GITANJALI

GG/GGL/S/2017/250 September 28, 2017

To,

The Listing Department
BSE Limited
P.J. Towers, Dalal Street
Mumbai - 400 001

National Stock Exchange of India Limited
Exchange Plaza
Bandra – Kurla Complex
Bandra (East)
Mumbai - 400 051

Dear Sir,

Sub. : Disclosure of voting results of 31st Annual General Meeting (AGM) of members of the Company held on September 28, 2017

Ref.: 1. Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. BSE Scrip Code: 532715
3. NSE Scrip Symbol: GITANJALI

We wish to inform you that the Members of the Company have duly approved all the businesses proposed to be transacted in the notice convening the 31st Annual General Meeting held on Thursday, September 28, 2017 at Boundary Hall, First Floor, MCA Recreation Centre, RG -2, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.

The details of voting results in the format prescribed under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Scrutinizers report is enclosed herewith.

We request you to kindly take it on record.

Thanking You,

Yours faithfully,

For Gitanjali Gems Limited

GITANJALI GEMS LIMITED MUMBAI

(Pankhuri Warange)
Company Secretary

Details of Voting Results

Date of AGM	September 28, 2017
Total number of shareholders on record date	67299
Total number of shareholders present in the meeting either in person or through proxy :	
a. Promoters and Promoter Group b. Public	5 52
Number of Shareholders attended the meeting through Video conferencing :	
a. Promoters and Promoter Group b. Public	Not Applicable Not Applicable

GITANJALI GEMS LIMITED MUMBAI

Details of Agenda

RESOLUTION NO. : 1

To receive, consider and adopt the financial statements (including audited consolidated financial statements) of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.

Resolution required (Ordinary / Special)			Ordinary Resolution					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,68,21,761	0	0	0	0	0	0
	Poll		3,68,21,761	100	3,68,21,761	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	3,68,21,761	3,68,21,761	100	3,68,21,761	0	100	0
Public Institutions	E-Voting	1,42,13,941	1,09,24,939	76.86	1,09,24,939	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1,42,13,941	1,09,24,939	76.86	1,09,24,939	0	100	0
Public Non Institutions	E-Voting	6,75,80,303	2,10,71,889	31.18	2,10,18,921	52,968	99.75	0.25
	Poll		5,424	0.01	4,419	1,005	81.47	18.53
	Postal Ballot		0	0	0	0	0	0
	Total	6,75,80,303	2,10,77,313	31.19	2,10,23,340	53,973	99.74	0.26
Total		11,86,16,005	6,88,24,013	58.02	6,87,70,040	53,973	99.92	0.08

GITANJALI GEMS LIMITED MUMBAI

RESOLUTION NO. : 2

To declare dividend on equity shares for the financial year ended March 31, 2017

Resolution required (Ordinary / Special)			Ordinary resolution					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,68,21,761	0	0	0	0	0	0
	Poll		3,68,21,761	100	3,68,21,761	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	3,68,21,761	3,68,21,761	100	3,68,21,761	0	100	0
Public Institutions	E-Voting	1,42,13,941	1,10,36,370	77.64	1,10,36,370	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1,42,13,941	1,10,36,370	77.64	1,10,36,370	0	100	0
Public Non Institutions	E-Voting	6,75,80,303	2,10,72,179	31.18	2,10,19,261	52,918	99.75	0.25
	Poll		5,424	0.01	4,419	1,005	81.47	18.53
	Postal Ballot		0	0	0	0	0	0
	Total	6,75,80,303	2,10,77,603	31.19	2,10,23,680	53,923	99.74	0.26
Total		11,86,16,005	6,89,35,734	58.12	6,88,81,811	53,923	99.92	0.08

GITANJALI GEMS LIMITED MUMBAI

RESOLUTION NO. : 3

To re-appoint Mr. Dhanesh Sheth as a Director who retires by rotation and being eligible offers himself for re-appointment

Resolution required (Ordinary / Special)			Ordinary resolution					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1) *100]	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,68,21,761	0	0	0	0	0	0
	Poll		3,68,21,761	100	3,68,21,761	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	3,68,21,761	3,68,21,761	100	3,68,21,761	0	100	0
Public Institutions	E-Voting	1,42,13,941	1,10,36,370	77.64	68,41,982	41,94,388	61.99	38.01
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1,42,13,941	1,10,36,370	77.64	68,41,982	41,94,388	61.99	38.01
Public Non Institutions	E-Voting	6,75,80,303	2,10,72,179	31.18	2,10,19,211	52,968	99.75	0.25
	Poll		5,424	0.01	4,419	1,005	81.47	18.53
	Postal Ballot		0	0	0	0	0	0
	Total	6,75,80,303	2,10,77,603	31.19	2,10,23,630	53,973	99.74	0.26
Total		11,86,16,005	6,89,35,734	58.12	6,46,87,373	42,48,361	93.84	6.16

GITANJALI GEMS LIMITED MUMBAI

RESOLUTION NO. : 4

To appoint M/s. Ambavat Jain & Associates, Chartered Accountants, as Statutory Auditors of the Company.

Resolution required (Ordinary / Special)			Ordinary resolution					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1) *100]	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,68,21,761	0	0	0	0	0	0
	Poll		3,68,21,761	100	3,68,21,761	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	3,68,21,761	3,68,21,761	100	3,68,21,761	0	100	0
Public Institutions	E-Voting	1,42,13,941	1,10,36,370	77.64	1,09,65,723	70,647	99.36	0.64
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1,42,13,941	1,10,36,370	77.64	1,09,65,723	70,647	99.36	0.64
Public Non Institutions	E-Voting	6,75,80,303	2,10,72,179	31.18	2,10,19,211	52,968	99.75	0.25
	Poll		5,424	0.01	4,419	1,005	81.47	18.53
	Postal Ballot		0	0	0	0	0	0
	Total	6,75,80,303	2,10,77,603	31.19	2,10,23,630	53,973	99.74	0.26
Total		11,86,16,005	6,89,35,734	58.12	6,88,11,114	1,24,620	99.82	0.18

GITANJALI GEMS LIMITED MUMBAI

RESOLUTION NO. : 5

To appoint Mr. Anil Haldipur as Independent Director of the Company for the term of five years.

Resolution required (Ordinary / Special)			Ordinary resolution					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,68,21,761	0	0	0	0	0	0
	Poll		3,68,21,761	100	3,68,21,761	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	3,68,21,761	3,68,21,761	100	3,68,21,761	0	100	0
Public Institutions	E-Voting	1,42,13,941	1,10,36,370	77.64	1,10,36,370	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1,42,13,941	1,10,36,370	77.64	1,10,36,370	0	100	0
Public Non Institutions	E-Voting	6,75,80,303	2,10,72,179	31.18	2,10,19,211	52,968	99.75	0.25
	Poll		5,424	0.01	4,419	1,005	81.47	18.53
	Postal Ballot		0	0	0	0	0	0
	Total	6,75,80,303	2,10,77,603	31.19	2,10,23,630	53,973	99.74	0.26
Total		11,86,16,005	6,89,35,734	58.12	6,88,81,761	53,973	99.92	0.08

GITANJALI GEMS LIMITED MUMBAI

RESOLUTION NO. : 6

To appoint Mr. Dhanesh Sheth as Whole Time Director of the Company.

Resolution required (Ordinary / Special)			Ordinary resolution					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,68,21,761	0	0	0	0	0	0
	Poll		3,68,21,761	100	3,68,21,761	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	3,68,21,761	3,68,21,761	100	3,68,21,761	0	100	0
Public Institutions	E-Voting	1,42,13,941	1,10,36,370	77.64	1,01,23,524	9,12,846	91.73	8.27
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1,42,13,941	1,10,36,370	77.64	1,01,23,524	9,12,846	91.73	8.27
Public Non Institutions	E-Voting	6,75,80,303	2,10,72,179	31.18	2,10,19,211	52,968	99.75	0.25
	Poll		5,424	0.01	4,419	1,005	81.47	18.53
	Postal Ballot		0	0	0	0	0	0
	Total	6,75,80,303	2,10,77,603	31.19	2,10,23,630	53,973	99.74	0.26
Total		11,86,16,005	6,89,35,734	58.12	6,79,68,915	9,66,819	98.60	1.40

GITANJALI GEMS LIMITED MUMBAI

RESOLUTION NO. : 7

To ratify the increase in remuneration of Mr. Mehul Choksi, Managing Director of the Company.

Resolution required (Ordinary / Special)			Ordinary resolution					
Whether promoter / promoter group are interested in the agenda / resolution			Yes					
Category	Mode of Voting	No of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1) *100]	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,68,21,761	0	0	0	0	0	0
	Poll		3,68,21,761	100	3,68,21,761	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	3,68,21,761	3,68,21,761	100	3,68,21,761	0	100	0
Public Institutions	E-Voting	1,42,13,941	65,36,586	45.99	64,65,939	70,647	98.92	1.08
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1,42,13,941	65,36,586	45.99	64,65,939	70,647	98.92	1.08
Public Non Institutions	E-Voting	6,75,80,303	2,10,72,179	31.18	2,10,19,131	53,048	99.75	0.25
	Poll		5,424	0.01	5,424	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	6,75,80,303	2,10,77,603	31.19	2,10,24,555	53,048	99.75	0.25
Total		11,86,16,005	6,44,35,950	54.32	6,43,12,255	1,23,695	99.81	0.19

GITANJALI GEMS LIMITED MUMBAI

RESOLUTION NO. : 8

To re-appoint Mr. Mehul Choksi as Managing Director of the Company.

Resolution required (Ordinary / Special)			Ordinary resolution					
Whether promoter / promoter group are interested in the agenda / resolution			Yes					
Category	Mode of Voting	No of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,68,21,761	0	0	0	0	0	0
	Poll		3,68,21,761	100	3,68,21,761	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	3,68,21,761	3,68,21,761	100	3,68,21,761	0	100	0
Public Institutions	E-Voting	1,42,13,941	64,74,243	45.55	56,23,740	8,50,503	86.86	13.14
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1,42,13,941	64,74,243	45.55	56,23,740	8,50,503	86.86	13.14
Public Non Institutions	E-Voting	6,75,80,303	2,10,72,179	31.18	2,10,02,570	69,609	99.67	0.33
	Poll		5,424	0.01	4,419	1,005	81.47	18.53
	Postal Ballot		0	0	0	0	0	0
	Total	6,75,80,303	2,10,77,603	31.19	2,10,06,989	70,614	99.66	0.34
Total		11,86,16,005	6,43,73,607	54.27	6,34,52,490	9,21,117	98.57	1.43

GITANJALI GEMS LIMITED MUMBAI

RESOLUTION NO. : 9

To Charge a fee from the members for delivery of documents

Resolution required (Ordinary / Special)			Ordinary resolution					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1) *100]	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	3,68,21,761	0	0	0	0	0	0
	Poll		3,68,21,761	100	3,68,21,761	0	100	0
	Postal Ballot		0	0	0	0	0	0
	Total	3,68,21,761	3,68,21,761	100	3,68,21,761	0	100	0
Public Institutions	E-Voting	1,42,13,941	1,10,36,370	77.64	1,10,36,370	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	1,42,13,941	1,10,36,370	77.64	1,10,36,370	0	100	0
Public Non Institutions	E-Voting	6,75,80,303	2,10,72,179	31.18	2,10,02,670	69,509	99.67	0.33
	Poll		5,424	0.01	4,419	1,005	81.47	18.53
	Postal Ballot		0	0	0	0	0	0
	Total	6,75,80,303	2,10,77,603	31.19	2,10,07,089	70,514	99.67	0.33
Total		11,86,16,005	6,89,35,734	58.12	6,88,65,220	70,514	99.90	0.10

GITANJALI GEMS LIMITED MUMBAI

Manish Ghia & associates
COMPANY SECRETARIES

Manish Ghia & Associates
: +91 22 2682 6286/2681 5400
: info@mgconsulting.in
: www.mgconsulting.in

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 & 21 of Companies (Management and Administration) Rules, 2014]

To
The Chairman,
Gitanjali Gems Limited
A-1, 7th Floor, Laxmi Tower,
Bandra Kurla Complex,
Bandra (East) Mumbai 400051

Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through E-Voting Process and Voting by Ballot at 31st Annual General Meeting (AGM) of the Members of Gitanjali Gems Limited (the Company) held on Thursday, 28th September, 2017.

1. We, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai were appointed as Scrutinizer by the Board of Directors of the Company for the purpose of:

   a) Conducting Poll through Ballot papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;

   b) Scrutinizing the e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

   c) Scrutinizing the votes cast through Ballot Paper (at the AGM) for those shareholders, who do not access to e-voting facility;

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 1 to 9 as set out in the Notice of 31st Annual General Meeting (AGM) of the members of the Company dated 11th August, 2017.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting by ballot papers at AGM on the resolutions contained in the Notice of AGM of the members of the Company. Our responsibility as a Scrutinizer for the e-voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice,

Regd. Office
Hyderabad Office
Noida Office

based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ("Karvy"), the agency engaged by the Company to provide e-voting facility, and Poll conducted at the AGM in a fair and transparent manner.

3. As per the confirmation received from the Company:

a. The Notice of the AGM dated 11th August, 2017 was dispatched by courier to the shareholders at their registered addresses on Friday, 1st September, 2017 and by e-mail on Monday, 4th September, 2017 to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories.

b. The said Notice was dispatched on the basis of Register of Members made available by M/s. Karvy Computershare Private Limited ("Karvy"), the Registrar and Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 18th August, 2017.

4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2016, as amended from time to time, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Navashakti" on Tuesday, 5th September, 2017.

5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (Three) days from Monday, 25th September, 2017 (09.00 IST till Wednesday, 27th September, 2017 (5.00 p.m. IST).

6. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. Thursday, 21st September, 2017.

7. As required under the said rules, after the closure of physical voting by Ballot Papers at the AGM, the votes cast through ballot were counted; thereafter the votes cast under the e-voting facility were unblocked in the presence of CS Rasika Mendhekar and CS Khyati Shah who are not in employment with the Company.

8. The ballot papers which were incomplete and/or found defective have been treated as invalid and kept separately.

Summary of the e-voting and ballot at the AGM is as follows:

A. ORDINARY BUSINESS

Resolution No.1

Particulars	Ordinary Resolution for adoption of Audited Financial Statements (including Consolidated Financial Statements) for the year ended March 31, 2017 together with the reports of Board of Directors and Auditors thereon.							
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstan-ding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	36,821,761	0	0.00	0	0	0.00	0.00
	Poll/ Ballot		36,821,761	100.00	36,821,761	0	100.00	0.00
	Total (A)	**36,821,761**	**36,821,761**	**100.00**	**36,821,761**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	14,213,941	10,924,939	76.86	10,924,939	0	100.00	0.00
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	**14,213,941**	**10,924,939**	**76.86**	**10,924,939**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	67,580,303	21,071,889	31.18	21,018,921	52,968	99.75	0.25
	Poll/ Ballot		5,424	0.01	4,419	1,005	81.47	18.53
	Total (C)	**67,580,303**	**21,077,313**	**31.19**	**21,023,340**	**53,973**	**99.74**	**0.26**
Total (A+B+C)		**118,616,005**	**68,824,013**	**58.02**	**68,770,040**	**53,973**	**99.92**	**0.08**
Result: May be considered as passed with requisite majority.								

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast
7	600121

Resolution No.2

Particulars	Ordinary Resolution for declaration of Dividend on equity shares for financial year ended March 31, 2017.							
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstan-ding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	36,821,761	0	0.00	0	0	0.00	0.00
	Poll/ Ballot		36,821,761	100.00	36,821,761	0	100.00	0.00
	Total (A)	**36,821,761**	**36,821,761**	**100.00**	**36,821,761**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	14,213,941	11,036,370	77.64	11,036,370	0	100.00	0.00
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	**14,213,941**	**11,036,370**	**77.64**	**11,036,370**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	67,580,303	21,072,179	31.18	21,019,261	52,918	99.75	0.25
	Poll/ Ballot		5,424	0.01	4,419	1,005	81.47	18.53
	Total (C)	**67,580,303**	**21,077,603**	**31.19**	**21,023,680**	**53,923**	**99.74**	**0.26**
Total (A+B+C)		**118,616,005**	**68,935,734**	**58.12**	**68,881,811**	**53,923**	**99.92**	**0.08**
Result: May be considered as passed with requisite majority								

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast
7	600121

Resolution No.3

Particulars	Ordinary Resolution for re-appointment of Mr. Dhanesh Sheth as Director who retires by rotation and being eligible offers himself for re-appointment.							
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstan-ding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	36,821,761	0	0.00	0	0	0.00	0.00
	Poll/ Ballot		36,821,761	100.00	36,821,761	0	100.00	0.00
	Total (A)	**36,821,761**	**36,821,761**	**100.00**	**36,821,761**	**0**	**100.00**	**0.00**
Public-Institutions	E-Voting	14,213,941	11,036,370	77.64	6,841,982	4,194,388	61.99	38.01
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	**14,213,941**	**11,036,370**	**77.64**	**6,841,982**	**4,194,388**	**61.99**	**38.01**
Public- Non Institutions	E-Voting	67,580,303	21,072,179	31.18	21,019,211	52,968	99.75	0.25
	Poll/ Ballot		5,424	0.01	4,419	1,005	81.47	18.53
	Total (C)	**67,580,303**	**21,077,603**	**31.19**	**21,023,630**	**53,973**	**99.74**	**0.26**
Total (A+B+C)		**118,616,005**	**68,935,734**	**58.12**	**64,687,373**	**4,248,361**	**93.84**	**6.16**
Result: May be considered as passed with requisite majority								

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast
7	600121

Resolution No.4

Particulars	Ordinary Resolution for appointment of M/s. Ambavat Jain & Associates, Chartered Accountants, as Statutory Auditors of the Company.							
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	36,821,761	0	0.00	0	0	0.00	0.00
	Poll/ Ballot		36,821,761	100.00	36,821,761	0	100.00	0.00
	Total (A)	**36,821,761**	**36,821,761**	**100.00**	**36,821,761**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	14,213,941	11,036,370	77.64	10,965,723	70,647	99.36	0.64
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	**14,213,941**	**11,036,370**	**77.64**	**10,965,723**	**70,647**	**99.36**	**0.64**
Public- Non Institutions	E-Voting	67,580,303	21,072,179	31.18	21,019,211	52,968	99.75	0.25
	Poll/ Ballot		5,424	0.01	4,419	1,005	81.47	18.53
	Total (C)	**67,580,303**	**21,077,603**	**31.19**	**21,023,630**	**53,973**	**99.74**	**0.26**
Total (A+B+C)		**118,616,005**	**68,935,734**	**58.12**	**68,811,114**	**124,620**	**99.82**	**0.18**
Result: May be considered as passed with requisite majority.								

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast
7	600121

B. SPECIAL BUSINESS

Resolution No. 5

Particulars	Ordinary Resolution for appointment of Mr. Anil Haldipur as Independent Director of the Company.							
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstan-ding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	36,821,761	0	0.00	0	0	0.00	0.00
	Poll/ Ballot		36,821,761	100.00	36,821,761	0	100.00	0.00
	Total (A)	**36,821,761**	**36,821,761**	**100.00**	**36,821,761**	**0**	**100.00**	**0.00**
Public-Institutions	E-Voting	14,213,941	11,036,370	77.64	11036370	0	100.00	0.00
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	**14,213,941**	**11,036,370**	**77.64**	**11036370**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	67,580,303	21,072,179	31.18	21,019,211	52,968	99.75	0.25
	Poll/ Ballot		5,424	0.01	4,419	1,005	81.47	18.53
	Total (C)	**67,580,303**	**21,077,603**	**31.19**	**21,023,630**	**53,973**	**99.74**	**0.26**
Total (A+B+C)		**118,616,005**	**68,935,734**	**58.12**	**68,881,761**	**53,973**	**99.92**	**0.08**
Result: May be considered as passed with requisite majority.								

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast
7	600121

Resolution No.6

Particulars	Ordinary Resolution for appointment of Mr. Dhanesh Sheth as Whole-time Director of the Company.							
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstan-ding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	36,821,761	0	0.00	0	0	0.00	0.00
	Poll/ Ballot		36,821,761	100.00	36,821,761	0	100.00	0.00
	Total (A)	**36,821,761**	**36,821,761**	**100.00**	**36,821,761**	**0**	**100.00**	**0.00**
Public-Institutions	E-Voting	14,213,941	11,036,370	77.64	10,123,524	912,846	91.73	8.27
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	**14,213,941**	**11,036,370**	**77.64**	**10,123,524**	**912,846**	**91.73**	**8.27**
Public- Non Institutions	E-Voting	67,580,303	21,072,179	31.18	21,019,211	52,968	99.75	0.25
	Poll/ Ballot		5,424	0.01	4,419	1,005	81.47	18.53
	Total (C)	**67,580,303**	**21,077,603**	**31.19**	**21,023,630**	**53,973**	**99.74**	**0.26**
Total (A+B+C)		**118,616,005**	**68,935,734**	**58.12**	**67,968,915**	**966,819**	**98.60**	**1.40**
Result: May be considered as passed with requisite majority.								

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast
7	600121

Resolution No. 7

Particulars	Ordinary Resolution for ratification of the increase in remuneration of Mr. Mehul Choksi, Managing Director of the Company.							
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstan-ding shares	No. of Votes in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	36,821,761	0	0.00	0	0	0.00	0.00
	Poll/ Ballot		36,821,761	100.00	36,821,761	0	100.00	0.00
	Total (A)	**36,821,761**	**36,821,761**	**100.00**	**36,821,761**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	14,213,941	6,536,586	45.99	6,465,939	70,647	98.92	1.08
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	**14,213,941**	**6,536,586**	**45.99**	**6,465,939**	**70,647**	**98.92**	**1.08**
Public- Non Institutions	E-Voting	67,580,303	21,072,179	31.18	21,019,131	53,048	99.75	0.25
	Poll/ Ballot		5,424	0.01	5,424	0	100.00	0.00
	Total (C)	**67,580,303**	**21,077,603**	**31.19**	**21,024,555**	**53,048**	**99.75**	**0.25**
Total (A+B+C)		**118,616,005**	**64,435,950**	**54.32**	**64,312,255**	**123,695**	**99.81**	**0.19**
Result: May be considered as passed with requisite majority.								

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast
7	600121

Resolution No. 8

Particulars	Ordinary Resolution for re-appointment of Mr. Mehul Choksi as Managing Director of the Company.							
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstan-ding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	36,821,761	0	0.00	0	0	0.00	0.00
	Poll/ Ballot		36,821,761	100.00	36,821,761	0	100.00	0.00
	Total (A)	**36,821,761**	**36,821,761**	**100.00**	**36,821,761**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	14,213,941	6,474,243	45.55	5,623,740	850,503	86.86	13.14
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	**14,213,941**	**6,474,243**	**45.55**	**5,623,740**	**850,503**	**86.86**	**13.14**
Public- Non Institutions	E-Voting	67,580,303	21,072,179	31.18	21,002,570	69,609	99.67	0.33
	Poll/ Ballot		5,424	0.01	4,419	1,005	81.47	18.53
	Total (C)	**67,580,303**	**21,077,603**	**31.19**	**21,006,989**	**70,614**	**99.66**	**0.34**
Total (A+B+C)		**118,616,005**	**64,373,607**	**54.27**	**63,452,490**	**921,117**	**98.57**	**1.43**
Result: May be considered as passed with requisite majority.								

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast
7	600121

Resolution No. 9

Particulars	Ordinary Resolution for charging a fee from the members for delivery of documents.							
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstan-ding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	36,821,761	0	0.00	0	0	0.00	0.00
	Poll/ Ballot		36,821,761	100.00	36,821,761	0	100.00	0.00
	Total (A)	**36,821,761**	**36,821,761**	**100.00**	**36,821,761**	**0**	**100.00**	**0.00**
Public- Institutions	E-Voting	14,213,941	11,036,370	77.64	11,036,370	0	100.00	0.00
	Poll/ Ballot		0	0.00	0	0	0.00	0.00
	Total (B)	**14,213,941**	**11,036,370**	**77.64**	**11,036,370**	**0**	**100.00**	**0.00**
Public- Non Institutions	E-Voting	67,580,303	21,072,179	31.18	21,002,670	69,509	99.67	0.33
	Poll/ Ballot		5,424	0.01	4,419	1,005	81.47	18.53
	Total (C)	**67,580,303**	**21,077,603**	**31.19**	**21,007,089**	**70,514**	**99.67**	**0.33**
Total (A+B+C)		**118,616,005**	**68,935,734**	**58.12**	**68,865,220**	**70,514**	**99.90**	**0.10**
Result: May be considered as passed with requisite majority								

Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast
7	600121

We further report that:

a. We have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Register/s and also the Ballot Box used at the venue of the AGM, duly sealed; and

b. The Register/s, all other papers and relevant records relating to the E-Voting and ballot at the AGM, shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

For Manish Ghia & Associates
Company Secretaries

Manish Ghia & Associates * MUMBAI * Company Secretaries

CS Manish L. Ghia
Partner
M. No. FCS 6252; C. P. No. 3531

Place: Mumbai
Date: 29th September, 2017

Countersigned and received the report:

GITANJALI GEMS LIMITED MUMBAI

Chairman / Authorised Signatory
Gitanjali Gems Limited

Place: Mumbai
Date: September 29, 2017