



Narbada
Gems & Jewellery Limited



GREEN INITIATIVE IN CORPORATE GOVERNANCE

Dear shareholders,

The Ministry of Corporate Affairs ("MCA") vide its circulars dated 21.04.2011 and 29.04.2011 has taken a "Green Initiative in Corporate Governance" thereby allowing companies to serve electronic documents to its shareholders.

Environment conservation and sustainable development are continuously on your Company's radar and therefore your Company supports MCA in this initiative. Accordingly, henceforth, we propose to send documents such as notices of general meeting(s), annual reports and other communications to the shareholders through e-mail. Please note that all such documents shall be kept open for inspection at the registered office of the Company during the office hours.

We solicit your valuable cooperation and support in our endeavor to contribute our bit to the environment. You are requested to please fill the details in the format provided below. Please note that the fields marked "*" are mandatory to fill.

Registered Folio or DP Id - Client ID *

Full Name *

Email ID *

Contact no. :

Declaration: (Select whichever is applicable) *

I agree to receive the communication through e-mail

I agree to receive the communication through physical mode

In case there is any change in your e-mail ID or any other details, please e-mail us the details at comsec@narbadajewellery.com or contact us. In case of shares held in electronic form, you are requested to inform your DP as well.

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BOARD OF DIRECTORS

Shri Hanumanth Rai Sanghi	- Chairman Emeritus
Shri Sanjay Kumar Sanghi	- Managing Director
Shri Ritesh Kumar Sanghi	- Director
Shri Vinod Agarwal	- Director
Shri Ram Prasad Vempati	- Director
Shri Siddharth Goel	- Director
Smt. Bhavna Sanghi	- Additional Director
Shri Sanjay Kumar Sanghi	- Compliance Officer

REGISTERED OFFICE

"Sadana Building, 1st Floor,
3-6-290/18, Hyderguda
Hyderabad-500029

AUDITORS

M/s Venugopal & Chenoy
Chartered Accountants
Tilak Road, Hyderabad

BANKERS

State Bank of India
Commercial Branch
Koti, Hyderabad

DEPOSITORY REGISTRAR & SHARE TRANSFER AGENTS

M/s CIL SECURITIES LIMITED
208, Raghav Ratna Towers
Chirag Ali Lane, Abids
Hyderabad-500001
Phone: 23202465 Fax 040-23203028
E-mail: cilsec@rediffmail.com

Narbada Gems & Jewellery Limited

NOTICE

Notice is hereby given that 22nd Annual General Meeting of Members of M/s NARBADA GEMS & JEWELLERY LIMITED will be held on Saturday, the 23rd September, 2014, at 3.30 P. M. at Rajasthani Graduates Association, "Snatak Bhavan", 5-4-790/1, 1st Floor, Abids, Hyderabad, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, and Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Ritesh Kumar Sanghi who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Shri Vinod Agarwal who retires by rotation and being eligible offers himself for reappointment.
4. To appoint the Auditors and fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT Smt. Bhavna Sanghi, who has been appointed as Additional Director on the Board of the Company and who holds office upto the date of this Annual General Meeting pursuant to Section 161(1) and proviso under Section 149(1) of the Companies Act, 2013 and in respect of whom Company has, under Section 160, received notice in writing proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation as the Minority Women Director for a consecutive period of Three years."

"RESOLVED FURTHER THAT The Board of Director of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed expedient to give effect to the above resolution."

6. To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the Section 188(1)(a), and other applicable provisions, if any of the Companies Act, 2013, the approval of the members be and is hereby accorded to enter into transaction with M/s Sanghi Jewellers Private Limited, for a period from 01.10.2014 to 30.09.2015, for supply of various manufactured products and rendering job work and allied services for a total value of Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) during the proposed period between the Company and M/s Sanghi Jewellers Private Limited as under:

S. No.	Name of the Contracting Party	Period of Contract	Total Value of Contract (Rs.)
1.	Sanghi Jewellers Private limited	01.10.2014 - 30.09.2015	25,00,00,000/-

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to enter into contract for and on behalf of the Company with M/s Sanghi Jewellers Private Limited for purchase of various manufactured products and job work services and to make necessary entries in the Register of Contracts maintained under Section 189 of the Companies Act, 2013 and to do all such acts, deeds and things as may be necessary in this regard to give effect to the above resolution."

7. To consider and if thought fit to pass with or without modification(s), the following resolution as ordinary resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time and Articles of Association of the Company, Shri Ram Prasad Vempati (DIN: 01903161), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 23.09.2014."

8. To consider and if thought fit to pass with or without modification(s), the following resolution as ordinary resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time and Articles of Association of the Company, Shri Vinod Agarwal (DIN: 00914894), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 23.09.2014."

9. To consider and if thought fit to pass with or without modification(s), the following resolution as ordinary resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time and Articles of Association of the Company, Shri Siddharth Goel (DIN: 03022978), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 23.09.2014."

By order of Board

Date: 25.08.2014

**Place: 3-6-290/18, First Floor,
Sadana Building, Hyderguda,
Hyderabad – 500 029**

**SANJAY KUMAR SANGHI
MANAGING DIRECTOR**

DIN: 00629693

**Address: 8-2-686/DR/7, Road No. 12,
Banjara Hills, Hyderabad, 500034,**

NOTES:-

1. Any Member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 17th September, 2014 to 23rd September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
3. All correspondence and share transfer documents must be addressed to the Share Transfer Agents.
4. Member who hold shares in dematerialized form are requested to bring their clients Id and DPID number for easy identification of their attendance at the meeting.
5. Members holding the shares in physical and electronic form are required to inform immediately the changes, if any, in their address of Share Transfer Agents.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
7. Instructions for e-voting facility being provided through CDSL are given elsewhere in the Notice.

8. Voting through electronic means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means, as an alternative to vote physically at the Annual General Meeting (AGM), and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes cast physically at the meeting shall be treated as invalid.

9. Shri Ajay S. Shrivastava, Practicing Company Secretary has been appointed as "Scrutinizer" for the Special business mentioned to be conducted by e-voting.
10. The Results of the e-voting will be declared by the Directors on Tuesday the 23rd September, 2014 at 3.30 PM. at Rajasthani Graduates Association, "Snatak Bhavan", 5-4-790/1, 1st Floor, Abids, Hyderabad.
11. The Explanatory Statement under Section 102(1) of the Companies Act, 2013 in respect of Item No. 5, 6, 7, 8 and 9 is annexed herewith.

12. The details pertaining to Directors liable to retire by rotation and directors proposed to be appointed/ reappointed as required to be provided pursuant to the Listing Agreement with the Stock Exchanges are as follows:

Shri Ritesh Kumar Sanghi, aged about 42 years, has rich and varied experience in the field of production processes in which the Company is engaged, as well as in strategy formulation, management. He has an experience of more than 22 years in the field of jewellery industry.

His directorships held in other public companies as on 31.03.2014 are:

1. Uday Jewellery Industries Limited
2. Trisa Retail Limited

Shri Vinod Agarwal, aged about 60 years has rich and diverse experience in the areas of Strategic Management. He is also a Member of the AP Chamber of Commerce.

His directorships held in other public companies as on 31.03.2014 are:

1. Kaveri Projects Limited

Smt. Bhavna Sanghi, aged about 41 years has a varied experience in the field of jewellery designing and expert knowledge in gemology.

Her directorships held in other public companies as on 31.03.2014 are:

1. Trisa Retail Limited

Shri Ram Prasad Vempati, aged about 57 years has rich and diverse experience in the field of Accountancy, Finance and Business Administration. He has an experience of more than 20 years in the field of Finance and Accounting.

His directorships held in other public companies as on 31.03.2014 are:

1. Uday Jewellery Industries Limited
2. R.V.K. Enterprises and Exports Limited
3. Vempati Enterprises Private Limited

Shri Siddharth Goel, aged about 29 years has a rich and varied experience in Business Administration and Strategic Management.

His directorships held in other public companies as on 31.03.2014 are:

1. Uday Jewellery Industries Limited

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 5:

The Board of Directors of the Company had appointed Smt. Bhavna Sanghi as an Additional Director on the Board of the Company at its Meeting held on 14.05.2014. Her term of Office expires on the date of the ensuing Annual General Meeting. A notice, under Section 160 of the Companies Act, 2013, has been received from a Member of the Company proposing her candidature to be appointed as a Director of the Company. Hence, the resolution is being placed before the Members for its approval.

The Board recommends for the approval of the resolution.

None of the Directors of the Company are in any way concerned or interested in the proposed resolution.

Item No. 6:

The Members are informed that with intent to continue to support the growth and stability of the business of the Company, the promoters wish to enter into various contracts for purchase of products and to provide Job work services with the company's Associate concerns which belong to the promoter group. In this effort, M/s Sanghi Jewellers Private Limited, an associate concern of the Company wherein the two Promoter Directors of Narbada Gems and Jewellery Limited namely Shri Sanjay Kumar Sanghi and Shri Ritesh Kumar Sanghi are also the Promoter directors of M/s Sanghi Jewellers Private Limited, which has been assisting the Company for the past four years in its business growth. In the light of the successful mutual business relationship, they have proposed to assist in the growth of the Company.

The Promoter group directors Shri Sanjay Kumar Sanghi and Shri Ritesh Kumar Sanghi are the interested persons in these contracting entity namely Sanghi Jewellers Private Limited and therefore the Company is required to seek approval of the members of the Company pursuant to Section 188(1)(a) of the Companies Act, 2013 for entering into such contracts.

The Board recommends for the approval of the resolution.

None of the Directors of the Company other than Shri Sanjay Kumar Sanghi and Shri Ritesh Kumar Sanghi, being interested Directors, and Smt. Bhavna Sanghi - relative of Promoter, is in any way concerned or interested in the proposed resolution.

Item No. 7, 8 and 9:

In compliance with the requirements of Clause 49 of the Listing Agreement, the Company appointed Shri Ram Prasad Vempati, Shri Vinod Agarwal and Shri Siddharth Goel as the Independent Directors of the Company.

Section 149 of the Companies Act, 2013 (which came in to effect from 01.04.2014) provides that, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. Also, Section 149(10) of the Act provides that an independent director shall hold office for a term up to five consecutive years on the Board of a Company. Therefore, in accordance with the said provisions, the Board of Directors of the Company has recommended the appointment of these directors as Independent Directors for a period of 5 years effective from the date of this Annual General Meeting.

The Company has received a declaration from Shri Ram Prasad Vempati, Shri Vinod Agarwal and Shri Siddharth Goel, that they meet the criteria of independence as provided under section 149(6) of the Act.

A brief profile of the aforementioned Independent Directors is given elsewhere in the Notice.

The Board recommends for the approval of the resolution.

VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members with the facility to exercise their right to vote by electronic means, as an alternative to vote physically at the Annual General meeting (AGM) and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their votes exercising both the options i.e. physically and e-voting, then votes cast through e-voting shall be only taken into consideration and treated as Valid whereas votes cast physically at the meeting shall be treated invalid. The cut-off date to ascertain the Members for the purpose is 2nd September, 2014.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.