

GITANJALI

GG/GGL/S/2015/404

October 01, 2015

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 29th Annual General Meeting (AGM) of members of the company held on September 30, 2015

Ref.: 1. Clause of 35A of the Equity Listing Agreement
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 mentioned in the notice convening the 29th Annual General Meeting held on September 30, 2015 at Boundary Hall, First Floor, MCA Recreation Centre, RG -2, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.

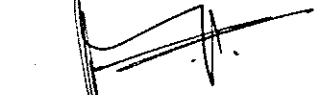
The details of voting results in the format prescribed under Clause 35A alongwith Scrutinizers report are enclosed herewith.

We request you to kindly take it on record.

Thanking You,

Yours faithfully,

For Gitanjali Gems Limited



(Pankhuri Warange)
Company Secretary

Gitanjali Gems Limited

Registered Office: A-1, 7th Floor, Laxmi Towers, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, India

T: 022 40354600 / 01 F: 40354602 • www.gitanjaligroup.com

CIN - L36911MH1986PLC040689

Details of Voting Results

Date of AGM	September 30, 2015
Total number of shareholders on record date	74524
Total number of shareholders present in the meeting either in person or through proxy :	
Promoters and Promoter Group :	5
Public :	49
Number of Shareholders attended the meeting through Video conferencing	
Promoters and Promoter Group :	Not Arranged
Public :	Not Arranged

Details of Agenda

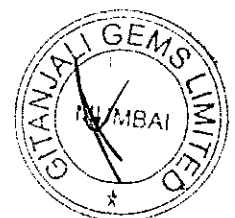
In case of Poll/Postal ballot/E-voting :

The mode of voting for all resolutions was e-voting and physical ballot. Given is the resolution wise combined results of e-voting and physical ballot :

RESOLUTION NO. : 1

Adoption of Audited Balance Sheet and Statement of Profit and loss account, Reports of Board of Directors and auditors for the year ended March 31, 2015 (Ordinary Resolution)

Promoter /Public	No of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = $\frac{[(2)/(1)]}{*100}$	No. of votes- in favour (4)	No. of votes – in against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)]}{*100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)]}{*100}$
Promoter and Promoter Group	34775207	34775207	100	34775207	0	100	0
Public Institutional holders	9176429	1616841	17.62	1616841	0	100	0
Public – other	54168815	71927	0.13	69797	2130	97.04	2.9613
Total	98120451	36463975	37.16	36461845	2130	99.99	0.0058



RESOLUTION NO. : 2

Appointment of Mr. Nehal Modi (DIN 02861450), who retires by rotation and being eligible, offers himself for reappointment (Ordinary Resolution)

Promoter /Public	No of shares held (1)	No. of votes polled* (2)	% of Votes polled on outstanding shares (3) = $\frac{[(2)/(1)]}{*100}$	No. of votes- in favour (4)	No. of votes – in against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)]}{*100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)]}{*100}$
Promoter and Promoter Group	34775207	34775207	100	34775207	0	100	0
Public Institutional holders	9176429	1616841	17.68	0	1616841	0	100
Public – other	54168815	71827	0.13	67535	4292	94.02	5.98
Total	98120451	36463875	37.16	34842742	1621133	95.55	4.44

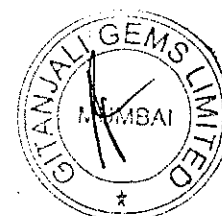
*Excludes abstained votes

RESOLUTION NO. : 3

Appointment of Auditors and fixing their remuneration (Ordinary Resolution)

Promoter /Public	No of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = $\frac{[(2)/(1)]}{*100}$	No. of votes- in favour (4)	No. of votes – in against (5)	% of Votes in favour on votes polled (6) = $\frac{[(4)/(2)]}{*100}$	% of Votes against on votes polled (7) = $\frac{[(5)/(2)]}{*100}$
Promoter and Promoter Group	34775207	34775207	100	34775207	0	100	0
Public Institutional holders	9176429	1616841	17.62	1616841	0	100	0
Public – other	54168815	71927	0.13	68747	3180	95.5788	4.4211
Total	98120451	36463975	37.16	36460795	3180	99.99	0.0087

All the above said resolutions were passed with requisite majority.



CONSOLIDATED REPORT OF THE SCRUTINIZER

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

To,
Mr. Mehul Choksi
Chairman and Managing Director
Gitanjali Gems Limited
A-1, 7th Floor, Laxmi Tower,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051

Respected Sir,

Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on Voting by Polling Papers at 29th Annual General Meeting (AGM) of the Members of Gitanjali Gems Limited (the Company) held on 30th September, 2015.

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the Remote E-Voting process and conducting poll through polling paper at the AGM, in terms of the provisions of Section 108 of the Companies Act, 2013(' the Act') read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 and the relevant provisions of Clause 35B of the Listing Agreement, in a fair and transparent manner, for passing of the resolutions as mentioned under item numbers 1 to 3 as set out in the Notice of aforesaid AGM of the members of the Company dated 14th August, 2015.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote E-voting and Voting by way of polling papers at the AGM, on the resolutions contained in the

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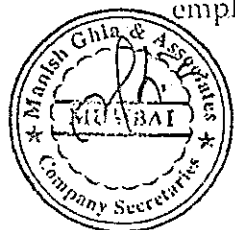
Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the Remote E-Voting process and Poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the Remote E-Voting system provided by Karvy Computershare Private Limited (Karvy), the agency engaged by the Company to provide Remote 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 14th August, 2015 along with Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through courier and also e-mailed on 3rd September, 2015 and 4th September, 2015 respectively.
- (b) The said Notice was dispatched on the basis of Register of Members made available by M/s. Karvy Computershare Private Limited, the Registrar & Share Transfer Agents 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, 21st August, 2015.
- (c) In terms of the aforesaid Notice, voting through electronic means was kept open for 4 (four) days from Saturday, 26th September, 2015 (09:00 am) to Tuesday, 29th September, 2015 (05:00 p.m.).

4. The voting rights of members was considered in proportion to the shares held by the members in the paid up equity share capital of the Company as on the Cut-Off date i.e. Wednesday, 23rd September, 2015.

5. As required under the said rules, after the closure of the physical voting by Ballot Forms at the Annual General Meeting, the votes cast through poll were counted; thereafter the votes cast under Remote E-Voting facility were unblocked in the presence of CS K Venkataraman and CS Suchi Harlalka, who are not in employment with the Company.



6. Summary of the Remote E-voting and poll at the AGM is as follows:

Resolution No. 1

Particulars	Ordinary Resolution: For adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2015 together with the Reports of the Directors and the Auditors' thereon.						
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast		
	Total received	Valid	Total	Valid	In favour	Against	Abstain
Remote E-voting	52	52	1686979	1686979	1684849	2130	-
Polling at the AGM	28	28	34776996	34776996	34776996	-	-
Total	80	80	36463975	36463975 (100.00%)	36461845 (99.9942%)	2130 (0.0058%)	-
Result: The said resolution may be considered as passed with requisite majority.							

Resolution No. 2

Particulars	Ordinary Resolution: For appointment of a Director in place of Mr. Nehal Modi (DIN: 02861450), who retires by rotation and being eligible, offers himself for re-appointment.						
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast		
	Total received	Valid	Total	Valid	In favour	Against	Abstain
Remote E-voting	52	52	1686979	1686979	65746	1621133	100
Polling at the AGM	28	28	34776996	34776996	34776996	-	-
Total	80	80	36463975	36463975 (100.00%)	34842742 (95.5539%)	1621133 (4.4458%)	100 (0.0002%)
Result: The said resolution may be considered as passed with requisite majority.							



Resolution No. 3

Particulars	Ordinary Resolution: For re-appointment of M/s. Ford, Rhodes, Parks & Co., Chartered Accountants, (Firm Registration No. 102860W) as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of next AGM and to fix their remuneration.						
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast		
	Total received	Valid	Total	Valid	In favour	Against	Abstain
Remote E-voting	52	52	1686979	1686979	1683799	3180	-
Polling at the AGM	28	28	34776996	34776996	34776996	-	-
Total	80	80	36463975	36463975 (100.00%)	36460795 (99.9913%)	3180 (0.0087%)	-

Result: The said resolution may be considered as passed with requisite majority.

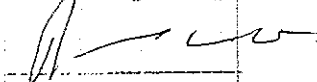
I further report that:

- I 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 made thereunder, together with Attendance Register and also the Ballot Box used at the venue of the AGM, duly sealed; and
- The Register/s, all other papers and relevant records relating to Remote E-Voting and Poll at the AGM, shall remain in my 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 Company Secretary of the Company for safe keeping.

Place: Mumbai

Date: 1st October, 2015

Countersigned by:



Mehul Choksi
Chairman and Managing Director
Gitanjali Gems Limited



For Manish Ghia & Associates
Company Secretaries



CS Manish L. Ghia
Partner

No. FCS 6252 C.P. No. 3531