

AJAY SUMAN SHRIVASTAVA

M.com L.LB, FCS

Practicing Company Secretary

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ANNUAL SECRETARIAL COMPLIANCE REPORT OF NARBADA GEMS AND JEWELLERY LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

[Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
as amended.]

To,

The Members

NARBADA GEMS AND JEWELLERY LIMITED

3-6-291/4/B, 2nd Floor, Hyderguda,
Hyderabad, Telangana-500029.

I, Ajay Suman Shrivastava, Practicing Company Secretary have examined:

- all the documents and records made available to us and explanations provided by **Narbada Gems and Jewellery Limited ("the listed entity")**, (BSE code: 519455)
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2022** ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- The Company has complied with the observations of BSE Ltd on the Preferential issue matter in accordance with Chapter V of ICDR, 2018 as amended and the



- c) share warrants were issued and first and second conversion into shares was done on 30.03.2021 and 23.11.2021. Listing and trading permissions obtained for both tranches;
- d) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable during the period under review;
- e) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the period under review**);
- f) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014/2018 (**Not applicable to the Company during the period under review**);
- g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008/2018 (**Not applicable to the Company during the period under review**);
- h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013/2018 (**Not applicable to the Company during the period under review**);
- i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- j) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;
- k) other regulations and circulars/ guidelines issued thereunder; (as applicable)

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below :-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks
1	Regulation 108(2) of SEBI- ICDR – Company is required to make Listing Application within 20 days from the date of allotment of further shares on conversion of warrants.	Delay in making Application for Listing	BSE levied penalty of Rs. 20,000/- which was paid on 07.08.2021 and Listing Approval was received.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S.No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks
1	BSE Limited	Delay in making	BSE levied penalty of Rs. 20,000 on the Company, which was paid.	Delay/ Default has been condoned by



		Application for Listing as per Reg. 108(2) of SEBI-ICDR	Subsequently, BSE approved the Listing of shares issued in the Preferential issue.	BSE by way of imposing penalty. No other instances of compliance failure or delayed compliance during the period under review.
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d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2021.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Appointment of Company Secretary and compliance officer	New Company Secretary not appointed during a period in the year 2019-20.	New Company Secretary and compliance officer appointed on 27.08.2020	Delayed compliance.

Place: Hyderabad
Date: 23.05.2022



AJAY SUMAN SHRIVASTAVA
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