

ANNEXURE II

Format of Compliance Report on Corporate Governance

Name of the Company: NARBADA GEMS AND JEWELLERY LIMITED Date: 10.10.2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	NA	
IV. Disclosures	49 (IV)	· · · ·	
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Yes	
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	ANI

Corporate Office

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V.CEO/CFO Certification	49 (V)	Yes	Will be complied in the Annual Report
VI. Report on Corporate Governance	49 (VI)	Yes	Will be complied in the Annual Report
VII. Compliance	49 (VII)	Yes	

Date: 10.10.2015 Place: Hyderabad For NARBADA GEMS AND JEWELLERY LIMITED

Saugay Kumar Sanghi Managing Director 201N:- 00629693

Corporate Office