

GITANJALI

GG/GGL/S/2016/493

September 30, 2016

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 30th Annual General Meeting (AGM) of members of the Company held on September 30, 2016

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 30th Annual General Meeting held on Friday, September 30, 2016 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

(Pankhuri Warange)
Company Secretary



Gitanjali Gems Limited

Registered Office: A-I, 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, 2016
Total number of shareholders on record date	68335
Total number of shareholders present in the meeting either in person or through proxy :	
a. Promoters and Promoter Group b. Public	5 49
Number of Shareholders attended the meeting through Video conferencing :	
a. Promoters and Promoter Group b. Public	Not Applicable Not Applicable



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, 2016 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	35911201	0	0.00	0	0	0.00	0.00
	Poll		35911201	100.00	35911201	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		35911201	100.00	35911201	0	100.00	0.00
Public Institutions	E-Voting	7703593	1665	0.02	1665	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1665	0.02	1665	0	100.00	0.00
Public Non Institutions	E-Voting	75001211	66171	0.09	65861	310	99.53	0.47
	Poll		8587	0.01	8587	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		74758	0.01	74448	310	99.59	0.41
Total		118616005	35987624	30.34	35987314	310	99.999	0.001



RESOLUTION NO. : 2

To declare dividend on equity shares for the financial year ended March 31, 2016

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	35911201	0	0.00	0	0	0.00	0.00
	Poll		35911201	100.00	35911201	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		35911201	100.00	35911201	0	100.00	0.00
Public Institutions	E-Voting	7703593	1665	0.02	1665	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1665	0.02	1665	0	100.00	0.00
Public Non Institutions	E-Voting	75001211	66156	0.09	50824	15332	76.82	23.18
	Poll		8587	0.01	8587	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		74743	0.10	59411	15332	79.49	20.51
Total		118616005	35987609	30.34	35972277	15332	99.96	0.04



RESOLUTION NO. : 3

To appoint a Director in place of Mr. Dhanesh Sheth (holding DIN 00120257), 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	35911201	0	0.00	0	0	0.00	0.00
	Poll		35911201	100.00	35911201	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		35911201	100.00	35911201	0	100.00	0.00
Public Institutions	E-Voting	7703593	1665	0.02	1665	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1665	0.02	1665	0	100.00	0.00
Public Non Institutions	E-Voting	75001211	66181	0.09	65721	460	99.30	0.70
	Poll		8587	0.01	8587	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		74768	0.10	74308	460	99.38	0.62
Total		118616005	35987634	30.34	35987174	460	99.999	0.001



RESOLUTION NO. : 4

To appoint M/s. Ford, Rhodes, Parks & Co. LLP Chartered Accountants, having ICAI firm registration no. 102860W/W 100089 as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till conclusion of next Annual General Meeting of the Company and to authorize to Board to fix their remuneration

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	35911201	0	0.00	0	0	0.00	0.00
	Poll		35911201	100.00	35911201	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		35911201	100.00	35911201	0	100.00	0.00
Public Institutions	E-Voting	7703593	1665	0.02	1665	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1665	0.02	1665	0	100.00	0.00
Public Non Institutions	E-Voting	75001211	66181	0.09	65821	360	99.46	0.54
	Poll		8587	0.01	8587	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		74768	0.10	74408	360	99.52	0.48
Total		118616005	35987634	30.34	35987274	360	99.999	0.001



RESOLUTION NO. : 5

To issue warrants on preferential basis up to amount not exceeding Rs. 110 crores to promoter group and person other than promoter as per Securities and Exchange Board of India (issue of Capital and Disclosure Requirements) Regulations, 2009

Resolution required (Ordinary / Special)			Special 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	35911201	0	0.00	0	0	0.00	0.00
	Poll		35911201	100.00	35911201	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		35911201	100.00	35911201	0	100.00	0.00
Public Institutions	E-Voting	7703593	1665	0.02	1665	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		1665	0.02	1665	0	100.00	0.00
Public Non Institutions	E-Voting	75001211	66181	0.09	53771	12410	81.25	18.75
	Poll		8587	0.01	8587	0	100.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		74768	0.10	62358	12410	83.40	16.60
Total		118616005	35987634	30.34	35975224	12410	99.97	0.03



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
Mr. Mehul Choksi
Chairman and Managing Director
Gitanjali Gems Limited
A-1, 7th Floor, Laxmi Tower
Bandra Kurla Complex, Bandra (East)
Mumbai 400051

Respected Sir,

Sub: Consolidated Scrutinizer's Report of Resolutions passed through Remote E-Voting Process and Voting by Poll at the 30th Annual General Meeting (AGM) of the members of Gitanjali Gems Limited (the Company) held on Friday, 30th September, 2016

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:
 - a) Scrutinizing the remote 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 and Companies (Management and Administration) Amendment Rules, 2015 and provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b) Scrutinizing the votes cast through Polling Paper (at the AGM) for those shareholders, who do not access to e-voting facility in terms of provisions of Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015 and provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) Conducting Poll through polling papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;



for passing of the Resolutions as mentioned under item numbers 1 to 5 as set out in the Notice of 30th Annual General Meeting (AGM) of the members of the Company dated 11th August, 2016.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the aforesaid Rules relating to remote e-voting and polling papers on the resolutions contained in the 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 in a fair and transparent manner and 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 e-voting system provided by Karvy Computershare Private Limited ("Karvy"), the agency engaged by the Company to provide remote e-voting facility for e-voting and poll conducted at the AGM.
3. The Notice dated 11th August, 2016 alongwith Statement setting out material facts under Section 102 of the Act was sent to the shareholders through e-mail to those shareholders whose e-mail id is registered with the Registrar & Share Transfer Agent / Depositories and dispatched through courier on Saturday, 3rd September, 2016. The said Notice was dispatched on the basis of Register of Members made available by the Registrar & 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, 26th August, 2016.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has published advertisement about completion of dispatch of Notice of AGM and providing e-voting facility in the English newspaper "Business Standard" and Marathi newspaper "Navshakti" on Wednesday, 7th September, 2016.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 4 (Four) days from Tuesday Monday, 26th September, 2016 (9.00 a.m.) till Thursday, 29th September, 2016 (5.00 p.m.).
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. Friday, 23rd September, 2016.
7. As required under the said rules, after the closure of physical voting by Polling Papers at the AGM, the votes cast through poll were counted; thereafter the votes cast under remote e-voting facility were unblocked in the presence of CS K Venkatraman and CS Richa Agrawal who are not in employment with the Company.



8. The poll papers which were incomplete and/or found defective have been treated as invalid and kept separately.
9. It may be noted that, as informed to us, on 9th August, 2016, the Company allotted 9782604 Equity Shares pursuant to conversion of preferential warrants. The Company has received listing approval for the newly allotted shares from National Stock Exchange of India Limited on September 21, 2016 and BSE Limited on 27th September, 2016. However corporate action and trading approval in respect of these newly allotted shares is in process, hence, the same has been considered in the total paid up capital of the Company while calculating the voting results
10. Summary of the remote e-voting and poll at the AGM is as follows:

A. ORDINARY BUSINESS

Resolution No.1

Particulars		Ordinary Resolution: For adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended 31 st March, 2016 together with Reports of the Board of Directors and Auditors thereon.						
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
Promoter and Promoter Group	E-Voting	35911201	0	0.00	0	0	0.00	0.00
	Poll		35911201	100.00	35911201	0	100.00	0.00
	Total (A)		35911201	100.00	35911201	0	100.00	0.00
Public-Institutions	E-Voting	7703593	1665	0.02	1665	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		1665	0.02	1665	0	100.00	0.00
Public-Non Institutions	E-Voting	75001211	66171	0.09	65861	310	99.53	0.47
	Poll		8587	0.01	8587	0	100.00	0.00
	Total (C)		74758	0.01	74448	310	99.59	0.41
Total (A+B+C)		118616005	35987624	30.34	35987314	310	99.999	0.001

Result: May be considered as passed by requisite majority.



Resolution No.2

Particulars	Ordinary Resolution: For declaration of Dividend on the Equity Shares for the financial year ended 31 st March, 2016.							
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
Promoter and Promoter Group	E-Voting	35911201	0	0.00	0	0	0.00	0.00
	Poll		35911201	100.00	35911201	0	100.00	0.00
	Total (A)		35911201	100.00	35911201	0	100.00	0.00
Public-Institutions	E-Voting	7703593	1665	0.02	1665	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		1665	0.02	1665	0	100.00	0.00
Public-Non Institutions	E-Voting	75001211	66156	0.09	50824	15332	76.82	23.18
	Poll		8587	0.01	8587	0	100.00	0.00
	Total (C)		74743	0.10	59411	15332	79.49	20.51
Total (A+B+C)		118616005	35987609	30.34	35972277	15332	99.96	0.04
Result: May be considered as passed by requisite majority.								



Resolution No.3

Particulars	Ordinary Resolution: For appointment of a Director in place of Mr. Dhanesh Sheth (DIN: 00120257) who retires by rotation and being eligible, offers himself for re-appointment.							
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
Promoter and Promoter Group	E-Voting	35911201	0	0.00	0	0	0.00	0.00
	Poll		35911201	100.00	35911201	0	100.00	0.00
	Total (A)		35911201	100.00	35911201	0	100.00	0.00
Public-Institutions	E-Voting	7703593	1665	0.0216	1665	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		1665	0.02	1665	0	100.00	0.00
Public-Non Institutions	E-Voting	75001211	66181	0.09	65721	460	99.30	0.70
	Poll		8587	0.01	8587	0	100.00	0.00
	Total (C)		74768	0.10	74308	460	99.38	0.62
Total (A+B+C)		118616005	35987634	30.34	35987174	460	99.999	0.001
Result: May be considered as passed by requisite majority.								



Resolution No.4

Particulars Ordinary Resolution: For appointment of M/s. Ford, Rhodes, Parks & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company from the conclusion of 30 th Annual General Meeting till the conclusion of 31 st Annual General Meeting and to authorize the Board for fixation of their remuneration.								
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
Promoter and Promoter Group	E-Voting	35911201	0	0.00	0	0	0.00	0.00
	Poll		35911201	100.00	35911201	0	100.00	0.00
	Total (A)		35911201	100.00	35911201	0	100.00	0.00
Public-Institutions	E-Voting	7703593	1665	0.02	1665	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total (B)		1665	0.02	1665	0	100.00	0.00
Public-Non Institutions	E-Voting	75001211	66181	0.09	65821	360	99.46	0.54
	Poll		8587	0.01	8587	0	100.00	0.00
	Total (C)		74768	0.10	74408	360	99.52	0.48
Total (A+B+C)		118616005	35987634	30.34	35987274	360	99.999	0.001
Result: May be considered as passed by requisite majority.								



B. SPECIAL BUSINESS

Resolution No.5

Particulars	Special Resolution: For offer, issue and allotment of not exceeding 2,08,44,400 (Two Crore Eight Lakhs Forty Four Thousand and Four Hundred) Warrants in one or more tranche(s) on preferential basis							
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
Promoter and Promoter Group	E-Voting	35911201	0	0	0	0	0.00	0.00
	Poll		35911201	100.00	35911201		100.00	0.00
	Total (A)		35911201	100.00	35911201	0	100.00	0.00
Public-Institutions	E-Voting	7703593	1665	0.02	1665	0	100.00	0.00
	Poll		0	0	0	0	0.00	0.00
	Total (B)		1665	0.02	1665	0	100.00	0.00
Public-Non Institutions	E-Voting	75001211	66181	0.09	53771	12410	81.25	18.75
	Poll		8587	0.01	8587	0	100.00	0.00
	Total (C)		74768	0.10	62358	12410	83.40	16.60
Total (A+B+C)		118616005	35987634	30.34	35975224	12410	99.97	0.03
Result: May be considered as passed with requisite majority								



I further report that:

- a. 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, 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 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.



For Manish Ghia & Associates
Company Secretaries

A handwritten signature in black ink, appearing to read "m. ghia".

CS Manish L. Ghia
Partner

M. No. FCS 6252; C. P. No. 3531

Place: Mumbai

Date: 30th September, 2016

Counter signed and received the report

A handwritten signature in black ink, appearing to read "Mehul Choksi".

Mr. Mehul Choksi
Chairman & Managing Director
Gitanjali Gems Limited

Place: Mumbai

Date: September 30, 2016