

GITANJALI

GG/GGL/S/2017/225

September 05, 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 : Notice of 31st Annual General Meeting.

**Ref : 1. BSE Scrip Code: 532715
2. NSE Scrip Symbol: GITANJALI**

Further to our letter dated August 11, 2017, we submit a copy of notice of the 31st Annual General Meeting scheduled to be held on September 28, 2017.

This is for your information and 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

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of Gitanjali Gems Limited will be held on Thursday, September 28, 2017 at 9 a.m. at Boundary Hall, First Floor, MCA Recreation Centre, RG – 2, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited 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.
2. To declare dividend on equity shares for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mr. Dhanesh Sheth (DIN:00120257), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Ambavat Jain & Associates LLP, Chartered Accountants (LLP Registration No. AAA7120, ICAI Firm Registration No. 109681W/W 100012), be and is hereby appointed as statutory auditors of the Company in place of retiring auditors M/s. Ford, Rhodes, Parks & Co. LLP, Chartered Accountants (LLP Registration No. AAE 4990, ICAI Firm Registration No. 102860W/W 100089), for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of 36th AGM to be held for Financial year 2021-22 subject to ratification of their appointment at every AGM, at such remuneration and out of pocket expenses as may be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:

5. To Consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Anil Haldipur (DIN:07653590) who was appointed as an Additional Director of the Company by the Board of Directors under provisions of Section 161 of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company with effect from August 11, 2017 and whose term of office expires at the forthcoming Annual General Meeting, but who is eligible for appointment and has consented to act as Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anil Haldipur, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a term of five years from August 11, 2017 to August 10, 2022.”

6. To Consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable to the appointee, upon recommendation of Nomination and Remuneration Committee and the Board of Directors, approval of the members be and is hereby accorded to the appointment of Mr. Dhanesh Sheth (DIN : 00120257) as a Whole Time Director of the Company for a period of 5 years from August 11, 2017 as set out in the explanatory

statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the power conferred by this resolution) to alter and vary the terms and conditions of appointment and /or remuneration as it may deem fit, subject to the same not exceeding the limits specified in Section 198 of the companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s) during the tenancy of tenure of Mr. Dhanesh Sheth as Whole Time Director the remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting be paid to Mr. Dhanesh Sheth, as minimum remuneration subject to approval of Central government, if necessary.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Section 198 and schedule V of the companies Act, 2013, to the extent the board of directors or committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under the Companies Act, 2013 or schedule(s) appended thereto, for the time being in force or any statutory modification or re-enactment thereof and /or any rules or regulations there under and to do all such acts, deeds, things in order to give effect to this resolution or as otherwise considered by the board to be in the best interest of the company, as it may deem fit.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary and expedient for the purpose of effectuating the appointment of Mr. Dhanesh Sheth as Whole Time Director of the Company and to do all necessary filings with appropriate statutory authority and comply with any other incidental matter in relation to his appointment.”

7. To Consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT further to resolution passed at 26th Annual General Meeting held on September 28, 2012 for remuneration payable to Mr. Mehul Choksi, Managing Director (DIN:00060099) pursuant to the provisions of Sections 178, 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V to the Act and the Rules made there under, including any statutory modification thereof, or any other law as recommended by the nomination and remuneration committee of the Company, approval of the members of the company be and is hereby accorded to ratify the increase in the remuneration payable to Mr. Mehul Choksi, Managing Director of the Company from an amount not exceeding Rs. 60,00,000/- (Rupees Sixty lakhs only) per annum to an amount not exceeding Rs. 1,10,00,000/- (Rupees One Crore Ten lakhs only) per annum with other terms and conditions of appointment remaining the same as earlier agreed to between the Board of Directors and Mr. Mehul Choksi.

RESOLVED FURTHER THAT payment of remuneration to Mr. Mehul Choksi, Managing Director amounting to Rs. 1,10,00,000/- (Rupees One Crore Ten lakhs only) per annum in aggregate, for the financial year 2016-17 and further for the financial year 2017-18, payment of proportionate remuneration out of Rs. 1,10,00,000/- (Rupees One Crore Ten lakhs only) per annum up till the continuation of tenure of employment agreement ended on July 31, 2017 be and is hereby ratified.

RESOLVED FURTHER THAT any Director or Company Secretary is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above said resolution and complete necessary filings in this regard.”

8. To Consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and Articles of Association of the Company, and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable to the appointee, upon recommendation of Nomination and Remuneration Committee and the Board of Directors,

approval of the members be and is hereby accorded for re- appointment of Mr. Mehul Choksi (DIN :00060099) as a Managing Director of the Company for a period of 5 years with effect from August 1, 2017 as set out in the explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors (hereinafter referred to as “ the Board “ which term shall be deemed to be include any committee of the Board constituted to exercise its powers, including the power conferred by this resolution) to alter and vary the terms and conditions of appointment and /or remuneration, subject to the same not exceeding the limits specified in Section 198 of the companies Act , 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s) during the tenancy of tenure of Mr. Mehul Choksi, as Managing Director the remuneration as set out in the Explanatory Statement annexed to the notice convening this meeting be paid, as minimum remuneration subject to approval of Central government, if necessary.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to alter or vary the remuneration within the provisions of Section 198 and schedule V of the companies Act, 2013, to the extent the board of directors or committee thereof may consider appropriate, as may be permitted or authorized in accordance with any provisions under the Companies Act, 2013 or schedule(s) appended thereto, for the time being in force or any statutory modification or re-enactment thereof and /or any rules or regulations there under and to do all such acts, deeds, things in order to give effect to this resolution or as otherwise considered by the board to be in the best interest of the company , as it may deem fit.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary and expedient for the purpose of effectuating the appointment of Mr. Mehul Choksi as Managing Director of the Company and to do all necessary filings with appropriate statutory authority and comply with any other incidental matter in relation to his appointment.”

9. To Consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, consent of the members be and is hereby accorded to charge from a member the fee in advance equivalent to the estimated expenses of delivery of the documents pursuant to any request made by the shareholder for delivery of such document to him/her through a particular mode of services provided such request along with requisite fee has been received by the Company at least one week in advance of the dispatch of document by the Company and no such request shall be entertained by the Company after the dispatch of such document by the Company to the Shareholder.

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, or doubt that may arise in respect of matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance.”

NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- b) Proxies in order to be effective should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the Annual General Meeting.
- c) A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder.

- d) Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
- e) Members desirous of obtaining any information as regards accounts of the Company are requested to write to the Company at least one week before the Meeting, so that the information required will be made available at the Annual General Meeting.
- f) The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September, 16, 2017 to Thursday, September 28, 2017 (both days inclusive) for the purpose of declaration of dividend.
- g) The Final Dividend for the financial year ended March 31, 2017 as recommended by the board, if approved at the Annual General Meeting, will be paid within a period of thirty days from the date of declaration to those members:
 - (i) whose names appear as Beneficial Owners as at the end of the business hours on Friday, September 15, 2017 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - (ii) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before Friday, September 15, 2017.
- h) Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
- i) Electronic copy of annual report alongwith notice of the 31st Annual General Meeting of the Company *interalia* indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the annual report alongwith Notice of the 31st Annual General Meeting of the Company *interalia* indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.
- j) Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for the year ended March 31, 2017 will also be available on the Company's website www.gitanjaligroup.com for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: investors@gitanjaligroup.com.
- k) **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("**remote e-voting**") will be provided by Karvy Computershare Private Limited (Karvy).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on Monday, September 25, 2017 (9.00 a.m.) and ends on Wednesday, September 27, 2017 (5.00 p.m.). During this period members' of the Company, holding shares either in physical

form or in dematerialized form, as on the cut-off date of Thursday, September 21, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting is as under:

I. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- a. Open your e-mail. The login credentials (i.e., user-id & password) will be mentioned in the mail. Please note that the password is an initial password.
- b. Launch internet browser by typing the following <http://evoting.karvy.com>
- c. Put user ID and password as initial password noted in step (i) above. Click Login.
- d. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through **Karvy Computershare Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile number, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to log in again with the new credentials
- f. On successful login, system will prompt to Select the e-voting event number of Gitanjali Gems Limited.
- g. If you are holding shares in Demat form and had logged onto <https://evoting.karvy.com> and casted your vote earlier for any company, then your exiting login id and password are to be used.
- h. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- i. Once you have voted on the resolution, you will not be allowed to modify your vote.
- j. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- k. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant certified copy of Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail scrutinizer@mgconsulting.in with a copy marked to evoting@karvy.com

II. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s)]:

- a. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM.
- b. Please follow all steps from Sl. No. (b) to Sl. No. (k) mentioned in the above section, to cast vote.
- c. In case of any queries, you 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>. If you are already registered with Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote.
- d. Mr. Manish Ghia, Partner, of M/s Manish Ghia & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- e. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- f. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- g. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.gitanjaligroup.com and on the website of <https://evoting.karvy.com> immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, Mumbai.

By Order of the Board of Directors

Sd/-
(Pankhuri Warange)
Company Secretary

Place: Mumbai

Date: August 11, 2017

STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013**ITEM NO 5**

Mr. Anil Haldipur (DIN : 07653590) was appointed as an Additional Director with effect from August 11, 2017, pursuant to provisions of Section 161 of the Companies Act, 2013 (“the Act”) and Articles of Association of the Company. As such Mr. Haldipur holds office up to the date of the ensuing Annual General Meeting (“AGM”) and is eligible for appointment as Director. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with deposit of requisite amount proposing the candidature of Mr. Anil Haldipur for the office of Director at the ensuing AGM.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and is not liable to retire by rotation.

Mr. Anil Haldipur has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. He is not disqualified from being appointed as director in terms of section 164 of the act and has given his consent to act as director. In the opinion of the Board, Mr. Anil Haldipur fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management and possesses appropriate skills, experience and knowledge.

The Board, based on recommendations of the Nomination & Remuneration Committee, recommends his appointment as an Independent Director for a term of five years from August 11, 2017 to August 10, 2022.

The copy of draft letter for appointment of Mr. Anil Haldipur as independent director setting out the terms and conditions are available for inspection by members at the registered office of the Company during normal business hours on any working day of the Company.

The details of Mr. Anil Haldipur are provided in “Annexure” to the notice pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing regulations”) and Secretarial Standards on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Anil Haldipur as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Anil Haldipur as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Anil Haldipur, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the said resolution.

ITEM NO. 6

The Board of Directors of the company at its meeting held on August 11, 2017 has, on the recommendation of Nomination and Remuneration Committee and subject to approval of members, appointed Mr. Dhanesh Sheth as Whole- Time Director, for a period of (Five) 5 years commencing from August 11, 2017, on the remuneration determined by the nomination and remuneration Committee and approved by the Board.

Mr. Dhanesh Sheth has been associated with Company for a period over past two decades. He plays a major advisory role in the diamond procurement operation, the processing, buying and selling of rough diamonds and other aspects of the Business development of diamond segment. Currently he is non-executive Director of the Company. His expert knowledge in the area of cut and polished diamond has immensely contributed in accomplishment the objectives of the business.

The principal terms and conditions of appointment of Mr. Dhanesh Sheth as Whole –Time Director are:

1. Term of Appointment – 5 years.
2. Period : August 11, 2017 to August 10, 2022
3. Salary : Rs.2,00,000/- per month with the powers to the Board to give such accelerated increments, as they deem fit and proper.

Other terms and conditions:

1. The Whole Time Director shall exercise and perform such powers and duties as the Board of Directors (hereinafter called as 'Board') may from time to time determine and subject to any directions and restrictions given and imposed by the Board, shall look after such aspects of the business as assigned to him by the Board and perform the duties that may be delegated to him from time to time, subject to the overall supervision and control of the Board.
2. He shall, through the said term, devote attention and abilities to the business of the Company and shall conform to and comply with the directions and regulations issued by the Board, and shall faithfully serve the Company and use his utmost endeavor to promote the interest thereof.
3. The terms and conditions of the appointment and/or remuneration of the Whole Time Director may be varied by the Board in such a manner as may be mutually agreed between the Board and the Whole Time Director subject to applicable provisions of the Companies Act, 2013.
4. The Whole Time Director shall be entitled to be reimbursed all the expenses that may be incurred by him for and on behalf of the Company or in conduct of the business / affairs of the Company.

The above remuneration is fixed and may be altered, varied and increased from time to time by the Board as it may in its discretion deem fit so as not to exceed the limits as specified above.

The copy of draft agreement for appointment of Mr. Dhanesh Sheth as Whole Time Director, setting out the terms and conditions of his appointment are available for inspection by members at the registered office of the Company during normal business hours on any working day of the Company.

The details of Mr. Dhanesh Sheth are provided in "Annexure" to the notice pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings ("SS-2") issued by Institute of Company Secretaries of India.

Accordingly, it is proposed to seek consent of the members of the Company by way of a ordinary resolution for the appointment of Mr. Dhanesh Sheth as Whole –Time Director of the company.

Except Mr. Dhanesh Sheth, none of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 7

The members of the company at their Annual general meeting held on September 28, 2012, had by way of ordinary resolution approved re-appointment of Mr. Mehul Choksi (DIN:00060099) as Managing Director of the company for a period of five years with effect from August 01, 2012 to July 31, 2017 on the terms and conditions including payment of remuneration not exceeding Rs 60,00,000/- (Rupees Sixty lakhs only) per annum.

Looking at improved performance of the Company in recent past and after taking into account the resolute and consistent efforts of Managing Director towards performance improvement of the Company during the difficult times, the Nomination and Remuneration Committee of the Company had proposed and recommended to the Board to increase the remuneration payable to Mr. Mehul Choksi from Rs. 60,00,000/- (Rupees Sixty lakhs only) per annum to Rs. 1,10,00,000/- (Rupees One Crore Ten Lakhs only) per annum which was later approved by the Board of Directors subject to approval and ratification of the same by the shareholders of the Company.

As per the provisions prescribed under section 197 of the Companies Act, 2013, a company can pay remuneration to its managerial personnel in case the Company is having adequate profits. Further it says that a Company can pay remuneration to its directors including managing directors, whole time directors and managers up to a limit not exceeding 11% of the net profit as calculated in the manner laid down under section 198 of the Companies Act, 2013 wherein the limits prescribed for individual managing director, whole time director and manager being 5% of the net profits. Member may like to note that the proposed increase in the remuneration payable to Mr. Mehul Choksi is within the limits prescribed under the provisions of Companies Act, 2013.

The Nomination and Remuneration Committee and the Board of Directors have at their meeting(s) held on December 14, 2016, subject to approval and ratification of members of the Company, accorded their approvals for increase in managerial remuneration of Mr. Mehul Choksi as mentioned in resolution no. 7.

Accordingly, it is proposed that consent of the members of the Company by way of an ordinary resolution be obtained for the ratification of increase in managerial remuneration paid to Mr. Mehul Choksi.

Except Mr. Mehul Choksi, none of the Directors, Key Managerial Personnel of the Company / their relatives is in any way concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 8

The Term of appointment of Mr. Mehul Choksi as Managing Director ended on 31st July, 2017. The Board of Directors in its meeting held on 30th May, 2017 has re-appointed Mr. Mehul Choksi as Managing Director for further period of five years with effect from 1st August, 2017 to 31st July, 2022, subject to approval of Shareholders in ensuing Annual General Meeting and on the basis of recommendation of Nomination and Remuneration Committee.

Mr. Mehul Choksi aged 58 years, is the promoter of the company. He is a commerce graduate and is associated with diamond industry and has over three decades of experience in the jewellery and Diamond industry and has pioneered the use of corporate practices in the Indian Jewellery Industry.

The appointment and terms of remuneration of Mr. Mehul Choksi as Managing Director are pursuant to the provisions of sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any of the companies Act, 2013. Mr. Mehul Choksi shall not be subject to retire by rotation pursuant to provisions of Section 152 of the companies Act, 2013 while he continues to be the managing director of the Company.

The particulars of terms and conditions relating to the re-appointment of Mr. Mehul Choksi as Managing Director are briefly mentioned as under.

1. Salary :

Not exceeding Rs.1,10,00,000/- per annum with the powers to the Board to give such accelerated increments, as they deem fit and proper.

2. Commission:

Nil

3. Perquisites and Allowance:

(i) Free furnished accommodation (company owned or leased/ rented) or house rent in lieu thereof, gas, electricity, water, telephone, furnishings, medical reimbursement and leave travel concession for self and family, club fees, medical and personal accident insurance, life insurance etc. in accordance with the rules of the Company. The aforesaid perquisites may be in the form of reimbursement or allowance. For the purpose of calculating the above ceiling, the perquisite shall be evaluated as per Income Tax Rules, 1962, wherever applicable.

(ii) Entitlement to Company's contribution to Provident Fund, Superannuation Fund and Annuity Fund up to the tax exemption limit, benefits of Gratuity and Pension Scheme for Senior Management Staff, earned leave and encashment of earned leave at the end of the tenure and long service awards, as per the rules of the Company and these shall not be included in the computation of perquisites.

(iii) Reimbursement of travelling and all other expenses incurred by him for the business of the Company.

4. The Managing Director subject to supervision, control and direction of the Board of Directors of the Company shall have the power for general conduct and management of the business and affairs of the Company except in the matter which may be specifically required to be done by the Board, either under the applicable provisions of the Companies Act, 2013 or under the Articles of Association of the Company or under the requirements of Listing Regulations.

5. The Managing Director shall also exercise and perform such powers and duties as the Board of Directors of the Company may from time to time determine, and shall also do and perform all other acts and things which in the ordinary course of business may be considered necessary or proper in the interest of the Company.
6. The Managing Director shall whenever required for the purposes of business, undertake such travelling in India and abroad as may be required from time to time in connection with the business of the Company.
7. If before the expiration of this agreement the tenure of office of the Managing Director is determined by any reason whatsoever he shall be entitled to by way of compensation for loss of office an amount equivalent to the remuneration which would have been earned by him if he had been in the office for the unexpired residue of his term or for three years, whichever is shorter, calculated on the basis of average remuneration during the period of three years immediately preceding the date on which he ceased to hold the office.

The copy of draft agreement for appointment of Mr. Mehul Choksi as Managing Director, setting out the terms and conditions are available for inspection by members at the registered office of the Company during normal business hours on any working day of the Company.

The details of Mr. Mehul Choksi are provided in "Annexure" to the notice pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings ("SS-2") issued by Institute of Company Secretaries of India.

Accordingly, it is proposed to seek consent of the members of the Company by way of an ordinary resolution for the re-appointment of Mr. Mehul Choksi as Managing Director of the Company.

Except Mr. Mehul Choksi, none of the Directors, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 8 of the Notice.

ITEM NO. 9

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered Post or by Speed Post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member may request for delivery of any document to him/her through a particular mode for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting.

Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore the actual expenses to be borne by the Company for such dispatch is proposed to be paid in advance by member to the Company.

The Board recommends the resolution for the approval of Shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board of Directors

**Sd/-
(Pankhuri Warange)
Company Secretary**

Place: Mumbai

Date : August 11, 2017

Route Map of the venue of the 31st Annual General Meeting of Gitanjali Gems Limited to be held on Thursday, September 28, 2017 at 9.00 A.M

Venue Address : Boundary Hall, First Floor, MCA Recreation Centre, RG – 2, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.

Landmark: Near Institute of Chartered Accountants of India



Annexure**Details of directors seeking appointment /reappointment in Annual General Meeting pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulation, 2015 and Secretarial Standard 2**

Name of Director	Mr. Mehul Choksi	Mr. Dhanesh Sheth	Mr. Anil Haldipur
Date of Birth	May 05, 1959	July 11, 1957	October 22, 1951
Date of Appointment/Re-appointment	August 1, 2012	September 30, 2016	August 11, 2017
Expertise in specific function area / Brief Resume	He has wide experience in the diamond industry having an exposure to the entire range of activities, from buying roughs to processing, manufacturing, distribution and retail of jewellery. He has been instrumental in establishing branded jewellery market in India. He has also been a pioneer in corporatizing the jewellery industry in India. He has been on the committee of the Gems and Jewellery Export Promotion Council of India besides holding several other key industry positions. He steers the group vision and strategy with his deep Knowledge and foresight.	He is commerce graduate and has been associated with the Company for over two decades. He advises the Company on procurement and processing of buying and selling of rough and polished diamonds and other aspects of Business Development pertaining to diamond division of the Company.	He holds a bachelor's degree in science from the university of Mumbai. He has 40 years of experience in the banking and finance sector. He was responsible for the assessment of working capital requirements and assessment of term loan requirement for Corporate sectors in Canara Bank. He retired from Canara Bank as Assistant General Manager.
Qualification	B.Com	B.com	Bsc
Terms and Conditions of Appointment / Re-appointment	As per resolution in Item No. 8 of the notice convening Annual General Meeting on Thursday, September 28, 2017 read with explanatory statement thereto.	As per resolution in Item No. 6 of the notice convening Annual General Meeting on Thursday, September 28, 2017 read with explanatory statement thereto.	As per resolution in Item No. 5 of the notice convening Annual General Meeting on Thursday, September 28, 2017 read with explanatory statement thereto.
Remuneration last drawn	Rs. 1,10,00,000/- p.a.	NIL	NIL
Remuneration proposed to be paid	Rs. 1,10,00,000/- p.a.	Rs. 24,00,000/- p.a.	As an Independent Director, Mr. Anil Haldipur is entitled to sitting fees for attending the meetings of the Board/ committees.
Date of first appointment on the Board	August 21,1986	August 01, 1990	August 11, 2017

Relationship with other Directors/Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
List of other listed entities in which directorship is held	NIL	NIL	NIL
Chairman/Member of the Committee of the Board of Directors of the Company	1.Member of Audit Committee 2.Chairman of Management Committee	1. Member of Corporate Social Responsibility Committee 2. Member of Management Committee.	1. Member of Nomination and Remuneration Committee.
Chairman /Member of the committee of the Board of Directors of other listed Companies	NIL	NIL	NIL
Number of Shares held in Company as on March 31, 2017	3,09,46,456	NIL	NIL

GITANJALI

GITANJALI GEMS LIMITED

Regd. Office: A-1, 7th Floor, Laxmi Tower, Bandra – Kurla Complex, Bandra (E), Mumbai – 400051

Phone: 022 40354600 Fax: 022 40102005 Email : investors@gitanjaligroup.com website: www.gitanjaligroup.com

CIN: L36911MH1986PLC040689

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id*:

DP ID*:

I / We, being the member(s) of Equity Shares of Gitanjali Gems Limited, hereby appoint

1. Name: _____

Address: _____

Email Id: _____

Signature: _____

or failing him

2. Name: _____

Address: _____

Email Id: _____

Signature: _____

or failing him

3. Name: _____

Address: _____

Email Id: _____

Signature: _____

* Applicable for investors holding shares in electronic form

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company to be held on Thursday, September 28, 2017 at 9.00 A.M at Boundary Hall, First Floor, MCA Recreation Centre, RG-2, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Resolutions
	Ordinary Business
1	Adoption of Audited Financial Statement (including consolidated financial statements) for the year ended March 31, 2017 together with the reports of Board of Directors and Auditors thereon.
2	Declaration of Dividend on equity shares for financial year ended March 31, 2017.
3	Re-appointment of Mr. Dhanesh Sheth as Director who retires by rotation and being eligible offers himself for re-appointment.
4	Appointment of M/s. Ambavat Jain & Associates, Chartered Accountants, as Statutory Auditors of the Company.
	Special Business
5	Appointment of Mr. Anil Haldipur as Independent Director of the Company.
6	Appointment of Mr. Dhanesh Sheth as Whole-time Director of the Company.
7	Ratification of the increase in remuneration of Mr. Mehul Choksi, Managing Director of the Company.
8	Re-appointment of Mr. Mehul Choksi as Managing Director of the Company.
9	Charging a fee from the members for delivery of documents.

Signed this _____ day of _____ 2017

Affix
revenue
Stamp

Signature of Shareholder Signature of Proxyholder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at A-1, 7th Floor, Laxmi Tower, Bandra - Kurla Complex, Bandra (E) Mumbai - 400051, not less than 48 hours before the commencement of the Meeting.

GITANJALI

GITANJALI GEMS LIMITED

Regd. Office: A-1, 7th Floor, Laxmi Tower, Bandra – Kurla Complex, Bandra (E), Mumbai – 400051
Phone: 022 40354600 Fax: 022 40102005 Email : investors@gitanjaligroup.com website: www.gitanjaligroup.com
CIN: L36911MH1986PLC040689

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

I hereby record my presence at the 31st Annual General Meeting of the Company at Boundary Hall, First Floor, MCA Recreation Centre, RG-2, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 at 9.00 A.M on Thursday, September 28, 2017.

S.No. :

Name and Address of Member :

Name(s) of the Joint shareholder(s) if any :

Ledger Folio No. /CL ID/DP ID No. :

Number of shares held :

Name of the Proxy/Representative :

Signature of Member/Proxy

FOR ATTENTION OF MEMBERS

Members may please note the electronic voting particulars as set out below for the purpose of e-voting in terms of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014. Detailed instructions for e-voting are given in the Annual General Meeting notice.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN