

*Seventeenth Annual Report
of*

*Lypsa Gems &
Jewellery Limited.*

for the year

2011-2012



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Board of Directors

Mr. Dipankumar Babulal Patwa	Chairman
Mr. Manish Jaysukhlal Janani	Managing Director
Mr. Jeeyan Dipankumar Patwa	Executive Director
Mr. Ravindra Chandulal Sanghavi	Independent and Non Executive Director
Mr. Ajit Mangaldas Shah	Independent and Non Executive Director
Mr. Bhavesh Shashikant Sheth	Independent and Non Executive Director
Mr. Pankajkumar Vrajlal Shah	Independent and Non Executive Director
Mrs. Neelam Maheshwari	Company Secretary

Auditors

M/s Doshi Maru & Associates, Chartered Accountants, Mumbai.

Registered Office

306, Mahavir Chambers, Taratia Hanuman Gally, MahidharPura, Surat, Gujarat-395 003.

Corporate office

32 Kala Bhavan, 3 Mathew Road, Opera House, Mumbai 400 004.

Bankers

Oriental Bank of Commerce.
Indusind Bank Ltd.

Communication

Email Id : info@lypsa.in
Website : www.lypsa.in

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NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Members of LYPSA GEMS & JEWELLERY LTD will be held at 306, Mahavir Chambers, Taratia Hanuman Gally, Hathfaliyu, Mahidhar Pura, Surat – 395003, Gujarat on 29th September, 2012 at 11.30 A.M. to transact the following business:-

ORDINARY BUSINESS:

1. To receive and adopt the audited balance sheet as at 31st March 2012 and profit & loss account of the company for the year ended 31st March 2012 and the Report of the Directors' and Auditors.
2. To declare Dividend For the year ended 31st March 2012.
3. To appoint Director in place of Mr. Jeeyan Dipankumar Patwa who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Director in place of Mr. Ravindra Chandulal Sanghavi who retires by rotation and being eligible offers himself for reappointment.
5. To Appoint Auditors, M/s. Doshi Maru & Associates, Mumbai, to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the company and to authorized the Board of Director to fix their remuneration.

SPECIAL BUSINESS:

6. To consider and if thought fit to pass with or without modifications the following resolution as ordinary resolution:

Shifting of Registered office of the Company from Surat to Navsari.

“RESOLVED THAT the registered office of the Company be shifted from 306, Mahavir Chambers, Taratia Hanuman Galli, Mahidharpura, Surat To 2nd Floor, Diamond Park Building, Opp. Ambika Nagar Society, Dargah Road, Navsari – 396445 effective from dated 29/09/2012”

“RESOLVED FURTHER THAT, Mr. Manish Jaysukhlal Janani, Managing Director of the Company be and is hereby authorized to file the necessary return with the Registrar of Companies, form no 18 pursuant to provisions of Section 146(2) of the Companies, 1956.”

“RESOLVED FURTHER THAT that change in the place of registered office be made in the name plates or board affixed at the registered office as also in the letter heads, official publications, documents etc. pursuant to the provisions contained in Section 147 of the Companies Act, 1956.”

7. To consider and if thought fit to pass with or without modifications the following resolution as ordinary resolution:

Approval of Managerial Remuneration Given To Director:

“RESOLVED THAT in accordance with the provisions of Sections 192, 198, 309, Part II of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (“the Act”), the Company hereby approves increase in remuneration of Mr. Jeeyan Patwa as Director of the Company as set out in the explanatory statement and duly initialled by the Chairman for the purpose of identification is hereby specifically approved with liberty to the Board of Directors of the Company (“the Board”) to alter and vary the terms and conditions of the in such manner as may be agreed to between the Board and Mr. Jeeyan Patwa and in accordance with the applicable provisions of the Act and any amendment thereto or re-enactment thereof.”

“RESOLVED FURTHER THAT subject to the approval of shareholders of the company, if necessary, in the event of any absence or inadequacy of net profit in any financial year, the aforesaid remuneration shall be paid as minimum remuneration”

“RESOLVED FURTHER THAT Mr. Manish Janani, Managing Director of the company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to implement this resolution.”

8. To consider and if thought fit to pass with or without modifications the following resolution as ordinary resolution:

Approval for increase in NRI holding ceiling limit from 5% to 24% of the paid up capital

“RESOLVED THAT pursuant to RBI Master Circular No. 15/2011-12 dated July 1, 2011 for foreign investment in India and Circular No. 5 (19) /2011 – FC- I dated 30th September, 2011 under consolidated Foreign Direct Investment Scheme Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India

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as updated from time to time and subject to the approval of the appropriate regulatory bodies, consent of the members of the company be and is hereby granted for allowing holding limits of NRI from the existing permissible ceiling limit of 5% to 24% of the total paid-up capital of the company”

“RESOLVED FURTHER THAT Mr. Manish Janani, Director and Compliance officer of the Company, be and is hereby authorised to take necessary steps for the implementation of the aforesaid resolution”

For Lypsa Gems & Jewellery Limited.

Date: 31/07/2012

Place: Surat

S/d	S/d	S/d
(Dipan Patwa)	(Manish Janani)	(Jeeyan Patwa)
Chairman	Managing Director	Executive Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
Proxies, in order to be effective, must be lodged at the registered office of the Company not later than 48 hours before the meeting.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday 19th September, 2012 to Saturday, 28th September, 2012 (both days inclusive).
3. The Company has appointed M/s. Purva Shareregistry (India) Pvt. Ltd., Mumbai, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, Demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and Address to M/s. Purva Shareregistry (India) Pvt. Ltd., Mumbai, Unit: Lypsa Gems and Jewellery Limited.
4. The Register of Directors' shareholding, maintained under section 307 of the Companies act, 1956, will be available for inspection by the members at the AGM.
5. The Register of Contracts, maintained under section 301 of the companies Act, 1956, will be available by the members at the registered office of the Company.
6. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.
7. Members are requested to bring their copies of the Annual Report to the Meeting.
8. The Company is concerned about the environment and utilizes natural resources in sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, has by its circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, permitted companies to send official documents to their shareholders electronically as part of "GREEN INITIATIVES" in corporate governance.

Members are requested to update their Email ID with their respective depository participant and with the Company's Registrar and Transfer Agents (RTA) to enable dispatch the communications in electronic form from time to time as your Company have taken a "Green Initiative" as per the directions of Ministry of Corporate Affairs, New Delhi allowing paperless compliances for Companies.

9. Members holding shares in physical form are requested to notify to the company's Registrar and share Transfer Agent, M/s. Purva Sharegistry (India) Pvt. Ltd., Mumbai quoting their folio, any change in their registered address with pin code and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant.
10. Corporate Members intending to send their authorized representatives under Section 187 of the Companies Act, 1956, are requested to send a duly certified copy of the board Resolution authorizing their representatives to attend and vote at the Meeting.
11. In case of joint holding, the joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.

For Lypsa Gems & Jewellery Limited.

Date: 31/07/2012

Place: Surat

S/d	S/d	S/d
(Dipan Patwa)	(Manish Janani)	(Jeeyan Patwa)
Chairman	Managing Director	Executive Director

Annexure to Notice

Notes on directors seeking appointment/re-appointment as required under Clause 49 of the Listing Agreement entered into with Stock Exchanges :

ITEM NO. 3

Name	:	Mr. Jeeyan Dipankumar Patwa
Date of birth	:	14/08/1989
Qualification	:	BSC Management MSC International Management, LSE.
Expertise	:	Planning & Management
Director of the Company since	:	23/06/2009
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	Nil

ITEM NO. 4

Name	:	Mr. Ravindra Chandulal Sanghavi
Date of birth	:	03/07/1960
Qualification	:	B.Com
Expertise	:	Manufacturing
Director of the Company since	:	23/06/2009
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	Nil

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ITEM NO. 7

The Board of Directors appointed Mr. Jeeyan Patwa as Director of the Company as on 23rd June, 2009.

The material terms and conditions of the appointment between the Company and Mr. Jeeyan Patwa are as follows:

(A) General Information:

1. Nature of Industry: Other Apparels & Accessories
2. Financial performance :

	As on 31/03/2012	As on 31/03/2011
	(Rs. In Lacs)	(Rs. In Lacs)
Total Income :	26,824.77	35,765.57
Net Profit After Tax :	209.88	194.72
Earning Per Share :	2.11	2.77
3. Export performance and net foreign exchange collaborations:
Not Applicable
4. Foreign investments of collaborations, if any:
Not Applicable

(B) Information about the appointee:

1. Background details:

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

2. Past remuneration:

- | | As on 31/03/2011 | As on 31/03/2010 |
|------------------|-------------------------|-------------------------|
| | (In Rs.) | (In Rs.) |
| Mr. Jeeyan Patwa | Nil | Nil |
3. Job profile and his suitability:
Mr. Jeeyan Patwa is Director of the Company having experience of 4 years in the field of Gems and Jewellery industry.
 4. Remuneration proposed: Maximum Rs. 50,000/- per month.
 5. Pecuniary Relationship with the Company: Nil

(C) Other information:

1. Reasons of loss or inadequate profits:
 - (i) Increasing prices of rough gemstones.