

GITANJALI

GG/GGL/S/2015/416

October 20, 2015

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: Result of Postal Ballot

Ref: (a) BSE Scrip Code – 532715
(b) NSE Scrip Symbol – GITANJALI
(C) Notice of Postal Ballot dated August 14, 2015

With reference to captioned subject and reference quoted above we wish to inform you that Mr. Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Practicing Company Secretary, who was appointed as scrutinizer for aforesaid postal ballot process has submitted his report today. In accordance with the said report the shareholders have approved resolution with requisite majority as contained in the Postal Ballot notice dated August 14, 2015. The details of voting are as under:

Resolution for Approval of the arrangement embodied in the proposed Scheme of Amalgamation between Gitanjali Exports Corporation Limited with Gitanjali Gems Limited and their respective shareholders and creditors

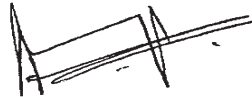
Votes in favour	Votes against
136,07,157	3,722

We enclosed herewith result of postal ballot in the format as prescribed under clause 35A of Listing Agreement along with scrutinizer's report. You are requested to take same 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 result of Postal Ballot	October 20, 2015
Total Number of shareholders on record date	74515
Total Number of shareholders present in the meeting either in person or through proxy(Through Postal ballot) Promoters and Promoter Group : Public:	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video conferencing Promoters and Promoter Group : Public :	Not Applicable Not Applicable

Details of the Agenda

Resolution for Approval of the arrangement embodied in the proposed Scheme of Amalgamation between Gitanjali Exports Corporation Limited with Gitanjali Gems Limited and their respective shareholders and creditors.

Resolution required: Votes cast by the public shareholders in favor of the proposal shall be more than the number of votes cast by the public shareholders against it pursuant to SEBI Circular Number CIR/CFD/DIL/5/2013 and Circular Number CIR/CFD/DIL/8/2013 dated February 4, 2013 and May 21, 2013 respectively:

Mode of voting : Postal Ballot and E-voting

In case of Postal Ballot/E-voting:

Promoter/ Public	No. of shares held	No. of votes polled*	% of Votes Polled on outstandin g 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	34514696	–	–	–	–	–	–
Public Institutional holders	9176493	3956841	43.12	3956841	0	100	0
Public-Others	54429262	9654038	17.74	9650316	3722	99.96	0.04
Total	98210451	13610879	13.87	13607157	3722	99.97	0.03

*Excludes Abstained/Invalid Votes

For Gitanjali Gems Limited



(Pankhuri Warange)
Company Secretary

CONFIDENTIAL

20th October, 2015

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: Scrutinizer's Report for passing of resolution through Postal Ballot Process

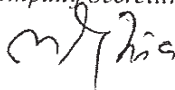
I have completed the assignment as the Scrutinizer for the Postal Ballot process under Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and I submit herewith my report for your necessary further action.

I shall return the ballot papers, register and records soon after declaration of the result and signing of the minutes of the meeting held for declaration of the result of Postal Ballot Process.

I request you to preserve the ballot papers, register and records as required under Rule 22 of Companies (Management and Administration) Rules, 2014.

Thanking you,

For Manish Ghia & Associates
Company Secretaries



CS Manish L. Ghia

Partner

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

Encl: a/a

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CONSOLIDATED REPORT OF THE SCRUTINIZER

*[Pursuant to Section 110 of the Companies Act, 2013 and
Rule 22 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: Scrutinizer's Report for passing of resolution through Postal Ballot Process

The Board of Directors of the Company by passing a resolution on 14th August, 2015 appointed me as the Scrutinizer for conducting the voting by Postal Ballot and E-Voting process for seeking approval of members for Scheme of Amalgamation of Gitanjali Exports Corporation Limited (a wholly owned subsidiary) with Gitanjali Gems Limited (the Company).

1. The Postal Ballot voting process has been completed and now I submit my report as under:

1.1 The Company completed the dispatch of Notice of Postal Ballot dated 14th August, 2015 along with Postal Ballot Form and self-addressed business reply envelope on 16th September, 2015 to its members, whose names appeared in the Register of Members/List of Beneficial Owners as on the cut-off date (Record date) being 4th September, 2015.

1.2 The e-voting period commenced on 16th September, 2015 (10.00 a.m.) and ended on 15th October, 2015 (06.00 p.m.).

1.3 Particulars of all the Postal Ballot Forms received from the members have been entered in a register separately maintained for the purpose.

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- 1.4 All Postal Ballot Forms received upto 6.00 PM of 15th October, 2015, being the last date and time fixed by the Company for receipt of the forms, are considered for my scrutiny.
- 1.5 The Postal Ballot Forms were duly opened on 16th October, 2015 in my presence and scrutinized. The shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on 4th September, 2015.
- 1.6 The data for e-voting was downloaded after the e -voting module was disabled by the Karvy Computershare Private Limited (Karvy) on 15th October, 2015 (after 06.00 p.m.).
- 1.7 The e-voting data was scrutinized for verification of votes cast in favour and against the resolution.
- 1.8 The Company received two envelopes containing Postal Ballot form after 15th October, 2015.
- 1.9 No envelopes were returned undelivered containing Postal Ballot Forms.
2. The summary of the voting through Postal Ballot Forms received and electronic means is as follows:


Resolution No. 1

Particulars	Approval of scheme of amalgamation of Gitanjali Exports Corporation Limited (a wholly owned subsidiary) with Gitanjali Gems Limited (the Company).						
	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast		
	Total received	Valid	Total	Valid	In favour	Against	Abstained/ Not voted
Ballot Form	57	57	80,51,546	80,51,546	80,51,511	35	0
E-voting	136	133	100,64,646	55,59,452	55,55,646	3,687	119
Total	193	190	181,16,192	136,10,998 (100.00%)	136,07,157 (99.9718%)	3,722 (0.0273%)	119 (0.0009%)
Result: The said resolution may be considered as passed with requisite majority.							



You may accordingly declare the result of the voting by Postal Ballot Process.

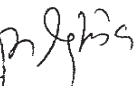
For GITANJALI GEMS LIMITED


Managing Director

Place: Mumbai
Date: 20th October, 2015

For Manish Ghia & Associates
Company Secretaries




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