

Integrated Governance

Lypsa Gems & Jewellery Limited

General information about company

Scrip code	534532	
NSE Symbol	LYPSAGEMS	
MSEI Symbol	NOTLISTED	
ISIN	INE142K01011	
Date of start of financial year	01-04-2025	
Date of end of financial year	31-03-2026	
Reporting Quarter Type	Yearly	
Date of Quarter Ending	31-03-2026	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	Company has not provided or loan or guarantees during period.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	Yes	
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No	Company has not provided or loan or guarantees during period.
Risk management committee	No	
Market Capitalisation as per immediate previous Financial Year	Any other	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	m00700	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis																								
I. Composition of Board of Directors																								
Disclosure of notes on composition of board of directors explanatory																								
Whether the listed entity has a Regular Chairperson						Yes																		
Whether Chairperson is related to MD or CEO						Yes	Disqualification of Directors under section 164 of the Companies Act, 2013																	
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity(Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	DIPANKUMAR BABULAL PATWA	02579405	Executive Director	Chairperson related to Promoter	MD	No				Active	NA		20-03-2009	30-09-2024			1	0	0	0			
2	Mr	MANISH JAYSUKHLAL JANANI	02579381	Executive Director	Not Applicable	MD	No				Active	NA		20-03-2009	20-03-2009			1	0	0	0			
3	Mr	JEEYAN DIPAN PATWA	02579469	Executive Director	Not Applicable		No				Active	NA		23-06-2009	23-06-2009			1	0	0	0			
4	Ms	SONAL DIPAN PATWA	02579452	Executive Director	Not Applicable		No				Active	NA		26-03-2015	26-03-2015			1	0	0	0			
5	Mr	DEEPAK CHHAGANLAL RATHOD	07646938	Non-Executive - Independent Director	Not Applicable		No				Active	NA		11-11-2016	20-09-2017		106	1	1	0	0			
6	Mr	RAKESH BHANUCHANDRA VAKHARIA	07582247	Non-Executive - Independent Director	Not Applicable		No				Active	NA		12-08-2016	12-08-2016		109	1	1	2	1			
7	Mr	RAVINDRA CHANDULAL SANGHAVI	02579509	Non-Executive - Independent Director	Not Applicable		No				Active	NA		23-06-2009	29-09-2016		108.27	1	1	2	1			
8	Mr	Rajesh Pravinchandra Rajyagor	10855102	Non-Executive - Independent Director	Not Applicable		No				Active	NA		29-05-2025			10	1	1	1	0			

Annexure I

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07582247	RAKESH BHANUCHANDRA VAKHARIA	Non-Executive - Independent Director	Chairperson	12-08-2016		
2	02579509	RAVINDRA CHANDULAL SANGHAVI	Non-Executive - Independent Director	Member	23-06-2009		
3	10855102	Rajesh Pravinchandra Rajyagor	Non-Executive - Independent Director	Member	29-05-2025		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07582247	RAKESH BHANUCHANDRA VAKHARIA	Non-Executive - Independent Director	Member	12-08-2016		
2	02579509	RAVINDRA CHANDULAL SANGHAVI	Non-Executive - Independent Director	Member	23-06-2009		
3	10855102	Rajesh Pravinchandra Rajyagor	Non-Executive - Independent Director	Chairperson	29-05-2025		

Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						Yes	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07582247	RAKESH BHANUCHANDRA VAKHARIA	Non-Executive - Independent Director	Member	12-08-2016		
2	02579509	RAVINDRA CHANDULAL SANGHAVI	Non-Executive - Independent Director	Chairperson	23-06-2009		
3	10855102	Rajesh Pravinchandra Rajyagor	Non-Executive - Independent Director	Member	29-05-2025		

Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	14-11-2025			Yes	8	8	4
2	31-12-2025	46		Yes	8	8	4
3	13-02-2026	43		Yes	8	8	4
4	23-03-2026	37		Yes	8	8	4

Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	14-11-2025				Yes	3	3	3	0
2	Audit Committee	13-02-2026	90			Yes	3	3	3	0
3	Stakeholders Relationship Committee	31-12-2025				Yes	3	3	3	0
4	Stakeholders Relationship Committee	28-01-2026	27			Yes	3	3	3	0
5	Nomination and remuneration committee	31-12-2025				Yes	3	3	3	0
6	Nomination and remuneration committee	23-03-2026	81			Yes	3	3	3	0

Annexure I

V. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c.Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Annexure I

Sr	Subject	Compliance status
1	Name of signatory	JEEYAN DIPAN PATWA
2	Designation	Director

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Other details of cyber security incidence or breaches or loss of data event		
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event
No records available		

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I.Disclosure on website in terms of LODR Regulation				
Sr	Item	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.	Web address
1.1	Details of business	Yes		www.lypsa.in
1.2	Memorandum of Association and Articles of Association	Yes		www.lypsa.in
1.3	Brief profile of board of directors including directorship and full-time positions in body corporates	Yes		www.lypsa.in
2	Terms and conditions of appointment of independent directors	Yes		www.lypsa.in
3	Composition of various committees of board of directors	Yes		www.lypsa.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.lypsa.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.lypsa.in
6	Criteria of making payments to non-executive directors	Yes		www.lypsa.in
7	Policy on dealing with related party transactions	Yes		www.lypsa.in
8	Policy for determining 'material' subsidiaries	Yes		www.lypsa.in
9	Details of familiarization programmes imparted to independent directors	Yes		www.lypsa.in
10	Email address for grievance redressal and other relevant details	Yes		www.lypsa.in
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.lypsa.in
12	Financial results	Yes		www.lypsa.in
13	Shareholding pattern	Yes		www.lypsa.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	(I) Schedule of analyst or institutional investor meet (II) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events.	NA		
15.2	Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.lypsa.in
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		www.lypsa.in
21	Materiality Policy as per Regulation 30 (4)	Yes		www.lypsa.in
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.lypsa.in
23	Disclosures under regulation 30(8)	Yes		www.lypsa.in
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1)	Yes		www.lypsa.in
26.1	Annual return as provided under section 92 of the Companies Act, 2013	Yes		www.lypsa.in
26.2	Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	NA		
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.lypsa.in
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.lypsa.in
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]			

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	NA	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
47	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
48	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	Yes	

Any other information to be provided	
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Annexure II

1	Name of signatory	JEEYAN DIPAN PATWA
2	Designation	Director

Annexure II

III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
Any other information to be provided		

Annexure II

1	Name of signatory	JEEYAN DIPAN PATWA
2	Designation	Director

Signatory Details

Name of signatory	JEEYAN DIPAN PATWA
Designation of person	Director
Place	Banaskantha
Date	30-04-2026

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No records available					

Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Income Tax Circle TDS, Surat	Intimation of Outstanding Demand	15-03-2025	Late Filing Fees Interest on Late Payment	Demand of Rs. 4,69,110/- Lypsa Gems & Jewellery Limited is also requesting to Income Tax Circle TDS, Surat for waiver of Demand on dated 01/04/2025.
2	BSE	FINES	07-03-2024	Non-Compliance with the provisions of Regulation 33 for Ended Mar-22, Reg.34 for Ended Mar-18, Reg.34 for Ended Mar-20 & Reg. 29(2) 29(3) for Ended Sep-20 of SEBI (LODR) Regulations, 2015.	Tot Fines of Rs.1,66,380/-(Inclusive of Basic fine amounting to Rs. 1,41,000/- and GST amounting to Rs. 25,380/-). Lypsa Gems & Jewellery Limited is also requesting to BSE for waiver of Fines on dated 05/03/2025.
3	BSE	FINES	17-11-2025	Regulation 34 Non-submission of the Annual Report within the period prescribed under this regulation (For the year ended March 2025)	Tot Fines of Rs.2,360/ (Inclusive of Basic fine amounting to Rs. 2,000/- and GST amounting to Rs. 360/-). Lypsa Gems & Jewellery Limited Paid fine of Rs.2,360/ on dated 01/12/2025
4	NSE	FINES	17-11-2025	Non-Compliance with the provisions of Regulation 34 for Year Ended March-25 of SEBI (LODR) Regulations, 2015.	Tot Fines of Rs.2,360/ (Inclusive of Basic fine amounting to Rs. 2,000/- and GST amounting to Rs. 360/-). Lypsa Gems & Jewellery Limited Paid fine of Rs.2,360/ on dated 01/12/2025

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Income Tax Department, CPC	30-03-2019	Response Submitted on 09/05/2023	No further Communication from CPC
2	Asst. CIT, Circle Gandhinagar	29-03-2025	In the process of filing Appeal	Appeal is filed and first submission of the appeal is done
3	Asst. CIT, Circle Gandhinagar	30-03-2025	Quantum Appeal Process going on, so request to be made to be kept under abeyance	Quantum Appeal Process going on, so request to be made to be kept under abeyance
4	Asst. CIT, Circle Gandhinagar	31-03-2025	Return to be filed within due date as per the notice till 29.3.2025	Return is filed u/s 148
5	Income Tax Department/National Faceless Appeal Centre(NFAC)	25-04-2024	Notice for hearing awaited from the department	Appeal is filed and first submission of the appeal is done
6	Asst. CIT, Circle Gandhinagar	14-05-2025	Return u/s 148 Filed on 03/05/2025	No further Communication from Department