

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

Notice is hereby given that:

1. The 29th Annual General Meeting (AGM) of the Members of Gitanjali Gems Limited (the "Company") will be held at **MCA Recreation Centre, RG-2, G-Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051** on Wednesday, 30th September, 2015 at 9.00 a.m. to transact the Businesses as set out in the Notice Convening the AGM. The copies of the Notice of the AGM together with the Annual Report for the Financial year ended 31st March, 2015 have been sent by Electronic Mode to all the Members whose email addresses are registered with the Company/Depository Participant (s) for communication purposes. Hard copies of Annual Report will be supplied to those Shareholders holding shares in Electronic Mode as and when requested. For Members who have not registered their email addresses, physical copies of the Annual Report for the Financial year ended 31st March, 2015 have been dispatched by the permitted mode. In case of non receipt of the Notice of AGM and Annual Report by any Member, a copy of the same can be obtained by writing to the Company Secretary at investors@gitanjaligroup.com or by downloading it from the Company's website www.gitanjaligroup.com or http://karisma.karvy.com
2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 19th September, 2015 to Wednesday, 30th September, 2015 (both days inclusive) for the purpose of the AGM.
3. In terms of and in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and revised Clause 35B of the Listing Agreement it is hereby informed that :
 - a) The Members can cast their vote through remote e-voting facility provided by Karvy Computershare Private Limited. Apart from providing remote e-voting facility, the Company is also providing facility for voting by Ballot at the AGM for all those members who shall be present at the AGM but have not casted their votes by availing the remote e-voting facility.
 - b) The Company has fixed Wednesday, 23rd September, 2015 as the "cut-off date" to determine the eligibility to vote by electronic means or in the said Annual General Meeting. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e Wednesday, 23rd September, 2015 only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.
 - c) The remote e-voting facility shall commence on Saturday, 26th September, 2015 at 9.00 a.m. and shall end on Tuesday, 29th September, 2015 at 5.00 p.m. The remote e-voting facility shall not be allowed beyond 5.00 p.m. on 29th September, 2015. Provided further that a Member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to cast his/her vote again at the AGM.
 - d) Any person who becomes a Member of the Company after the date of Notice of AGM and holding shares as on the cut-off date/entitlement date i.e. Wednesday, 23rd September, 2015 may obtain the User ID and Password by sending an email request to evoting@karvy.com or investors@gitanjaligroup.com
 - e) In case of any queries/grievances on remote e-voting, 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 or by writing to Ms. Pankhuri Warange, Company Secretary of the Company at Gitanjali Gems Limited, A-1, 7th Floor, Laxmi Tower, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 or through telephone at 022-4035 4600/601 or through email at investors@gitanjaligroup.com
 - f) The Notice of the AGM and the Annual Report of the Company for the Financial year ended 31st March, 2015 is available on Company's website www.gitanjaligroup.com and http://karisma.karvy.com

**By Order of the Board of Directors
For Gitanjali Gems Limited**

Place : Mumbai

Date : September 07, 2015

**(Pankhuri Warange)
Company Secretary**