

## **MALOO GEMS & JEWELLERY LIMITED**

### **Report on Corporate Governance** (Pursuant to Clause 49 of the Listing Agreement)

#### **A. Mandatory Requirements**

The Board of Directors of the Company gives due support to the principles behind the good Corporate Governance. Given below is a report on Corporate Governance:

#### **1. Company's philosophy on code of Corporate Governance**

Corporate Governance is an integral part of value, ethics and best business practices followed by the Company. The core values of the Company are commitment to excellence and customer satisfaction, maximizing long-term value for stakeholders, socially valued enterprise and caring for people and environment.

Statutorily, Corporate Governance involves transparency, full disclosure, independent monitoring the state of affairs and being fair to all shareholders. The company's philosophy of corporate governance is not only to meet statutory requirements but also to go beyond that and to attain a high level of transparency and accountancy in the functioning of the Company and the conduct of the business both internal and external. This is done with the sole view to enhance share holder's value.

#### **2. Board of Direct**

##### **2.1 Composition of the Board:**

The Board of Directors of the Company comprised 4 Non Executive Independent Directors. The Directors also comprised four independent directors. The Chairman is a Executive Director.

<b>Name of Director</b>	<b>Category of Director</b>
Mr. Manish Jaysukhlal Janani	Chairman & Managing Director
Mr. Dipankumar Babulal Patwa	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

\* Appointed as Additional Director w.e.f. 15/02/2011

## 2.2 Responsibilities of the Board

The responsibility such as policy formulation, performance review and analysis and control, direction and management of the affairs of the company is vested in the Board of Directors presided over by the Chairman and Managing Director. The Board has delegated some of its powers to the executives of the company. The Board reviews from time to time such delegated powers and their utilization for effective functioning of the Company.

## 2.3 Meeting and Attendance Record of Directors

The meetings of the Board of Directors are held at periodical intervals and are generally at the registered office of the Company. The meeting dates are decided well in advance and the agenda and notes on agenda are circulated in advance to the directors. All material information is incorporated in the notes on agenda for facilitating meaningful and focused discussion at the meeting. Where it is not perusable to attach supporting or relevant documents to the agendas, the same is tabled before the meeting. In case of business exigencies or urgency of matters, resolutions are passed by circulation. Senior Management persons are often invited to attend the Board Meetings and provide clarifications as and when required.

During the year under review, the Board met 13 times on the following dates:

26/04/2010	25/05/2010	20/06/2010	02/07/2010
27/07/2010	30/07/2010	16/08/2010	30/08/2010
21/09/2010	11/10/2010	26/10/2010	25/01/2011
15/02/2011			

c. Attendance of Directors at Meetings of Board of Directors and last AGM:

Name of Director	Category of Directorship	No. of Meetings	Attendance at the last AGM
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		Attended	held on 30.09.2010
Mr. Manish Jaysukhlal Janani	Chairman & Managing Director	13	YES
Mr. Dipankumar Babulal Patwa	Managing Director	13	YES
Mr. Jeeyan Dipankumar Patwa	Executive director	7	YES
Mr. Ravindra Chandulal Sanghavi	Independent and Non Executive Director	13	YES
Mr. Ajit Mangaldas Shah	Independent and Non Executive Director	13	YES
Mr. Bhavesh Shashikant Sheth*	Independent and Non-Executive Director	1	NO
Mr. Pankajkumar Vrajlal Shah*	Independent and Non-Executive Director	1	NO

\* Appointed as Additional Director w.e.f. 15/02/2011

#### **2.4 Details of Directors seeking re-appointment at the ensuing Annual General Meeting**

As per the provisions of the Companies Act, 1956, two third of the directors of a company should be retiring directors, of which one third of such directors are required to retire every year and if eligible, they qualify for re-appointment.

Mr. Ajit Mangaldas Shah, Director of the Company who retire by rotation at the ensuing Annual General Meeting and offer themselves for re-appointment.

#### **Profile of Mr. Ajit Mangaldas Shah, Director being appointed u/s 255 and 256 of the Companies Act, 1956**

Name	Mr. Ajit Mangaldas Shah
Date of Birth	15/04/1961
Date of Appointment	26/06/2009
No. of shares held in the company	0
No. of warrants held in the company	

Directorship in other company	No
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## 2.5 Details of Directors who are as Chairman and Directors in other Public Companies

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 (C) (ii) across all the Companies in which he is a director. The necessary disclosures regarding Directorship and Committee position have been made by the Company.

Directors who are on the Board of the Company as on 31<sup>st</sup> March, 2011 and the same is reproduced herein below:

Sr. No.	Name of Director	No of Directorship in other Public Companies	No. of Committees positions held as Chairman on other public Companies	No. of Committees positions held as member in other public Company
1.	Mr. Manish Jaysukhlal Janani	--	--	--
2.	Mr. Dipankumar Babulal Patwa	--	--	--
3.	Mr. Jeeyan Dipankumar Patwa	--	--	--
4.	Mr. Ravindra Chandulal Sanghavi	--	--	--
5.	Mr. Ajit Mangaldas Shah	--	--	--
6.	Mr. Bhavesh Shashikant Sheth	--	--	--
7.	Mr. Pankajkumar Vrajlal Shah	--	--	--

## 3. COMMITTEE OF BOARD:

The Company had Three Board Committees. These are

1. Audit Committee
2. Remuneration Committee
3. Share Transfer & Shareholders/Investor Grievance Committee

Moving with various committees formed and reported in the previous Annual Report and in line with the requirements of SEBI and Stock Exchanges, the Board has formally constituted the following committees of Directors.

### **3.1 Audit Committee:**

The Audit committee constituted by the Board of directors as per the provisions of Clause 49 of the listing Agreements as well as in Section 292A of the Companies Act, 1956, comprises of Two members viz. Mr. Ravindra Sanghvi and Ajit Mangaldas Shah who are well versed with finance, accounts, management and corporate affairs. Two members constitute the quorum of the said Audit Committee Meeting. Mr. Ajit Mangaldas Shah is the Chairman of the committee.

The Audit Committee of the Board of Directors of the Company, Inter-alias, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

The audit committee while reviewing the Annual Financial Accounts ensures compliance of the Accounting Standard (AS) issued by the Institute of Chartered Accountants of India.

### **TERMS OF REFERENCE:**

The scope of activities of the Audit Committees includes the following:

- A. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- B. Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment of any other Consultancy services provided by the statutory auditor.
- C. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
  - Any changes in accounting policies and practices.
  - Major accounting entries abased on exercise of judgment by management.
  - Qualifications in draft audit report.
  - Significant adjustments arising out of audit.
  - The going concern assumption
  - Compliance with accounting standards
  - Compliance with stock exchange and legal requirements concerning financial statements
  - Any related party transactions i.e transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of company at large.
- D. Reviewing with the management, external and internal auditors, the adequacy of internal control systems.

- E. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department. Reporting structure, coverage and frequency of internal audit.
- F. Discussion with internal auditors any significant findings and follow up there on.
- G. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control system of a material nature and reporting the matter to the board.
- H. Discussions with external auditors before the audit commences, the nature and scope of audit, as well as conduct post audit discussions to ascertain any area of concern.
- I. Reviewing the company's financial and risk management policies.
- J. To look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non payment of declared dividend) and creditors.

Executive summary of the Audit Committee Meetings are placed before the immediate next Board Meetings held after the Audit Committee for deliberations and the full minutes of the same are placed before the following

Board Meeting for record. The Board of Directors, regularly apprised on the recommendations for the Audit Committee, further, at the beginning of the financial year, the Committee discuss the plan for the internal audit and statutory audit.

Dates of the Audit Committee Meetings are fixed in advance and agenda is circulated to the Directors at least seven days before the meeting.

As required under Clause 49(III)(E) of the Listing Agreement, the Audit Committee had reviewed the following information:

- Management Discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions submitted by management
- Management letters/letters of internal controls, weaknesses issued by the Statutory Auditors.
- Internal Auditors Reports relating to internal control weaknesses.

- Appointment, removal and terms of remuneration of the internal auditors.

During the year under review, the 4 Audit Committee were held during Financial Year 2010-11. The dates on which the said meetings were held as follows:

26/04/2010	27/07/2010	26/10/2010	25/01/2011
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The necessary quorum was present at the meetings.

### 3.2 Remuneration Committee

The remuneration committee of the Company comprises of Mr. Manish Janani, Mr. Ravindra Sanghvi and Ajit Mangaldas Shah.

The Remuneration Committee reviewing the overall compensation policy, service agreements and other employments and other employment conditions of Managing / Whole time Directors and Managing Director etc.

There was 3 meeting of Remuneration Committee held during the Financial Year 2010-11

08/04/2010	17/08/2010	06/01/2011
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### 3.3 Share Transfer & Shareholders'/Investor Grievance Committee:

The Share Transfer & Shareholders'/Investor Grievance committee comprises as under:

Sr. No.	Name	Position
1	Mr. Manish Janani	Chairman
2	Mr. Ravindra Sanghvi	Member
3	Mr. Ajit Shah	Member

The committee is responsible for approving and monitoring transfers, transmission, splitting and consolidation of shares issued by the Company. In addition to that, the committee also monitors redressal of complaints from shareholders relating to transfer of shares, non-receipt of balance sheet etc., No sitting fees is paid to the committee members.

The status of shareholders' complaints received so far/number not solved to the satisfaction of shareholders/number of pending share transfer transactions (as on 31<sup>st</sup> March, 2011 is given below):

**Complaints Status: 01.04.2010 to 31.03.2011**

- Number of complaints received so far : NIL
- Number of complaints solved : NIL
- Number of pending complaints : NIL

**Compliance Officer:**

Mr. Manish Janani is Compliance Officer for the purpose of complying with various provisions of Securities and Exchange Board of India (SEBI), Listing Agreement with Stock Exchanges, Registrar of Companies and for monitoring the share transfer process etc.

**4. GENERAL BODY MEETINGS:**

- (a) The location and time, where last three years Annual General Meetings are as follows :

Year	Venue	Date	Time
2007-08	B 1, Harikrupa Apartment, Nr Naranpura Railway Crossing, Ahmedabad-380013	30/09/2008	11:30 A.M.
2008-09	B 1 Harikrupa Aprt, Nr. Naranpura Railway Cross, Exchange C G Road, Naranpura, Gujarat India – 380013	30/09/2009	12:30 P.M.
2009-10	306, Mahavir Chambers, Taratia Hanuman Gally, Mahidhar Pura, Surat Gujrat-395 003	30/09/2010	11:30 A.M.

- (b) All the resolutions including special resolutions set out in the respective notices were passed by the shareholders. The following special resolutions were passed in



previous three Annual General Meeting for the following three consecutive financial years:

#### **2010**

Following Special Resolutions had been passed in the Annual General Meeting:

- (1) Change in terms of Appointment of Mr. Manish Janani as Managing Director of the Company
- (2) Appointment of Mr. Dipankumar Babulal Patwa as Managing Director of the Company
- (3) Issue of equity shares on preferential basis

#### **2009**

Following Special Resolutions had been passed in the Annual General Meeting:

- (1) Shifting of Registered Office from B 1, Harikrupa Aprt., Nr. Naranpura Railway Cross Exchange, C G Road, Navrangpura- 380013, Gujarat to 306, Mahavir Chambers, Taratia Hanuman Gally, Mahidhar Pura, Surat 395 003 with effect from 30/09/2009
- (2) Appointment of Mr. Manish Janani as Managing Director of the Company.

#### **2008**

Following Special Resolutions had been passed in the Annual General Meeting:

- (1) Regularize Mr. Manish Muchhala as director of the company.

#### **EXTRA ORDINARY GENERAL MEETING DURING THE YEAR 2010-2011**

No Extra Ordinary General Meeting held during the financial year under review.

#### **NO POSTAL BALLOT RESOLUTION PASSED DURING THE YEAR 2010-11**

No resolution passed through postal ballot during the year 2010-11.

#### **5. DISCLOSURES:**

There were no significant or material related party transactions that have taken place during the year which have any potential conflict with the interest of the company at large. The detailed related party information and transactions have been provided in Note 1(xi) of Schedule P of Notes to Accounts.

#### **CEO/CFO CERTIFICATION:**

(Under Clause 49(V) of Listing Agreement)

I Certify that --

a. I have reviewed the financial statements and the cash flow statement for the year 2010-11 and that to the best of our knowledge and belief:

- These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- These statements together present true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2010-11 which are fraudulent, illegal or violative of the Company's code of conduct;

c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the Auditors and the Audit Committee -

- Significant changes in internal control over the financial reporting during the year 2010-11;
- Significant changes in accounting policies during the year 2010-11 and that the same have been disclosed in the notes to the financial statements; and
- Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

## **6. MEANS OF COMMUNICATION:**

The presentation as to the Company's performance etc., are made to the Institutional Investors/Financial Analysts as and when felt expedient.

The Management Discussions and Analysis Report forms part of the Directors Report and is given separately.

## **7. GENERAL SHAREHOLDERS' INFORMATION:**

- a. 16<sup>th</sup> Annual General Meeting: Date, Time and venue: 30<sup>th</sup> September, 2011 at 11.30 a.m. at the Registered Office of the Company.
- b. Financial Year: 1<sup>st</sup> April 2010 to 31<sup>st</sup> March 2011.
- c. Financial Calendar:
  - i. 1<sup>st</sup> quarterly results – last week of June, 2010.
  - ii. 2<sup>nd</sup> quarter results – last week of September, 2010.
  - iii. 3<sup>rd</sup> quarter results – last week of December, 2010.
  - iv. 4<sup>th</sup> quarter results – last week of March, 2011.
- d. Date of Book Closure: Monday, 29<sup>th</sup> August, 2011 to Monday, 05<sup>th</sup> September, 2011.
- e. Dividend Payment Date: 30/09/2011
- f. Listing of Equity Shares on Stock Exchanges: The Ahmedabad Stock Exchange Limited Annual listing fees for the financial Year upto 31-03-2011 has been paid.
- g. Stock Code: ASE 34628
- h. Demat ISIN number: **INE142K01011**
- i. Share Transfer System: All the transfers are received and processed by share Transfer agents and are approved by share transfer committee. Share Transfer requests received in physical form are registered within 30 days and demat requests are confirmed within 21 days.
- j. Distribution of Shareholding as on 31.03.2011.

Share Holding of Nominal Value		Share Holders		Share Amount	
Rs.	Rs.	No.	% to total	In Rs.	% to total
upto	5000	1,949	92.94	4071000	5.80
5,001	10,000	35	1.67	350000	0.50
10,001	20,000	3	0.14	55000	0.08
20,001	30,000	0	0.00	0	0.00
30,001	40,000	5	0.24	200000	0.28
40,001	50,000	8	0.38	388000	0.55
50,001	1,00,000	2	0.10	198000	0.28
1,00,001	and above	95	4.53	64938000	92.50
<b>Total</b>		<b>2097</b>	<b>100.00</b>	<b>70200000</b>	<b>100.00</b>

k. Shareholding pattern as on 31.03.2011

Category	No of Shares held	% of Shareholding
a. Promoters and persons who may be deemed to be acting in concert including promoter/directors group Companies	2520000	35.90
b. Other bodies corporate	1798400	25.62
c. Indian public	2451600	34.92
d. HUF	250000	3.56
<b>TOTAL</b>	<b>7020000</b>	<b>100</b>

Dematerialization of shares: As on 31-03-11 Demated shares accounted for 48.72% (34,20,200 Equity Shares) of total equity.

Outstanding GDR / ADR / Warrants: Not Applicable

**Address for communication:**

1. M/s.Purva Sharegistry (India) Pvt. Ltd.  
No-9, Shiv Shakti Industrial Estate,  
Ground Floor, J. R. Boricha Marg,  
Opp. Kasturba Hospital, Lower Parel,  
Mumbai - 400 011  
Tele No. : 022-2301 6761 / 2301 8261 Fax No. : 022-2301 2517  
E-mail :busicomp@vsnl.com
2. Maloo Gems & Jewellery Limited  
306, Mahavir Chambers, Taratiya Hanuman Gally,  
Hatl~faliyuM, ahidhar Pura, Surat – 395003

**Declaration of compliance with the code of conduct**

In accordance with clause 49 of the Listing Agreement with the Stock Exchanges, Mr. Manish Janani, Chairman & Managing Director of the Company, hereby declare that the Board Members and senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended 2011.

**Date: 08/08/2011**

**Place: Surat**

**For Maloo Gems & Jewellery Limited**

Sd/-	Sd/-
(Manish Janani)	(Dipan Patwa)
Managing Director	Managing Director

## ANNEXURE “B” TO DIRECTORS’ REPORT

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

#### **Business Overview:**

We at Maloo Gems & Jewellery Limited dedicate excellence in our prime mission of manufacturing and trading of Quality Diamonds and now taking initiatives in the business with updated technology, keeping in mind the need of the industry and global competency.

We are committed towards maximum customer satisfaction and to cater their needs and to match their expectations for quality, reliability, safety, and technology and after-sale service. We move as a well-organized team with active involvement of persons at all levels for continual process improvements underlining the aspirations of the customers.

Our motto is to render quickest service to the customer at their call hence our concern for the customer and our customer to keep his wheel moving without any interruptions.

#### **Industry SWOT Analysis :**

##### **Strengths**

- Only vertical end to end business model in entire Diamond industry and fastest time to market for any new gem-find or new product.
- Low cost of operation at both retail as well as manufacturing side.
- Highly scalable business model without large Capex expenses.
- Good combination of technical as well as advisory personnel in the management.
- Good Industry experience & knowledge of Promoters.
- Independent and experienced Board of Directors.
- A large number of Gems and Jewellery institutions in India that provide regular supply of trained manpower.
- Diamond has three primary roles in industry: (A) it is used as a cutting tool (B) it is imbedded in another material and used as a tool or abrasive (C) it is turned to powder or paste for grinding and polishing.
- Diamond is used for machining a wide variety of plastics, glasses, and metals, shaping products such as the drums for copying machines, polygon mirrors in laser printers, and aluminum-alloy pistons in automobile engines.
- The Diamond industry in Surat is the largest user of laser machines in India. Also extensively use modern equipments like polishing machines, which are semi automatic and automatic and diamond planners, which are computerized.
- Diamonds from Surat are exported to a lot of countries all over the world. Exports are routed through exporters based in Mumbai.

### Weaknesses

- Low indigenous reserves of rough and diamonds.
- Organizational development processes are at relatively initial phase.
- Relatively large reliance on promoters for overall management.
- There are no institutes for training new workers.
- Diamond cannot be used for machining alloys of iron. Under intense machining conditions the diamond abrades very quickly against some materials, apparently because of a high-temperature reaction between iron and carbon.
- As the major raw material requirements need to be imported, companies normally stock huge quantities of inventory resulting high inventory carrying costs.
- Technology is less improved compared to China and other parts of diamond manufacturing countries.

### Opportunities

- 1/3 of the population of Surat is a part of the flourishing diamond industry. Population of Surat thrives on diamond and textile related job opportunities. Lot of people from all over India have found employment in the diamond industries.
- There are a total of 10000 diamond processing units in the city of Surat employing around 15 lacs people.
- New initiatives by the government of Gujarat aim at training diamond cutters in jewellery making thereby providing them with a wider scope in this industry.
- It is believed that almost 90 per cent of the small diamonds obtained in different mines in Africa and cut and polished in Surat.

### Threats

- Volatility in prices of rough gemstones.
- China posing threat to the Indian diamond industry.
- The diamond manufacturers and the artisans have thus advanced further in their field sustaining their profits even as they glitter in various stores in India.
- Diamond exporters are feeling the heat of the US meltdown. With the demand gone down not only in the international market, but in the domestic market as well, more orders are being cancelled every day.
- The diamond industry in Canada's Far North is vulnerable to smugglers looking to import "blood diamonds" or launder the proceeds of organized crime syndicates and terrorist organizations.

### OVERALL REVIEW OF COMPANY:

#### Product Portfolio:

Customer's satisfaction by delivering quality product has been the corner stone of our Company. The Company, therefore, believes in manufacturing of quality diamonds through manufacturing tie-ups. The production facilities of the Company are equipped with high precision machine tools and managed by a team of well qualified and experienced sorters and markers.

Research & Development has always been the focus and strength of the company. This effort has helped the industry by many innovative products and technologies.

The group has dedicated Design and R & D team which is engaged in developing quality diamonds to meet the need of markets and provide value added services to our customers.

### **OPPORTUNITIES AND THREATS:**

#### **An Initiative that Transformed the Industry:**

Maloo Gems & Jewellery Limited, is the leading company in diamond industry, developing enduring relationship with customers by providing quality product and service since 3 years.

#### **Our Clientele:**

With consistent quality product and services, we have achieved total customer satisfaction resulting in worldwide customer base. We have been able to achieve long standing association with our clients by offering them maximum benefits through our superior quality of services and products.

We have a wide network of brokers and commission agents, who are always there to assist our clients in meeting all of their requirements with utmost precision and within time. Our teams of technically sound sales persons ensure prompt delivery of goods and provide friendly assistance with round the clock services to our valued customers.

#### **Quality Assurance:**

Committed to deliver an up to date technology through continuous innovation and research

Equipped with required infrastructure and utility

Advance lab fully equipped for monitoring of test results and monitoring of produced machines in plant



Skilled expert of diamond industry with mechanical technocrats with advance software technology made, research easier and quicker

3-D modeling of design and components are prepared for design validation prior to match required standard of accuracy and strength

Customer has liberty to suggest their view / experience to make product more reliable and efficient.

### **CURRENT SCENARIO:**

#### **The Competitive Edge:**

Maloo Gems & Jewellery Limited stands tall in its arena owing to a number of factors. Few of these are:

- ❖ Strong Human Resource consisting of best talent from field of assortment, markers, cutters, Laser cutters, computer software-hardware, electronics and mechanical and management.
- ❖ Value for money products.
- ❖ Commitment for quality in products and operations
- ❖ A large base of satisfied customers across the globe
- ❖ Dedicated efforts towards technical excellence through continuous innovation
- ❖ Customer centric product development approach
- ❖ Well articulated market sensing mechanism
- ❖ Highly dynamic & well equipped Marketing & Service team
- ❖ Driven by the purpose of client business excellence

#### **Internal Control Systems and their adequacy:**

The Company is committed to maintaining an effective system of internal control for facilitating accurate, reliable and speedy compilation of financial information, safeguarding the assets and interests of the Company and ensuring compliance with all laws and regulations. The Company has an internal control department to monitor, review and update internal controls on an ongoing basis. The Company has put in place a well defined organization structure, authority levels and internal guidelines for conducting business transactions. The Company appointed independent internal auditors, who would monitor and review all transactions independently to get higher level of efficiency and would report directly to the Audit Committee, which consists of entirely independent directors, on quarterly basis. The Internal Auditors conducts audit all key business areas as per the pre-drawn audit plan. All significant audit observations and follow up actions are reported to the Audit Committee along Internal Audit reports and management's responses/replies. The minutes of Audit Committee

would be reviewed by the Board for its suggestions/recommendations to further improve the internal control systems. The Audit Committee periodically reviews audit plans, observations and recommendations of the internal auditors as well as external auditors with reference to significant risk areas and adequacy of internal controls.

**Human Resources / Industrial Relations:**

The Company believes that its people are a key differentiator, especially in knowledge driven, competitive and global business environment. Adapting work culture to suit the dynamic balancing of people requirements and employee needs is an ongoing process. Fundamental HR processes which enable higher performance orientation, speed, skill and competency development, talent management and human asset refreshable are corner stones for the success of any organization.

**Caution Statement:**

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate, intend, will, expect and other similar expressions are intended to identify such forward looking statements. The Company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Besides, the Company cannot guarantee that these assumptions and expectations are accurate or will be realized and actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements.

**For Maloo Gems & Jewellery Limited  
(Formerly Known As Maloo Polymers Limited)**

**Date: 08/08/2011**

**Place: Surat**

Sd/-	Sd/-
(Manish Janani)	(Dipan Patwa)
Managing Director	Managing Director

## AUDITORS' REPORT ON CORPORATE GOVERNANCE

To,  
The Members,  
MALOO GEMS & JEWELLERY LIMITED,  
306, Mahavir Chambers,  
Taratia Hanuman Gally,  
Mahidhar Pura,  
Surat Gujrat-395 003

We have examined the compliance of Corporate Governance by Maloo Gems & Jewellery Limited for the year ended on 31<sup>st</sup> March, 2011, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the corporate Governance. It is neither an audit nor an expression of to opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance(s) is/ are pending for a period exceeding for one month against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**M/s. Doshi Maru & Assocaites  
Chartered Accountants**

**Date: 08/08/2011  
Place: Mumbai**

**sd/-**

**Atul B Doshi  
(Proprietor)  
FRN. No. 112187W**