial Year 2017-18.

18/04/2017	19/07/2017	16/10/2017	18/01/2018

The committee is responsible for approving and monitoring transfers, transmission, splitting and consolidation of shares issued by the Company. In addition to that, the committee also monitors redressal of complaints from shareholders relating to transfer of shares, non-receipt of balance sheet etc., No sitting fees is paid to the committee members.

The status of shareholders' complaints received so far/number not solved to the satisfaction of shareholders/number of pending share transfer transactions (as on 31st March, 2018 is given below):

Complaints Status: 01.04.2017 to 31.03.2018

- Number of complaints received so far : 1
- Number of complaints solved : 1
- Number of pending complaints : 0

Compliance Officer:

Mr. Manish Janani is Compliance Officer for the purpose of complying with various provisions of Securities and Exchange Board of India (SEBI), Listing Agreement with Stock Exchanges, Registrar of Companies and for monitoring the share transfer process etc.

4. GENERAL BODY MEETINGS:

a) The location and time, where last three years Annual General Meetings are as follows :

Year	Venue	Date	Time
2014-15	2nd Floor, Diamond Park Building,	30/09/2015	11:00 A.M.

	Opp. Ambika Nagar Society, Dargah Road, Navsari – 396445		
2015-16	2nd Floor, Diamond Park Building, Opp. Ambika Nagar Society, Dargah Road, Navsari – 396445	29/09/2016	04:00 P.M.
2016-17	Wing A, 2nd Block, 202-302, Orchid Complex, Opp. HDFC Bank, Chhapi-Pirojpura Road, Chhapi, Vadgam Banas Kantha - 385210	29/09/2017	11:30 A.M.

b) All the resolutions including special resolutions set out in the respective notices were passed by the shareholders. The following special resolutions were passed in previous three Annual General Meeting for the following three consecutive financial years:

2017
Following Special Resolutions had been passed in the Annual General Meeting:

1. Appointment of Mr. Deepak Chhaganlal Rathod as an Independent Director of the Company.

2016
Following Special Resolutions had been passed in the Annual General Meeting:

1. Appointment of Mr. Ravindra Sanghavi (DIN: 02579509), as an Independent Director of the Company.
2. Appointment of Mr. Ajit Shah (DIN: 02579563), as an Independent Director of the Company
3. Appointment of Mr. Bhavesh Sheth (DIN: 03553130), as an Independent Director of the Company
4. Appointment of Mr. Rakesh Vakharia (DIN: 07582247), as an Independent Director of the Company
5. Shifting of Registered Office Outside the Local Limits of the City

2015
Following Special Resolutions had been passed in the Annual General Meeting:

1. Regularize the Appointment of Ms. Sonal Dipen Patwa (DIN: 02579452), Additional Director of the Company.

2. Adoption of new Article of Association of the company containing regulation in conformity with Companies Act, 2013

Extra Ordinary General Meeting During the Year 2017-2018

One Extra Ordinary General Meeting held on 28/06/2017 for issue bonus shares during the financial year under review.

Postal Ballot Resolution Passed During the Year 2017-18

No Postal Ballot Resolution passed during the Year.

5. DISCLOSURES:

There were no significant or material related party transactions that have taken place during the year which have any potential conflict with the interest of the company at large. The detailed related party information and transactions have been provided in Schedule 25 Note 14 of Notes to Accounts.

6. MEANS OF COMMUNICATION:

The presentation as to the Company's performance etc., are made to the Institutional Investors/Financial Analysts as and when felt expedient.

The Company's financial results and officials news releases are displayed on the Company's website i.e www.lypsa.in

The Management Discussions and Analysis Report forms part of the Directors Report and is given separately.

7. GENERAL SHAREHOLDERS' INFORMATION:

a. Annual General Meeting: Date, Time and venue: Saturday, 29th September, 2018 at 02.00 p.m. at the Registered Office of the Company.

b. Financial Year: 1st April 2017 to 31st March 2018.

c. Financial Calendar: (2018-19) (Tentative)

First Quarter Results	:	Second week of August, 2018
Second Quarter Results	:	Second week of November, 2018
Third Quarter Results	:	Second week of February, 2019
Fourth Quarter Results	:	Second week of May, 2019

d. Date of Book Closure: 23rd September, 2018 to 29th September, 2018. (Inclusive Both days)

e. Due date for Transfer of Unclaimed Dividend to IEPF:

Sr. No	Financial Year	Date of Declaration	Dividend Declare	Dividend Paid	Unclaimed Dividend	Due date for Transfer to IEPF
1	2009-10	30/09/2010	7020000.00	6270100.00	749900.00	30/09/2017
2	2010-11	30/09/2011	7020000.00	6193000.00	827000.00	30/09/2018
3	2011-12	29/09/2012	7020000.00	6458145.00	561855.00	29/09/2019
4	2013-14	27/09/2013	7020000.00	6436863.00	583137.00	27/09/2020
5	2014-15	23/09/2015	7371000.00	7037718.00	333282.00	23/09/2022

f. Listing of Equity Shares on Stock Exchanges:

The Company is listed on Bombay Stock Exchange limited and National Stock Exchange Limited. Annual listing fees for the financial Year up to 2018-19 has been paid by the Company.

g. Stock Code: **BSE**: 534532, **NSE**: LYPSAGEMS

h. Demat ISIN number: **INE142K01011**

i. High / Low of Monthly Market Price of the Companies Equity Shares traded on Bombay Stock Exchange during the financial year 2017-18 are furnished below:

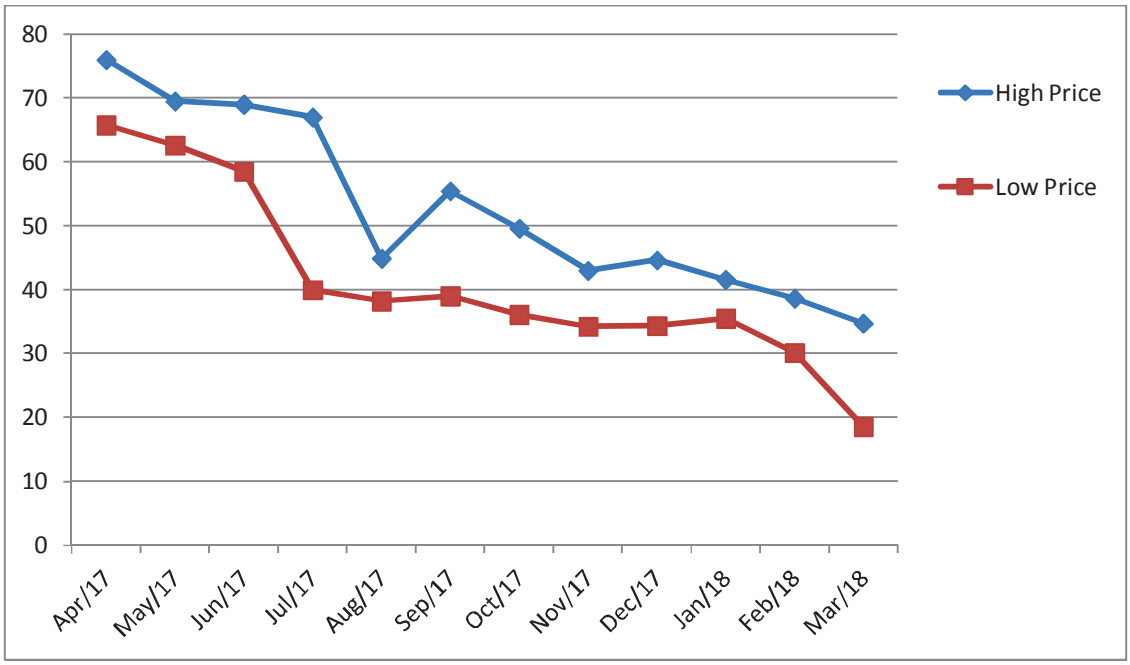
Month	High Price (Rs.)	Low Price (Rs.)
April, 2017	76.00	65.75
May, 2017	69.50	62.60
June, 2017	69.00	58.50
July, 2017	67.00	40.00
August, 2017	44.90	38.20
September, 2017	55.45	39.00

October, 2017	49.60	36.10
November, 2017	43.00	34.25
December, 2017	44.65	34.35
January, 2018	41.60	35.50
February, 2018	38.65	30.15
March, 2018	34.75	18.60

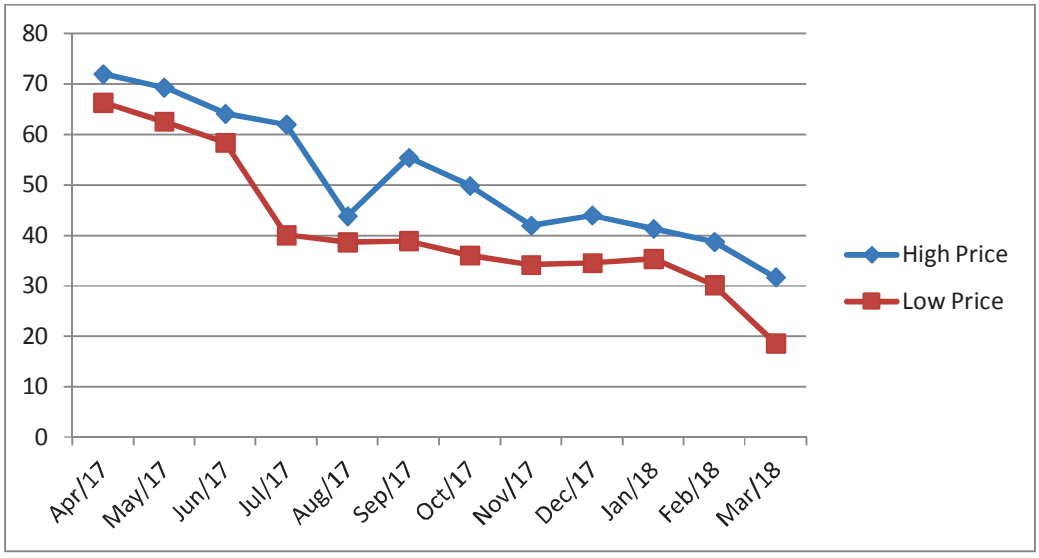
j. High / Low of Monthly Market Price of the Companies Equity Shares traded on National Stock Exchange of India Limited during the financial year 2017-18 are furnished below:

Month	High Price (Rs.)	Low Price (Rs.)
April, 2017	71.95	66.30
May, 2017	69.30	62.55
June, 2017	64.10	58.35
July, 2017	61.95	40.05
August, 2017	43.80	38.60
September, 2017	55.35	38.90
October, 2017	49.80	36.00
November, 2017	41.95	34.15
December, 2017	43.95	34.50
January, 2018	41.30	35.35
February, 2018	38.70	30.10
March, 2018	31.70	18.60

k. (i) Performance of the Company's shares in comparison with broad-based indices as BSE's Sensex:



(ii)Performance of the Company's shares in comparison with broad-based indices as NSE's Sensex:



l. Registered and Transfer Agent: The Company has appointed M/s. Purva Sharegistry (India) Pvt. Ltd. No-9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011.

m. Share Transfer System: All work related to transfer in physical form and Demat complete in all respects were approved and registered within the stipulated period by R & T of the Company.

n. Distribution of Shareholding as on 31.03.2018

Share Holding of Nominal Value		Share Holders		Share Amount	
Rs.	Rs.	No.	% to total	In Rs.	% to total
upto	5000	6,975	67.22	12521690	4.25
5,001	10,000	1827	17.61	15063320	5.11
10,001	20,000	685	6.60	10363090	3.51
20,001	30,000	306	2.95	7596230	2.58
30,001	40,000	105	1.01	3780340	1.28
40,001	50,000	130	1.25	5959270	2.02
50,001	1,00,000	166	1.60	12178390	4.13
1,00,001	and above	183	1.76	227377670	77.12
Total		**10377**	**100.00**	**294840000**	**100.00**

o. Shareholding pattern as on 31.03.2018

Category	No of Shares held	% of Shareholding
a. Promoters and persons		
who may be deemed to be		
acting in concert including		
promoter/directors group		
Companies	10704500	36.31
b. Financial Institutions/ Banks	18738	0.06
c. Other bodies corporate	7214532	24.47
d. Indian public	9768033	33.13
e. HUF	352973	1.20
f. NRI	796335	2.70
g. Clearing Member	558889	1.90
h. Central Government/ State Government(s)/ President of India	70000	0.24
TOTAL	**29484000**	**100**

p. Top 10 Shareholders as on 31st March, 2018 (Other than Promoters)

Sr. No	Name of Shareholders	Shareholding	%
1	Corporate Stock Broking Pvt. Ltd	630000	2.14
2	Dhanlaxmi Lease Finance Ltd	441000	1.50
3	Corporate Share Registery Pvt. Ltd	420000	1.42
4	Corporate Commodity Brokers Pvt. Ltd.	420000	1.42
5	Durga Prasad	307589	1.04
6	Manohar Devabhaktuni	274235	0.93
7	Naysaa Securities Limited	210000	0.71
8	Jayantilal Hansraj Lodha	185205	0.63
9	Keval Share Broking P. Ltd.	184556	0.63
10	Pooja Ashok Manek	160420	0.54
	Total	**30233005**	**10.97**

Dematerialization of shares: As on 31-03-2018 Demated shares accounted for 76.07% (2,24,28,526 Equity Shares) of total equity.

Outstanding GDR / ADR / Warrants: Not Applicable

Address for communication:

1. M/s. Purva Sharegistry (India) Pvt. Ltd.
   No-9, Shiv Shakti Industrial Estate,
   Ground Floor, J. R. Boricha Marg,
   Opp. Kasturba Hospital, Lower Parel,
   Mumbai - 400 011
   Tele No. : 022-2301 6761 / 2301 8261 Fax No. : 022-2301 2517

E-mail :busicomp@vsnl.com

2. **Lypsa Gems & Jewellery Limited**

Reg. Office:
Wing A, 2nd Block, 202-302,
Orchid Complex, Opp. HDFC Bank,
Chhapi-Pirojpura Road, Chhapi,
Vadgam Banas Kantha GJ 385210
Email Id: info@lypsa.in
Website: www.lypsa.in

Declaration of compliance with the code of conduct

In accordance with Regulation 26 of SEBI (Listing Obligation and Disclosures Requirement) Regulation, 2015 with the Stock Exchanges, Mr. Manish Janani, Managing Director of the Company, hereby declare that the Board Members and senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended 2016.

For Lypsa Gems & Jewellery Limited

Date: 14/08/2018
Place: Banaskantha

Sd/-	Sd/-	Sd/-
Manish Janani	**Dipan Patwa**	**Jeeyan Patwa**
Managing Director	**Chairman**	**Director**

Declaration of compliance with the code of conduct

In accordance with Regulation 26 of SEBI (Listing Obligation and Disclosures Requirement) Regulation, 2015 with the Stock Exchanges, Mr. Manish Janani, Managing Director of the Company, hereby declare that the Board Members and senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended 2016.

For Lypsa Gems & Jewellery Limited

Date: 14/08/2018
Place: Banaskantha

Sd/-	Sd/-	Sd/-
Manish Janani	**Dipan Patwa**	**Jeeyan Patwa**
Managing Director	**Chairman**	**Director**

AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of Lypsa Gems & Jewellery Limited

We have examined the compliance of condition of Corporate Governance by Lypsa Gems & Jewellery Limited, for the year ended March 31, 2018 as stipulated in Regulation 17,18,19,20,21,22,23,24,25,26,27 and clauses (b) to (i) of sub- regulation (2) of regulation 46 and para C, D and E of schedule V of the securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (collectively referred to as "SEBI Listing Regulation, 2015).

The compliance of conditions of corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance note on certification of corporate Governance, issued by the institute of Chartered Accountant of Indian and was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us,

We certify that such compliance is neither as assurance as to the future viability of the company nor the efficient with which the management has conducted the affairs of the company.

FOR DOSHI MARU & ASSOCIATES
(CHARTERED ACCOUNTANTS)

Place: Mumbai
Date: 14/08/2018

SD/-
[ATUL B. DOSHI]
PARTNER
F.R.No. 112187W

Compliance Certificate

To the Members of Lypsa Gems & Jewellery Limited

We have examined the compliance of Corporate Governance by Lypsa Gems & Jewellery Limited for the year ended on 31st March, 2018, as stipulated in Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuing the compliance of the conditions of the corporate Governance. It is neither an audit nor an expression of to opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance(s) is/ are pending for a period exceeding for one month against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

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

FOR DOSHI MARU & ASSOCIATES
(CHARTERED ACCOUNTANTS)

Place: Mumbai
Date: 14/08/2018

SD/-
[ATUL B. DOSHI]
PARTNER
F.R.No. 112187W

CEO/CFO CERTIFICATION:

We the undersigned, in our respective capacities as managing Director and Chief Financial Officer of Lypsa Gems & Jewellery Limited ("the Company") to the best of our knowledge and belief certify that:

a. We have reviewed the financial statements and the cash flow statement for the year 2017-18 and that to the best of our knowledge and belief:

• These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

• These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2017-18 which are fraudulent, illegal or violative of the Company's code of conduct;

c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit Committee -
• Significant changes in internal control over the financial reporting during the year 2017-18;

• Significant changes in accounting policies during the year 2017-18 and that the same have been disclosed in the notes to 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 the financial reporting.

For & on behalf of the Board of Director
Lypsa Gems & Jewellery Limited

Date: 14/08/2018
Place: Banaskantha

SD/-
Jeeyan Dipan Patwa
Chief Financial Officer

MANAGEMENT DISCUSSION AND ANALYSIS

ANNEXURE TO DIRECTORS' REPORT

Overview:

The purpose of this discussion is to provide an understanding of LYPSA GEMS & JEWELLERY LTD's financial results and business performance by focusing on changes in certain key measures from year to year. This Report includes discussion on the following matters within the limits set by the Company's competitive position:

Diamonds, which for centuries have symbolized love and eternity, are found in some of the world's oldest pieces of jewelry. De Beers drew on that ancient symbolic legacy to make diamond engagement rings a token of romance and lifelong commitment—captured in the memorable catchphrase "a diamond is forever"—and in the process created the modern diamond industry.

Indian Overview:

India is a major processing hub for the global jewellery market, owing to its low-cost and highly-skilled labour advantage. According to CARE Research, India is also the worlds largest diamond-cutting and polishing centre and second largest gold jewellery centre.

The Indian gems and jewellery market comprises of jewellery (gold and silver), diamonds, coloured stones and pearls. According to CARE Research, Gold and diamond jewellery are the two major segments of the industry globally and India dominates in both of them. Of the total diamonds sold around the world, more than 90% (14 out of 15) diamonds are cut and polished in India (60% by value) because of the low-cost and highly-skilled manpower. Further, India continues to consume and import gold which crossed 850 tonnes per annum (CY2015). The gems and jewellery market is broadly bifurcated as shown in the following chart:

The Gems and Jewellery sector plays a significant role in the Indian economy, contributing to around 6-7 per countrys GDP (Source: CARE Research). India is deemed to be the hub of the global jewellery market because of its low costs and availability of high-skilled labour.

According to CARE Research, the gems and jewellery market in India is home to more than 500,000 players, with the majority being small players. The industry is also highly unorganized dominated by family run jewellers. However, in the recent years there has been a gradual shift to organized players, at both, a national as well as a regional level. The organized sector accounts for around 28% - 30% of the total market share as per CARE Research. However, an increasing number of large showrooms have quickly gained trust among customers with their diverse products, guarantee for purity and value for money. Driven by these factors, the organized sector is expected to grow at a steady pace and increase its market share in the future. Further, Indian consumers also lay emphasis on branded goods, designs and certification. Demand for studded jewellery has witnessed an upswing in stark contrast to pure gold jewellery purchased in earlier years.

Outlook

It can be said that the prospects of the Indian gems and jewellery market are quite promising due to overall rising disposable incomes and the emergence and growth of innovating selling concepts in this digital era which offer the new age consumers the convenience and quality that they seek. Further, the governments overall policies supporting the industry make for a rather conducive environment for growth.

Key Developments during the year:

In February 2016, the Govt. of India (GOI) announced 1% excise duty on jewellery under the Union Budget 2016-17. As a matter of protest, many jewellers pan-India participated in a strike from March-April 2016.

This resulted in loss of business due to closure of outlets of many jewellers. It also impacted festive purchases of many people who may have delayed their purchases or purchased through modern channels of trade like Shop-in-Shops or though e-Commerce.

In November 2016, due to demonetization our business was impacted for about 3 months in India. However due to good demand overseas there was recovery in sales during that period. In long run it would be favorable for organized players like us. Also, In June 2017, the GST council decided to tax polished diamonds, gold and gold jewellery at 3% and rough diamonds at 0.25% under the Goods and Services

Tax (GST) applicable from 1st July 2017. As a unified tax nationally, the GST replaced Value Added Tax (VAT), Excise Duty, Octroi and other duties levied on the sector. As input credit is available under GST, it is expected that there will be a limited impact on the industry. GST is expected to increase compliance and bring all players at par, thus giving an impetus to organized channels of sale. As GST is also expected to help pan-India sale of goods and services under the same framework, it is expected to boost trade and commerce.

Company's Goal

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

Business Model

Lypsa is in the process of increasing production capacity at its new factory in Navsari, Gujarat. The company has acquired a Factory Building and Machineries at Chhapi, Gujarat to expand it's manufacturing activities to produce small sized diamonds at affordable cost. This year will see substantial revenue from manufacturing activities. This is in line with our aim of generating maximum revenue from the manufacturing activities that allows higher value-addition than the trading activities.

In house manufacturing reduces the variance in cutting standards and allows the steady production of a high quality standard product, which is valued higher by traders, jewelers and consumers. It also safeguards against the possibility of theft and malpractice, which are a common occurrence in outsourced diamond production.

Lypsa's position in the Diamond Value Chain

The core activity of Lypsa is cutting and polishing of rough diamonds to convert them into finished stones that can be sold to traders and jewelers. Apart from this, Lypsa also sells rough diamonds in the open market that it procures from its sources if it feels that the profit on rough diamond sale is going to be larger than when post-processing. Thus, Lypsa is present in the stages from Rough Diamond Sales to Polished Diamond Sales. As stated above, these activities enjoy relatively lower profit margins than retailing and production. Acknowledging this, Lypsa has decided to expand into the retail segment through a foray into jewellery which will allow high profit margins.

SWOT ANALYSIS

Strengths

- Promoters enjoy more than 20 years of experience in the industry.
- Low cost of manufacturing owing to a frugal approach towards infrastructure building.
- Possibility to scale production without large Capex.
- Good combination of technical as well as advisory personnel in the management.
- Good network at the grassroots level as well as with top companies.
- Increasing diversity in consumer base.

Weaknesses

- Organizational development processes at relatively initial phase.
- Relatively large reliance on promoters for overall management.
- Lack of first hand supply of rough diamonds from the producers.

Opportunities

- Further strengthen manufacturing base with latest manufacturing and product development technologies.
- Entry into higher value-add jewellery industry.
- Increasing product portfolio to include bigger stones and fancy cuts.
- Develop patented cuts of diamonds through R&D and market the unique product to allow greater margins.

Threats

- Volatility of rough diamond prices.
- Volatility in gold prices impacting jewellery demand and hence diamond demand.
- Advent of man-made diamonds in the market.

Risk and Concerns

Lypsa Gems & Jewellery Limited is exposed to various risks that are particular to its businesses and environment within which it operates including loss of key managerial personnel, increase in input costs, political instability, changes in economies or government policies, geographic concentration risk, raw material risk, seasonality risk and government regulations. The completion factor also affects the performance of the Company. The Company's current and fixed assets as well as products are adequately insured against various risks. The Company's risk management and control procedures involve prioritization and continuing assessment of these risks and devise

appropriate controls, evaluating and reviewing the control mechanism. Through this approach, the Company strives to identify opportunities that enhance organizational values while managing or mitigating risks that can impact its future performance.

Internal Control System and their Adequacy

Your Company has in place adequate systems and processes to safeguard and protect its data and knowledge resources. The systems are updated and monitored on a continuous basis so as to ensure complete alignment with evolving technological requirements. The Company has a well-documented data security policy with pre-defined levels of access authorizations. To ensure safety and security of its strategic locations, the Company employs a comprehensive system of electronic surveillance and physical controls. The products manufactured and dealt in by the Company, as well as major production inputs are high value in nature. To ensure physical security of such products, the Company has multi-tier security and tracking mechanisms. Regular internal audit is conducted to ensure that all systems and procedures are in place and are followed regularly. Your Company maintains adequate insurance against unforeseeable risks, given the nature of its products.

Material Developments in Human Resources/Industrial Relations front including number of people employed

Human Resources are most valuable assets of the Company. The Company's Human Resource Policy primarily aims at talent management and leadership development, safety and health of its employees. The Company has well-experienced, creative, talented and motivated staff to cater to the business demands in terms of better designs, quality and precision in manufacture with minimum possible loss and consistency to meet international standards. The Company provides an environment, which encourages initiatives, innovative thinking and reward performance. The Company also focuses on development of employees at all levels and supports them with safe, pollution free and favorable working conditions. As a result, the employees of the Company have played a crucial role in contributing to the growth of the Company.

Cautionary Statement

Statements in Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual Results could differ materially from those expressed or implied due to variations in prices of raw materials, seasonal demand and pricing in the Company's principle markets, changes in Government regulations, tax regimes, economic developments and other incidental factors.

Future Plans

Research has been commissioned to plan the entry of Lypsa in the jewellery space. The growing demand of branded jewellery, higher profit margins than loose diamonds and the broad customer base make the jewellery industry a very attractive forward integration option. At the end of the year, we expect the launch of the jewelry venture.

Increasing production capacity has been proposed through expansion of the current facility and setting up of a new factory in Gujarat. A program has been initiated to cut down manufacturing costs without compromising on quality.

Setting up of an R&D unit is also on the cards to develop unique diamond cuts. These cuts will be proprietary to Lypsa and will be marketed to retailers.

For Lypsa Gems & Jewellery Limited

Date: 14/08/2018
Place: Banaskantha

Sd/-	**Sd/-**	**Sd/-**
Manish Janani	**Dipan Patwa**	**Jeeyan Patwa**
Managing Director	**Chairman**	**Director**