

GITANJALI

Gitanjali Gems Limited

CIN : L36911MH1986PLC040689

Regd. Office: A-1, 7th Floor, Laxmi Tower, Bandra Kurla Complex, Bandra (East), Mumbai-400 051.

Tel.: 022-40 35 4600/601, Fax: 022-40 10 2005

E-mail ID: investors@gitanjaligroup.com, Website: www.gitanjaligroup.com

NOTICE OF POSTAL BALLOT AND E-VOTING

The members of the Company are hereby informed that the Company has on Wednesday, September 16, 2015 completed dispatch of Postal Ballot Notice pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014, along with draft resolution, Postal Ballot Form, self addressed and postage pre-paid business reply envelopes to members of the Company as on September 04, 2015 (record date). The postal ballot with e-voting facility is being conducted pursuant to SEBI circular bearing no. CIR/CFD/DIL/5/2013 dated February 4, 2013 and circular bearing no. CIR/CFD/DIL/8/2013 dated May 21, 2013, to seek approval of members of the Company for arrangement embodied in the proposed Scheme of Amalgamation between Gitanjali Exports Corporation Limited with Gitanjali Gems Limited and their respective shareholders and creditors.

The Board of Directors has appointed Mr. Manish L. Ghia, Partner, M/s Manish Ghia & Associates, Company Secretaries, Mumbai as scrutinizer for conducting the Postal Ballot process and e-voting process in fair and transparent manner.

The members of the Company are requested to communicate their assent or dissent by returning duly filled in and signed postal ballot form to the scrutinizer on or before 6.00 p.m. on October 15, 2015.

The members of the Company are also hereby informed and requested to note that:

- The Business as set out in aforesaid notice is to be transacted by the members through postal ballot which includes voting by electronic means. The Company is providing facility for voting by electronic means through e-voting platform of Karvy Computershare Private Limited ('Karvy'). The necessary instructions for e-voting have been set out in the said notice;
- The Company has completed dispatch of the said postal ballot notice on September 16, 2015;
- The voting including e-voting has commenced on September 16, 2015 at 10.00 a.m. and will end on October 15, 2015 at 6.00 p.m. During the voting period members of the Company holding shares either in physical form or dematerialized form as on record date may cast their vote either through physical postal ballot or e-voting;
- Voting through physical ballot or e-voting will not be allowed beyond 6.00 p.m. on October 15, 2015. Any postal ballot form received from the member thereafter will not be valid and treated as if reply from the member has not been received and e-voting module shall be disabled by Karvy for voting thereafter;
- Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from 'www.gitanjaligroup.com' or seek duplicate Postal Ballot Form from Karvy Computershare Pvt. Ltd., Registrar & Transfer Agent, unit: Gitanjali Gems Limited, Karvy Selenium Tower B, Plot No. 31 & 32 Financial District, Nanakramguda, Hyderabad: 500 032; or through email at investors@gitanjaligroup.com; or through telephone at 022-4035 4600/601 or through email at investors@gitanjaligroup.com. Further in case of any queries/grievances on e-voting members may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>, or contact Ms. Pankhuri Warange, Company Secretary at registered office of the Company;
- Postal ballot notice is available on company's website 'www.gitanjaligroup.com' and Karvy's website <https://evoting.karvy.com>;
- Any members who has not received the postal ballot form may apply to the Company and obtain a duplicate thereof;
- The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on closing hours of Friday, September 4, 2015 (record date). Any person who is not a member as on record date should treat this notice for information purpose only;
- In case of any queries/grievances connected with voting by physical ballot, the members may contact Ms. Pankhuri Warange, Company Secretary of the Company by writing at Gitanjali Gems Limited A-1, 7th Floor, Laxmi Tower, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 (registered office) or through telephone at 022-4035 4600/601 or through email at investors@gitanjaligroup.com. Further in case of any queries/grievances on e-voting members may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>, or contact Ms. Pankhuri Warange, Company Secretary at registered office of the Company;
- The results of the Postal Ballot and e-voting will be announced on Tuesday, October 20, 2015 at 3.00 P.M. at the registered office of the Company at A-1, 7th Floor, Laxmi Tower, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 and the resolutions will be taken as passed effectively on the last date of receipt of duly completed postal ballot forms/e-voting i.e. October 15, 2015. Subsequently results will be published in at least one English and one Marathi newspaper circulating in Mumbai. The result of the Postal Ballot will also be displayed at <http://investors.gitanjaligroup.com/phoenix.zhtml?c=196729&p=irol-contact#>

By Order of the Board of Directors
For Gitanjali Gems Limited

Place : Mumbai
Date : September 18, 2015

Sd/-
(Pankhuri Warange)
Company Secretary

नवशक्ति
मुंबई, शनिवार, १९ सप्टेंबर २०१५

१५

GITANJALI

Gitanjali Gems Limited

CIN : L36911MH1986PLC040689

Regd. Office: A-1, 7th Floor, Laxmi Tower, Bandra Kurla Complex, Bandra (East), Mumbai-400 051.

Tel.: 022-40 35 4600/601, Fax: 022-40 10 2005

E-mail ID: investors@gitanjaligroup.com, Website: www.gitanjaligroup.com

NOTICE OF POSTAL BALLOT AND E-VOTING

The members of the Company are hereby informed that the Company has on Wednesday, September 16, 2015 completed dispatch of Postal Ballot Notice pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014, along with draft resolution, Postal Ballot Form, self addressed and postage pre-paid business reply envelopes to members of the Company as on September 04, 2015 (record date). The postal ballot with e-voting facility is being conducted pursuant to SEBI circular bearing no. CIR/CFD/DIL/5/2013 dated February 4, 2013 and circular bearing no. CIR/CFD/DIL/8/2013 dated May 21, 2013, to seek approval of members of the Company for arrangement embodied in the proposed Scheme of Amalgamation between Gitanjali Exports Corporation Limited with Gitanjali Gems Limited and their respective shareholders and creditors.

The Board of Directors has appointed Mr. Manish L. Ghia, Partner, M/s Manish Ghia & Associates, Company Secretaries, Mumbai as scrutinizer for conducting the Postal Ballot process and e-voting process in fair and transparent manner.

The members of the Company are requested to communicate their assent or dissent by returning duly filled in and signed postal ballot form to the scrutinizer on or before 6.00 p.m. on October 15, 2015.

The members of the Company are also hereby informed and requested to note that :

- The Business as set out in aforesaid notice is to be transacted by the members through postal ballot which includes voting by electronic means. The Company is providing facility for voting by electronic means through e-voting platform of Karvy Computershare Private Limited ('Karvy'). The necessary instructions for e-voting have been set out in the said notice;
- The Company has completed dispatch of the said postal ballot notice on September 16, 2015;
- The voting including e-voting has commenced on September 16, 2015 at 10.00 a.m. and will end on October 15, 2015 at 6.00 p.m. During the voting period members of the Company holding shares either in physical form or dematerialized form as on record date may cast their vote either through physical postal ballot or e-voting;
- Voting through physical ballot or e-voting will not be allowed beyond 6.00 p.m. on October 15, 2015. Any postal ballot form received from the member thereafter will not be valid and treated as if reply from the member has not been received and e-voting module shall be disabled by Karvy for voting thereafter;
- Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from 'www.gitanjaligroup.com' or seek duplicate Postal Ballot Form from Karvy Computershare Pvt. Ltd., Registrar & Transfer Agent, unit: Gitanjali Gems Limited, Karvy Selenium Tower B, Plot No. 31 & 32 Financial District, Nanakramguda, Hyderabad: 500 032;
- Postal ballot notice is available on company's website 'www.gitanjaligroup.com' and Karvy's website <https://evoting.karvy.com>
- Any members who has not received the postal ballot form may apply to the Company and obtain a duplicate thereof;
- The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on closing hours of Friday, September 4, 2015 (record date). Any person who is not a member as on record date should treat this notice for information purpose only;
- In case of any queries/grievances connected with voting by physical ballot, the members may contact Ms. Pankhuri Warange, Company Secretary of the Company by writing at Gitanjali Gems Limited A-1, 7th Floor, Laxmi Tower, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 ('registered office') or through telephone at 022-4035 4600/601 or through email at investors@gitanjaligroup.com. Further in case of any queries/grievances on e-voting members may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of Karvy's e-voting website <https://evoting.karvy.com>, or contact Ms. Pankhuri Warange, Company Secretary at registered office of the Company;
- The results of the Postal Ballot and e-voting will be announced on Tuesday, October 20, 2015 at 3.00 P.M at the registered office of the Company at A-1, 7th Floor, Laxmi Tower, Bandra Kurla Complex, Bandra (E), Mumbai - 400051 and the resolutions will be taken as passed effectively on the last date of receipt of duly completed postal ballot forms/e-voting i.e. October 15, 2015. Subsequently results will be published in at least one English and one Marathi newspaper circulating in Mumbai. The result of the Postal Ballot will also be displayed at <http://investors.gitanjaligroup.com/phoenix.zhtml?c=196729&p=irol-contact#>

By Order of the Board of Directors
For Gitanjali Gems Limited

Sd/-

(Pankhuri Warange)
Company Secretary

Place : Mumbai

Date : September 18, 2015