

## NOTICE

Notice is hereby given that the **Thirtieth Annual General Meeting** (“the Meeting” or “AGM”) of **NARBADA GEMS AND JEWELLERY LIMITED** (“the Company”) will be held on **Monday, 26th September, 2022 at 03:00 P.M.** (IST) through Video Conferencing (VC)/ Other Audio -Visual Means (OAVM), to transact the following business:

### ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, together with the reports of the Board of Directors and Auditors thereon.**
2. **To appoint Director in place of Mr. Ritesh Kumar Sanghi, Director (DIN: 00628033), who retires by rotation and being eligible, offers himself for re-appointment.**

### SPECIAL BUSINESS:

3. **To consider and approve re-appointment of Mr. Sanjay Kumar Sanghi as the Managing Director of the Company.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder read with Schedule V of the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions as may be applicable, the consent of the members be and is hereby accorded for the re-appointment of Mr. Sanjay Kumar Sanghi (DIN: 00629693) as the Managing Director of the Company without any remuneration for a period of 5 (five) years, with effect from August 18, 2022.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to decide the terms & conditions of re-appointment without any remuneration including alteration of such terms & conditions as it may deem appropriate in the capacity of Managing Director of the Company during his tenure of 5 years on the recommendations of Nomination & Remuneration Committee of the Company .”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to file the requisite e-forms with the Registrar of Companies, Hyderabad and to do all such acts, deeds and things necessary to give effect to the above resolution.”

**4. To approve the existing as well as new material Related Party Transactions of the Company, and in this regard, to pass, with or without modifications, the following resolution as Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and in accordance with the Company’s policy on Related Party Transaction(s), approval of the members be and is hereby accorded to enter at prevailing market rates and at arm’s length basis and in the ordinary course of business of the Company with the related parties as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, as follows:

<b>Sl. No.</b>	<b>Name of related parties</b>	<b>Nature of relationship</b>	<b>Type of Contract/ Transaction</b>	<b>Transaction Limit</b>	<b>Duration</b>
1.	Sanghi Jewellers Private Limited	Company having common directors	Purchase/ sale of various manufactured products and availing Jobwork services, at prevailing market rates and on arm’s length basis.	Rs. 50,00,00,000/- (Rupees Fifty Crores only)	01.10.2022 to 30.09.2023
2.	Uday Jewellery Industries Limited	Company having common directors	Sale/ purchase of various manufactured products, at prevailing market rates and on arm’s length basis	Rs. 50,00,00,000/- (Rupees Fifty Crores only)	From 01.10.2022 to 30.09.2023

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution.”

**5. To consider and approve the remuneration payable to Mr. Tejas Sanghi, as Head- Business Development, a relative of the Director in Office or Place of Profit.**

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and in accordance with the Company’s policy on Related Party transaction(s), approval of the members be and is hereby accorded for the remuneration payable to Mr. Tejas Sanghi as Head-Business Development, being a relative of the Director in Position of Office or Place of Profit on the recommendation of Nomination and remuneration committee.”

**Remuneration:**

Remuneration per month payable in INR shall be adjusted as follows and subject to deduction of Tax at source as per prevailing Income Tax Rules:

Consolidated Salary of Rs. 4,50,000 per month bifurcated as under:

a.	Basic Salary:	1,80,000 per Month
b.	Dearness Allowance:	90,000 per Month
c.	House Rent Allowance:	1,35,000 per Month
d.	Special Allowance/Other Allowances:	45,000 per Month

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as may be necessary, proper things as may be considered necessary or expedient to give effect to this resolution.”

By order of the Board  
Sd/-

**Sanjay Kumar Sanghi**  
Managing Director  
DIN: 00629693

**Date:** 18.08.2022  
**Place:** Hyderabad

**NOTES:**

1. In view of the ongoing situation of COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 respectively, Annual General Meeting (AGM) will thus be held through video conferencing (VC) or other audio -visual means (OAVM) without the physical presence of the Members. The deemed venue for the AGM will be the registered office of the Company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars as aforementioned, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to a least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
6. In furtherance of the Green Initiative, Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. Further, the Notice of AGM has been uploaded on the website of the Company at [www.narbadajewellery.com](http://www.narbadajewellery.com). The Notice can also be accessed from the websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
7. The Explanatory Statement under Section 102(1) of the Companies Act, 2013 in respect of Item No. 3, 4 & 5 is annexed herewith.

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:
- a) **For shares held in electronic form:** to their Depository Participants (DPs)
  - b) **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/ MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters through its RTA for furnishing the required details. Members may also refer to link available on Company's website [www.narbadajewellery.com](http://www.narbadajewellery.com)
9. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <http://www.narbadajewellery.com/investors/downloads> and on the website of the Company's Registrar and Transfer Agents, CIL Securities Limited at It may be noted that any service request can be processed only after the folio is KYC Compliant.
10. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or CIL Securities Limited, for assistance in this regard.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or CIL Securities Limited, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
12. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <http://www.narbadajewellery.com/investors/downloads> Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to CIL Securities Limited in case the shares are held in physical form.

13. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September 2022 to 26th September 2022 (both days inclusive) for the purpose of the Annual General Meeting.
14. Shri Ajay Suman Shrivastava, Practicing Company Secretary has been appointed as “Scrutinizer” for the Business mentioned to be conducted by e-voting.
15. The Results of the e-voting will be declared by Director by 28th September, 2022, by 05:00 P.M. at the Registered Office of the Company in Hyderabad and shall be hosted on the website of the Company; [www.narbadajewellery.com](http://www.narbadajewellery.com) and on the website of the Stock Exchange; [www.bseindia.com](http://www.bseindia.com).
16. The details pertaining to Director(s) liable to retire by rotation and director(s) proposed to be appointed/ re-appointed as required to be provided pursuant to the Listing Agreement with the Stock Exchange are as follows:

**PROFILE OF THE DIRECTOR RETIRING BY ROTATION:**

Mr. Ritesh Kumar Sanghi, aged about 51 years has rich and varied experience in the field of production processes in which the Company is engaged, as well as in strategy formulation and management. He has an experience of more than 29 years in the Jewellery industry. His shareholding in the Company is 21,76,399 Equity shares representing 12.31% of total share capital of the Company as on 31st March, 2022.

His directorships in other public companies as on 31.03.2022 are:

1. Trisa Retail Limited;
2. Uday Jewellery Industries Limited.

**THE INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS UNDER:**

17. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
19. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least

1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

20. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
21. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
22. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.narbadajewellery.com](http://www.narbadajewellery.com) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
23. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
24. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Friday, 23rd September 2022 at 09:00 AM and ends on Sunday, 25th September 2022 at 05:00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **19th September 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.



- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/ KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>



	<p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in dematmode with <b>NSDL Depository</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>

<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
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**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Narbada Gems and Jewellery Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; .com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. **For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/ RTA email id**.
2. **For Demat shareholders -**, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013  
("THE ACT")**

The following Statements sets out all material facts relating to the Special Businesses mentioned in the Notice:

**Item no. 3:**

Mr. Sanjay Kumar Sanghi was appointed as Managing Director of the Company for a term of five years with effect from 28th August 2017, after obtaining due approval from the members in the Annual General Meeting held on 16th Day of November 2017. Accordingly, the present term comes to an end on this 30th Annual General Meeting.

The Board in its meeting held on August 18, 2022, has approved the re-appointment of Mr. Sanjay Kumar Sanghi as the Managing Director of the Company for the further period of five years after his current tenure ends. The Board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company.

Mr. Sanjay Kumar Sanghi is not disqualified from being re-appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his consent to act as Managing Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the said Act and Part-1 of the Schedule- V thereof and hence, is eligible for re-appointment.

A brief profile of Mr. Sanjay Kumar Sanghi is provided in the Annexure to the Notice pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting.

In accordance with Section 196 read with Schedule V of the Companies Act, 2013, the appointment and re-appointment of Managing Director shall be approved by the members in the General Meeting. Therefore, your approval is sought in this regard for the said re-appointment.

The Board recommends the resolution as set out in item no. 3 of the notice for approval by the members.

Further, both the Directors Mr. Ritesh Kumar Sanghi and Mrs. Bhavna Sanghi, being relatives of the appointee, are interested or concerned in the said resolution.

**Item no. 4:**

Your Company proposes to enter into transactions with Uday Jewellery Industries Limited (UJIL) and Sanghi Jewellers Private Limited (SJPL), which are under the same Promoter Group and majority of the Directors are common. The proposed transactions shall be at Arms' Length basis and in the ordinary course of business.

Section 188 of the Companies Act, 2013 ("the Act") and the applicable Rules framed there under read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") provide that material Related Party Transactions will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

## NARBADA GEMS AND JEWELLERY LIMITED

Uday Jewellery Industries Limited and Sanghi Jewellers Private Limited come under the ambit of Related Party for the purpose of Related Party Transaction(s) in terms of provisions of the Act and Listing Regulations.

Hence, approval of the shareholders is being sought for the said material Related Party Transactions proposed to be entered into by your Company with UJIL and SJPL for a period of 12 months starting from 1st October, 2022 to 30th September, 2023.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with the related parties, as follows:

Sl. No.	Name of related parties	Nature of relationship	Type of Contract/ Transaction	Transaction Limit	Duration
1.	Sanghi Jewellers Private Limited	Company having common directors	Purchase/ sale of various manufactured products and availing Jobwork services, At prevailing market rates and on arm's length basis.	Rs. 50,00,00,000/- (Rupees Fifty Crores only)	01.10.2022 to 30.09.2023
2.	Uday Jewellery Industries Limited	Company having common directors	Sale/ purchase of various manufactured products, At prevailing market rates and on arm's length basis	Rs. 50,00,00,000/- (Rupees Fifty Crores only)	From 01.10.2022 to 30.09.2023

The Board of Directors of the Company and their respective relatives are concerned and interested in the resolution, up to the monetary value of transaction(s) proposed to be entered.

The Board of Directors recommends passing of the resolution as set out at item no. 4 of this Notice as an Ordinary Resolution.

### Item no. 5:

In accordance with the provisions of section 188(1)(f) of the Companies Act, 2013, which governs the related party transactions, it is required for a company to obtain prior approval of the Board of Directors and Shareholders for the remuneration of the related party appointed at any office or place of profit.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting, held on August 18, 2022, had approved remuneration of Mr. Tejas Sanghi as Head-Business Development Head of the Company, subject to the approval of the shareholders by way of an Ordinary Resolution.

### Remuneration:

Remuneration per month payable in INR shall be adjusted as follows and subject to deduction of Tax at source as per prevailing Income Tax Rules:



Consolidated Salary of Rs. 4,50,000 per month bifurcated as under:

a.	Basic Salary:	1,80,000 per Month
b.	Dearness Allowance:	90,000 per Month
c.	House Rent Allowance:	1,35,000 per Month
d.	Special Allowance/Other Allowances:	45,000 per Month

Mr. Tejas Sanghi is part of the promoter group of the Company as well. Further, he and his relatives are interested in this item of the Business to the extent of their shareholding.

Other than this none of the Directors or KMP or relatives of the Directors, are in any way concerned with or interested financially or otherwise in the resolution at item no. 5 of the accompanying notice.

Your directors recommend passing the foregoing resolution of this Notice as an Ordinary Resolution.

## **Annexure**

### **Brief profile of Mr. Sanjay Kumar Sanghi, Chairman and Managing Director**

Mr. Sanjay Kumar Sanghi aged 55 years, Chairman, Managing Director and also the Promoter of our Company. He holds a degree of Bachelor of Commerce Mr. Sanjay Kumar Sanghi, is a commerce graduate and Gemologist with more than 30 years of experience in business of dealing and trading in Gems and Jewellery. He has an immense skill and expertise in sorting and evaluation of diverse range of precious and semi-precious gems used in manufacturing of various colored stone jewellery. His wisdom and business proficiency would be favorable for the Company. He has been instrumental in taking major policy decisions for the Company. He is playing a vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company.

### **Profile of Mr. Tejas Sanghi- Head- Business Development**

Mr. Tejas Sanghi is 29 years and currently holds the position as Head- Business Development in the Company. He has obtained a BBA Degree from Amity University and has completed specialized courses in Consumer Behaviour & Strategic Management from the London School of Economics. Mr. Tejas is an accomplished gemologist and has completed a professional course on coloured stones from LSE. He has completed the "Family Managed Business" Programme from S.P. Jain Global, Mumbai in 2015-16.

## **DIRECTORS' REPORT**

**To**  
**The Members,**  
**NARBADA GEMS AND JEWELLERY LIMITED**

It is our pleasure to present the Thirtieth Annual Report along with the Audited Financial Statements of Narbada Gems and Jewellery Limited for the financial year ended 31st March, 2022.

### **1. FINANCIAL HIGHLIGHTS**

The highlights of the financial statements of the Company for the financial year ended March 31, 2022, are as under:

(Rs. in Lakhs)

<b>Particulars</b>	<b>31.03.2022</b>	<b>31.03.2021</b>
Revenue from operations	6062.87	3800.47
Other Income	31.10	23.36
<b>Total Revenue</b>	<b>6093.96</b>	<b>3823.83</b>
Expenses	5630.51	3548.34
<b>Profit before Tax</b>	<b>463.46</b>	<b>275.49</b>
<b>Tax Expense</b>		
Current tax	117.67	73.43
Deferred tax	-0.08	-0.92
<b>Profit after Tax</b>	<b>345.87</b>	<b>202.98</b>
Earnings per Equity share	2.15	1.68

### **2. IMPACT OF COVID-19 ON COMPANY PERFORMANCE:**

The Company has lost some days due to Covid related lock down. Due to Covid, the Company lost "Akshaya Tritiya" sales for the year and also lost many of the wedding days that fell in the first quarter of 21-22.

However, the Company is able to meet all the obligations including interest serving and repayments and more over sitting on a high liquidity to see through any other adverse effect of the pandemic in future.

### **3. COMPANY'S STATE OF AFFAIRS:**

The COVID-19 pandemic, continued to be a global challenge, creating disruption across the world. The Company witnessed strong demand across its businesses achieving significant revenue uplift and ending the year on a strong note. Revenue from operations was recorded as Rs. 6062.87 Lakhs against Rs. 3800.47 Lakhs during previous year registering increase of 59.53% over the previous year. The Company reported a Net Profit of Rs. 345.87 Lakhs against Rs. 202.98 Lakhs earned during previous year registering growth of 70.40%.

**4. FUTURE PROSPECTS:**

The Company operates in a segment where creativity is the core essence of existence, hence the Company has its own in-house designing and development team which includes Jewellery designers, merchandisers and creative heads who facilitate the Company in making lucrative and unique designs, using their creative skills and offering customers to choose from diverse variety as the jewellery is the perfect blend of tradition and culture. The Company focuses on making handcrafted jewellery.

The Company fulfills the royal aspirations of the brides with exclusive heritage jewellery and also accentuates the feeling of Royalty to people who adorn such jewellery. The Company has newly started 18-karat gold jewelry which offers a good balance between durability and purity. Considering the business dynamics, it is far more popular as it has been mixed with more durable metals to make it in itself far more durable which makes it a very attractive proposition. This will further assist in reaching out to masses and serve public at large thereby help in increasing margin and capture the untouched market.

The Company has launched an extension to its already ongoing exclusive jewellery collection, "Vilandi" – **Flat Polki Diamond Jewellery Collection**". The Company is making good progress towards the strategic choices outlined earlier this year, specifically by introducing the development of our new product offering with stunning designs and several varieties in the category of heavy Royal Necklaces. The Company offers Flat Diamond Jewellery heavily studded with colorful Ruby, Emerald and other precious gemstone which makes the person feel royal due to its uniqueness and vibrant designs.

The Company is in the process of setting up additional manufacturing capacity at Basheerbagh, Hyderabad in a premises owned by the promoters for future growth of the Company to cater to growing demand. The new factory will be more technology oriented and shall be a state of art facility with well-planned layout and use of high end tech tools for the designing section. The unit specializes in Gold ornaments studded with flat diamond and color gemstones. The said facility of the Company will be well equipped with state-of-the-art machinery and technology by using Computer Aided Design (CAD and Computer aided model manufacturing (CAM), increasing the overall capacity and enhanced finishing of the products. The management is hopeful that production capacity will be increased to three times.

Further, the Company has been supporting its marquee clientele with product conceptualization and product design services based on first-hand market feedback and research & development (R&D) of its designing and marketing team. The Company is focusing on renowned selected family Jewellers in each City.

At present, the management is the fifth Generation who possess great experience and immense skills in the field of Gems and Jewellery sector. The products of the Company has received overwhelming response in India International Jewellery Show (IIJS).

**Strategizing the Marketing & Business Development:**

- a. Business Development Policy: A Business Development Policy is being evolved to cater to ever changing market preferences, but with a focus on growth and how to achieve it. It's a long-term plan that outlines strategies for steady and sustainable business growth over the coming years.

Its scope covers both the marketing and sales functions, as they are interlinked in the Jewellery Industry.

- b. **Customer Acquisition Policy:** Customer acquisition is important for businesses of any age and size. The goal of this process is to create a systematic, sustainable customer who can sell the Company's products in the long term.
- c. The credit policies are kept dynamic based on client profiles to allow credit to the parties which vary from 45- 60 days depending on the retention margin on the products. So, before adding a new customer, a due diligence is done to understand, the credit worthiness of the client.

The Company's marketing team at present is catering to the following category of buyer group like National Chains – Retail Chains having National level presence, Local Chains – Retail Chains having regional/local level presence, Family Jewellers – Well known Family jewellers having 1 or 2 stores, Distributors and Exports

Like other industries, the gems and jewellery industry is also facing many challenges related to labour. These are mainly shortage of skilled labour and migrant workers related issues. Manual methods of cutting, polishing, manufacturing and designing of gems and jewellery are steadily being substituted with high-end automation using machines and software. But India being a country where most of the consumer base highly believes in traditional methods of Jewellery making is a trustworthy one, it is still taking time to make them adopt to the change that automation in this industry is no less. Lack of educated labour is also a great challenge in this industry because, use of laser machines, operating computers and understanding modern techniques require systematic and practical training.

It is expected that the positive impact of polarization on the organized sector is likely to be visible operationally within a couple of years that would go a long way in improving the margin and turnover for the industry in general and the Company. With the availability of further funds, the growth is likely to be accelerated in the coming years. The gross profit margin will be maintained at around the current level even on elevated top line growth. The Company will work for better amortization of corporate office fixed expenses and no material impact will be felt on the areas of gold price fluctuations as part of inventory is hedged. Further, except for unforeseen circumstances like the ongoing COVID, the management is confident of performing in the areas prioritized.

**5. DIVIDEND:**

In order to conserve resources for further expansion of the Company's business, your Directors have opined to not recommend dividend for the year 2021-22.

**6. RESERVES:**

During the period under review, the Board of Directors has decided that Rs. 345.87 Lakhs to be carried forward to the reserves being profit for the year.

**7. AMOUNT TRANSFERRED TO INVESTOR EDUCATION & PROTECTION FUND:**

The provisions of Section 125 of the Companies Act, 2013 is not applicable for the Company as there was no dividend declared and paid in the previous financial years.

**8. SHARE CAPITAL:**

The Authorised Share Capital of your Company is Rs. 21,50,00,000/- divided into 2,15,00,000 Equity shares of Rs. 10/- each as on 31st March, 2022. The total Paid up capital of the Company stands at Rs. 21,15,73,100 divided into 2,11,57,310 Equity shares of Rs. 10 each as on date.

During the period under review, the conversion of 91,00,000 Warrants of Rs. 17 each, convertible into equal Equity shares of Rs. 10 each with premium of Rs. 7 per share has been completed. Out of such warrants, on 30.03.2021 as first tranche, 26,23,000 Equity Shares were allotted to Promoters and Promoter group upon conversion and 5,00,000 Equity Shares were allotted to Non-Promoter/Public upon conversion. Thereafter, 24,94,000 equity Shares were allotted to Promoters/ Non-Promoters on 23.11.2021 and remaining 34,83,000 Equity Shares were allotted on 24.05.2022. Hence, all warrants have been converted and listed at BSE Limited.

The proceeds from the said issue were solely utilized to meet the working capital requirements of the business.

**a. Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees:**

The Company has not made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees as per Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

**b. Issue of Sweat Equity Shares:**

The Company has not issued any sweat equity share during the financial year in accordance with the provisions of Section 54 of Companies Act, 2013 read with Rule 8 of the Companies (Share Capital and Debentures) Rules, 2014.

**c. Issue of Equity Shares with Differential Voting Rights:**

The Company has not issued any equity shares with differential voting rights during the financial year as per Rule 4(4) of Companies (Share Capital and Debentures) Rules, 2014.

**d. Issue of Employee Stock Option:**

The Company has not issued any employee stock option during the financial year as per Rule 12 of Companies (Share Capital and Debentures) Rules, 2014.

**9. PUBLIC DEPOSITS:**

There were no outstanding deposits within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 at the end of the financial year. Your Company did not accept any such deposits during the financial year 2021-22 and the Company has duly filed the required returns accordingly.

**10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Company has not given any loan or guarantee or security or made any investment during the financial year in terms of Section 186 of the Companies Act, 2013.

**11. SUBSIDIARIES, JOINT VENTURES & ASSOCIATE COMPANIES:**

Your Company has no Subsidiaries, Joint Ventures & Associate Companies.

**12. DEPOSITORY SYSTEM:**

The Company's shares are available for dematerialization with National Securities Depository Ltd. (NSDL) 11.45% and Central Depository Services (I) Ltd. (CDSL). 83.64% of the total shareholding of the Company was held in dematerialized form as on 31st March 2022. Shares held in physical form was 4.91% of the issued Capital.

**13. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):**

Your Board consists of Six Directors including three Independent (Non- Executive Directors). Declaration from all the Independent Directors has been obtained both at the time of appointment and at the First Board meeting of each Financial Year.

Shri Ramprasad Vempati (DIN: 01903161), Shri Siddharth Goel (DIN: 03022978) and Shri Sunil Garg (DIN: 08851283) were the Independent Directors during the Financial Year 2021-22. Further, all have given declarations that they continue to meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and regulations 16(1)(b) of the LODR Regulations and that they are not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

In compliance with the requirements of Section 203 of the Companies Act, 2013, during the period, following are the Key Managerial Personnel of the Company.

1. Mr. Sanjay Kumar Sanghi - Managing Director
2. Mr. Bajranglal Agarwal - Chief Financial officer
3. Ms. Shivani Rastogi - Company Secretary and Compliance Officer

**14. DECLARATION BY INDEPENDENT DIRECTORS:**

In accordance with Sub-section (7) of Section 149 of the Companies Act, 2013 (hereinafter called as "The Act"), the Independent Directors on your Board have given a Declaration that they meet the criteria of Independence as provided in sub section (6) of Section 149 of the Act. There has been no change in terms and conditions of appointment of Independent Directors, the Policy relating to their appointment is available on the website of the Company [www.narbadajewellery.com](http://www.narbadajewellery.com).

During the year under review, the separate meeting of Independent Directors of the Company without the presence of non-independent directors and members of the management and all the independent directors were present in the meeting held on 7th February, 2022 in Compliance with the Regulation 25 of SEBI (LODR) Regulations, 2015, in which the following matters were considered:

- I. Review of the performance of all the non-independent directors and the Board as a whole;
- II. Review of the performance of the Chairman of the Company, taking into accounts the views of Executive Directors and Non-Executive Directors; and

- III. Assessment of the quality, quantity and timeliness of flow of information among the Company, management and the Board, which is necessary for the Board to effectively and reasonably perform their duties.

**15. MANAGERIAL REMUNERATION**

The Company's policy on Director's appointment and remuneration in accordance with Section 178 (3) of the Companies Act, 2013 the same is available at the website of the Company at [www.narbadajewellery.com](http://www.narbadajewellery.com). No remuneration is being paid to the Managing Director or any other Director of the Company. The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration) Rules, 2014 in respect of Key employees of the Company and Directors is furnished hereunder:

**a. All pecuniary relationship or transactions, of the non-executive directors of the Company:**

The Non-executive Directors does not have any pecuniary relationship or transactions of the Company.

**b. Details of percentage increase in the remuneration of each Director and CFO and Company Secretary in the Financial Year 2021-22 are as follows:**

Name	Designation	Remuneration (in Rs.)		Increase %
		2021-22	2020-21	
Sanjay Kumar Sanghi	Managing Director	-	-	-
Ritesh Kumar Sanghi	Director	-	-	-
Bajranglal Agarwal	Chief Financial Officer	7,21,645	5,27,116	36.90
CS. Nitin Agarwal*	Company Secretary & Compliance Officer	-	1,38,740	-
CS. Shivani Rastogi	Company Secretary & Compliance Officer	2,88,124*	-	-

\*For the part of financial year

- c. Details of a fixed component and performance-linked incentives, along with the performance criteria: The Company does not have any performance-linked incentives for the Directors and CFO the appointments are made for a fixed period of time on the terms and conditions in the respective resolution passed by the Board/Members in the Meeting
- d. Number of permanent employees on the rolls of the Company as on 31st March, 2022 are 58.
- e. Stock option details: Nil

**16. PARTICULARS OF EMPLOYEES**

In terms of the provisions of Section 197 of the Companies Act, 2013, read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of disclosures in the report w.r.t. employees of the Company.



During the year under report, none of the employees was in receipt of remuneration exceeding the limit prescribed under Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

**17. BOARD COMMITTEES:**

The Board has constituted three committees at present:

**Audit Committee**

**Nomination and Remuneration Committee**

**Stakeholders Relationship Committee**

The committees of the Board meet at regular intervals and have the requisite subject expertise to handle and resolve matters expediently. The details of constitution, terms of appointment and meetings of the committees is given in the Corporate Governance report as **Annexure V**.

**18. DIRECTORS' RESPONSIBILITY STATEMENT:**

On the basis of compliance certificates received from the executives of the Company and subject to the disclosures in the annual accounts and also on the basis of the discussions with the Statutory Auditors of the Company from time to time, your Directors make the following statements, pursuant to Section 134(3)(c) of the Companies Act, 2013 with respect to Director's Responsibility Statement.

- a) that in the preparation of the annual accounts for the year ended 31st March 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March 2022 and of the profit of the Company for the year ended on that date;
- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f) that proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**19. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT:**

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force).

**20. BOARD EVALUATION:**

The Board of your Company on the recommendation of the Nomination and Remuneration Committee had laid down the criteria for evaluation of the performance of the Board, its committees, and individual Directors as per the Listing Regulations. Accordingly, the annual performance evaluation process was carried out based on evaluation forms, which include a rating mechanism. Independent Directors also reviewed the performance of the Board as a whole, Non-Independent Directors, and the Chairman.

The criteria for performance evaluation of the Board and its Committees amongst others include their structure and composition, processes, information and functioning, terms of reference of the Committees, etc. The criteria for performance evaluation of individual Directors including Executive and Independent Directors amongst others include their attendance and contribution at the meetings, the devotion of time and efforts to understand the Company, its business, their duties and responsibilities, and adherence to the code of conduct, etc. The said policy is available on the website of the Company at [www.narbadajewellery.com](http://www.narbadajewellery.com) The Independent Directors met separately on 7th February 2022 without the presence of Non-Independent Directors to discuss the performance of the Non-Independent Directors and the Board as a whole.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

**21. CODE OF CONDUCT:**

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct. The Code is applicable to the members of the Board, the executive officers, the members of the management one level below the executive directors, including all functional heads of the Company. The Code is available on the website of the Company [www.narbadajewellery.com](http://www.narbadajewellery.com) All members of the Board, the executive officers and senior financial officers have affirmed compliance to the Code as on March 31, 2022.

**22. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:**

During the year, Eight Board Meetings were convened and held. The dates on which the said meetings were held are :29.06.2021, 13.08.2021, 27.08.2021, 21.09.2021, 12.11.2021, 23.11.2021, 17.01.2022 and 07.02.2022. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**23. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

Pursuant to the Listing Regulations, the Company has familiarized the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

**24. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

In line with the requirements of the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your Company has formulated a Policy on Related Party Transactions which is also available on the Company's website [www.narbadajewellery.com](http://www.narbadajewellery.com).

The related party transactions during the year are in accordance with the approval of shareholders in Annual General Meeting held on 29th September, 2021.

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 is disclosed in Form AOC-2 as "**Annexure-I**" to this report.

**25. CORPORATE GOVERNANCE**

Your Company is committed to maintain the high standards of corporate governance and adheres to the requirements set out by the Securities and Exchange Board of India. The Report on Corporate Governance as stipulated under the Listing Regulations forms part of the Annual Report. The certificate from the Practicing Company Secretary confirming compliance of conditions of Corporate Governance as stipulated under Part E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as **Annexure- V**.

**26. DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

Your Company has zero tolerance towards sexual harassment at workplace. It has a well - defined policy in compliance with the requirements of the Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. An Internal Committee is in place to redress complaints received regarding sexual harassment. The Company has not received any complaint of sexual harassment during financial year 2021-22.

**27. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has adequate internal control systems and procedures designed to effectively control the operations of its various functions. The internal control systems are designed to ensure that the financial and other records are reliable for the preparation of financial statements and for maintaining assets.

Based on the deliberations with Internal Auditors to ascertain their views on the financial statements, including the financial reporting system and compliance to accounting policies & procedures, the Audit Committee was satisfied with the adequacy and effectiveness of the internal control system followed by the Company.

**28. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:**

Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015, the Company has in place a Whistle Blower Policy, which provides for a vigil mechanism that encourages and supports its Directors and employees to report instances of illegal activities, unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct or Ethics Policy. It also provides for adequate safeguards against victimization of persons who use this mechanism and direct access to the Chairman of the Audit Committee in exceptional cases.

During the financial year ended 31st March, 2022 under review, there were no cases pertaining to Whistle Blower Policy. The said policy of the Company can be accessed at [www.narbadajewellery.com](http://www.narbadajewellery.com)

**29. PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board and the Compliance Officer are responsible for implementation of the Code. All Directors and the designated employees have confirmed compliance with the Code. The same has been displayed at the company's website at [www.narbadajewellery.com](http://www.narbadajewellery.com)

**30. DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:**

The Company has a well-defined process in place to ensure appropriate identification and treatment of risks. Risk identification exercise is inter-woven with the annual planning cycle which ensures both regularity and comprehensiveness. The identification of risk is done at strategic, business, operational and process levels. While the mitigation plan and actions for risks belonging to strategic, business and key critical operational risks are driven by senior leadership, for rest of the risks, operating managers drives the conception and subsequent augmenting of mitigation plans.

All risks are well integrated with functional and business plans and are reviewed on a regular basis by the senior leadership.

The Company, through its risk management process, aims to contain the risks within its risk appetite. There are no risks which in the opinion of the Board threaten the existence of the Company.

**31. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY:**

There are no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

**32. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

**A. Conservation of Energy**

The disclosure of particulars with respect to conservation of energy pursuant to Section 134 (3) (m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable as our business is not specified in the Schedule. However, the Company makes its best efforts to conserve energy in a more efficient and effective manner.

**B. Technology Absorption**

The Company has not carried out any specific research and development activities. Accordingly, the information related to technology absorption, adaptation and innovation is reported to be NIL.

**C. Foreign Exchange Earnings and Outgo**

During the year under review, the foreign exchange earnings and outgo being Outstanding receivable of the Company as on 31st march, 2022 is Rs. 56.77 Lakhs.

**33. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

In terms of Section 135 and Schedule- VII of the Companies Act, 2013, the provisions of Corporate Social Responsibility (CSR) are not applicable to the Company.

**34. AUDITORS:**

**a) Statutory Auditors:**

M/s Anant Rao & Malik, Chartered Accountants, (Firm Reg. No. 006266S, M. No. 022644), Hyderabad were appointed as Statutory Auditors of the Company at the 29th Annual General Meeting of the Company, to hold office till the conclusion of the 33rd Annual General Meeting to be held in the calendar year 2025 for issuing the Audit report on the financial position of the Company. The Statutory Auditors of the Company had issued their Report for the financial year ended 31st March, 2022 which is with unmodified opinion (unqualified).

There is no adverse remark(s)/ qualification(s)/ reservation(s) of the Statutory Auditors in their report for the financial year ended 31st March, 2022. Hence, no explanation or comments from the Board under Section 134(3)(f) of the Companies Act, 2013 is required.

**b) Secretarial Auditor:**

In terms of Section 204 of the Companies Act, 2013 and rules made there under, CS. Ajay Suman Shrivastava, Practicing Company Secretary, Hyderabad (ICSI Membership No. 3489; CP No.: 3479) has been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed as “**Annexure I**” to this report.

The Annual Secretarial Compliance report as per Regulation 24A of SEBI (LODR) Regulation, 2015 as amended, is enclosed as “**Annexure II**” to this report.

**c) Internal Auditors:**

The Company has appointed M/s Krishna and Suresh, Chartered Accountant, Hyderabad (Firm Registration No- 001461S) as its Internal Auditors. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas.

**35. SECRETARIAL STANDARDS:**

The Company has in place proper systems to ensure compliance with the provisions of the applicable Secretarial Standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

**36. ANNUAL RETURN:**

The Annual Return of the Company as on 31st March, 2022 in Form MGT - 7 in accordance with Section 92(3) of the Act read with the Companies (Management and Administration) Rules, 2014, is available on the Company's website [www.narbadajewellery.com](http://www.narbadajewellery.com).

**37. COST RECORDS.**

Your Company is not required to maintain cost records as specified under Section 148 of the Act.

**38. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The Management Discussion and Analysis Report covering the matters listed in Clause 34(2)(e) of the SEBI (LODR), 2015, for the year under review is given as separate and forms the part of Annual Report.

**39. LISTING:**

The shares of your Company are listed at Bombay Stock Exchange (BSE Ltd.). The Company has duly complied with all the requirements of concerned Stock Exchange in accordance with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

**40. SIGNIFICANT CHANGES OCCURRED DURING THE CURRENT YEAR:**

There are no material/significant changes occurred between the end of the financial year 2021-22 and the date of this report which may impact the financial position of the Company.

**41. ACKNOWLEDGEMENT:**

The Board of Directors place on record sincere gratitude and appreciation for all the employees at all levels for their hard work, team spirit, cooperation and dedication during the year. Your Directors place on record their sincere thanks to bankers, suppliers, business associates, consultants, and various Government Authorities for their continued support extended to your Company's activities during the year under review.

Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on the Company.

For and on behalf of Board of Directors

Sd/-

**(Sanjay Kumar Sanghi)**

Managing Director

DIN: 00629693

Sd/-

**(Ritesh Kumar Sanghi)**

Director

DIN: 00628033

Date: 18.08.2022

Place: Hyderabad

### **ANNEXURE INDEX**

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I	Secretarial Audit Report- Form MR-3
II	Annual Secretarial Compliance report
III	Particulars of Contract with related parties- Form AOC-2
IV	Certificate of Non-Disqualification of Directors
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