

# GITANJALI

GG/GGL/S/2014/143

September 29, 2014

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 : Proceedings of Annual General Meeting of the Company held on September 29, 2014.

Ref : (a) Clause 31 of the Listing Agreement  
(b) BSE – Scrip code : 532715  
(c) NSE - Scrip Symbol : GITANJALI

Apropos the captioned subject and reference quoted above, we hereby furnish the proceedings of the 28<sup>th</sup> Annual General Meeting of the Company held on Monday, 29<sup>th</sup> September, 2014 at 10.00 a.m. at Boundary Hall, First floor, MCA Recreation Centre, RG-2, G Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400 051.

The Chairman welcomed the members to the meeting, ascertained the quorum and informed the members about proxies received by the Company.

As the requisite quorum was present, the Chairman started with the proceedings of the meeting. The Chairman informed the members about the state of affairs of the Company. The Chairman further briefed the members about the performance of the Company for the Financial Year 2013-2014.

The Notice convening the Annual General Meeting was taken as read. Ms. Pankhuri Warange, Company Secretary, read the Auditor's Report. The Chairman informed the members that in the recently concluded postal ballot exercise vide notice dated August 1, 2014, in the explanatory statement to the resolution no. 1 pertaining to preferential allotment of warrants, inadvertently, the pre preferential holding of one of the allottee namely Mr. Ramesh Shah was stated as Nil instead of 15,000 equity shares. The same has been intimated to stock exchanges while applying for in principle approval and the error has been rectified. The members noted the same.

The shareholders were then invited for interacting with the management. The Shareholders discussed various matters and raised several queries to which reply was given by management to their satisfaction.

The Chairman informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Company had provided electronic voting facility to the members and voting was done between September 23 – September 25, 2014 in proportion to their shareholding as on the cut-off date of August 22, 2014.

**Gitanjali Gems Limited**

Registered Office: A-1, 7th Floor, Laxmi Towers, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051, India

T: 022 40354600 / 01 F: 40354602 • [www.gitanjaligroup.com](http://www.gitanjaligroup.com)

CIN No - L36911MH1986PLC040689

He further informed that, ballot forms were also sent to the members to vote who did not have facility to use e-voting platform upon their request. CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, company Secretaries, Mumbai was appointed as the Scrutinizer for E-voting process.

The Chairman further informed that following resolutions were passed through e-voting and ballot by requisite majority.

**ORDINARY BUSINESS**

1. Adoption of Audited Balance Sheet and Statement of Profit and loss for the year ended March 31, 2014 together with the reports of Board of Directors and Auditors thereon.
2. Re-appointment of Mr. Dhanesh Sheth as Director who retires by rotation and being eligible offers himself for re-appointment.
3. Appointment of M/s. Ford, Rhodes, Parks & Co., Chartered Accountants, having ICAI firm registration no. 102860W as Statutory Auditors of the Company.

**SPECIAL BUSINESS**


4. Appointment of Mr. Swaminathan Sundararajan Mittur as Independent Director for a term of 5 consecutive years commencing from September 29, 2014.
5. Appointment of Mr. S. Krishnan as Independent Director for a term of 5 consecutive years commencing from September 29, 2014.
6. Appointment of Ms. Nazura Ajaney as Independent Director for a term upto September 30, 2018.
7. Adoption of new set of Articles of Association by way of special resolution.

Kindly take the same in your record and acknowledge the receipt.

Thanking You,

Yours faithfully,

For **Gitanjali Gems Limited**

  
(Pankhuri Warange)  
Company Secretary