

## SCRUTINIZER'S REPORT

*[Pursuant to section 108 of the Companies Act, 2013 and  
Rule 20 of Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
Gitanjali Gems Limited  
A-1, 7<sup>th</sup> floor, Laxmi Towers,  
BKC, Bandra (East), Mumbai - 400 051

Respected Sir,

**Sub.: Scrutinizer's Report for passing of resolutions through E-Voting process at the 28<sup>th</sup> Annual General Meeting to be held on September 29, 2014**

1. In terms of the provisions of Clause 35B of the Listing Agreement and provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Company on August 14, 2014 for scrutinizing the e-voting process (including voting through ballot forms) for passing of the resolutions as mentioned under item numbers 1 to 7 of the Notice of 28<sup>th</sup> Annual General Meeting dated August 14, 2014.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting through physical Assent/Dissent Forms on the resolutions contained in the notice of the 28<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process including voting through physical Assent/Dissent forms is restricted to make Scrutinizer's Report of the votes casted 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited (Karvy), the agency engaged by the Company to provide e-voting facility for e-voting and duly filed and signed physical assent/dissent forms received from the shareholders of the Company.
3. On the basis of the Register of Members made available by Registrar and Share Transfer Agent of the Company and the list of beneficial owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on August 22, 2014 (the cut of date for the purpose of determination of voting rights of shareholders), the notice of the 28<sup>th</sup> Annual General Meeting of the Company alongwith notice of e-voting and Annual Report for the year ended March 31, 2014 was sent through couriered on September 4, 2014 and e-mailed on September 2, 2014 to the shareholders at their registered addresses / email addresses.



4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing e-voting facility in the English newspaper "The free press Journal" and in Marathi newspaper "Navshakti" on September 10, 2014.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Tuesday, September 23, 2014 (9:30 am) to Thursday, September 26, 2014 (6:00 pm). The Company has also given physical assent / dissent form to facilitate voting in physical mode by shareholders, who do not have e-voting facility at their end.
6. As required under the said Rules, I unlocked the E-voting on the platform provided by Karvy on September 27, 2014 in the presence of CS Suchi Harlalka and Mr. Chintan Sheth, who are not the employees of the Company.
7. The members casted their votes electronically on e-voting platform provided by Karvy Computershare Private Limited (Karvy). The Company has received 16 ballots for voting through physical Assent/Dissent Form.
8. Summary of the e-voting and assent / dissent forms received is as follows:

**7.1. Resolution No. 1**

Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstained
Assent / Dissent Form	16	16	3,53,77,904	3,53,77,904	3,53,77,904	0	0
E-voting	64	64	79,84,884	79,84,884	79,84,478	405	1
<b>Total</b>	<b>80</b>	<b>80</b>	<b>4,33,62,788</b>	<b>4,33,62,788</b> (100.00%)	<b>4,33,62,382</b> (99.99%)	<b>405</b> (0.01%)	<b>1</b> (0.00%)
<b>Result: May be considered passed with requisite majority.</b>							



7.2. Resolution No. 2

Particulars	Ordinary Resolution for appointment of a director in place of Mr. Dhanesh Sheth (holding DIN 00120257), who retires by rotation and being eligible, offers himself for re-appointment.						
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstained
Assent / Dissent Form	16	16	3,53,77,904	3,53,77,904	3,53,77,904	0	0
E-voting	64	64	79,84,884	79,84,884	79,82,979	1,905	0
<b>Total</b>	<b>80</b>	<b>80</b>	<b>4,33,62,788</b>	<b>4,33,62,788</b> (100.00%)	<b>4,33,60,883</b> (99.99%)	<b>1,905</b> (0.01%)	<b>0</b> (0.00%)
<b>Result: May be considered passed with requisite majority.</b>							

7.3. Resolution No. 3

Particulars	Ordinary Resolution for re-appointment of M/s. Ford, Rhodes, Parks & Co., Chartered Accountants (firm registration no. 102860W), Mumbai, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to authorize Board to fix their remuneration.						
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstained
Assent / Dissent Form	16	16	3,53,77,904	3,53,77,904	3,53,77,904	0	0
E-voting	64	64	79,84,884	79,84,884	69,56,717	11,740	10,16,427
<b>Total</b>	<b>80</b>	<b>80</b>	<b>4,33,62,788</b>	<b>4,33,62,788</b> (100.00%)	<b>4,23,34,621</b> (97.63%)	<b>11,740</b> (0.03%)	<b>10,16,427</b> (2.34%)
<b>Result: May be considered passed with requisite majority.</b>							



7.4. Resolution No. 4

Particulars	Ordinary Resolution for appointment of Mr. Swaminathan Sundararajan Mittur (DIN 00169775) as Independent Director of the Company w.e.f. September 29, 2014.						
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstained
Assent / Dissent Form	16	16	3,53,77,904	3,53,77,904	3,53,77,904	0	0
E-voting	64	64	79,84,884	79,84,884	78,22,779	1,62,105	0
<b>Total</b>	<b>80</b>	<b>80</b>	<b>4,33,62,788</b>	<b>4,33,62,788</b> (100.00%)	<b>4,32,00,683</b> (99.63%)	<b>1,62,105</b> (0.37%)	<b>0</b> (0.00%)
<b>Result: May be considered passed with requisite majority.</b>							

7.5. Resolution No. 5

Particulars	Ordinary Resolution for appointment of Mr. S. Krishnan (DIN 00015745) as an Independent Director of the Company w.e.f. September 29, 2014.						
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstained
Assent / Dissent Form	16	16	3,53,77,904	3,53,77,904	3,53,77,904	0	0
E-voting	64	64	79,84,884	79,84,884	79,83,279	1,605	0
<b>Total</b>	<b>80</b>	<b>80</b>	<b>4,33,62,788</b>	<b>4,33,62,788</b> (100.00%)	<b>4,33,61,183</b> (99.99%)	<b>1,605</b> (0.01%)	<b>0</b> (0.00%)
<b>Result: May be considered passed with requisite majority.</b>							



7.6. Resolution No. 6

Particulars	Ordinary Resolution for appointment of Ms. Nazura Ajaney (DIN 06947881) as an Independent Director of the Company to hold office as such upto September 30, 2018.						
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstained
Assent / Dissent Form	16	16	3,53,77,904	3,53,77,904	3,53,77,904	0	0
E-voting	64	64	79,84,884	79,84,884	79,69,529	15,355	0
<b>Total</b>	<b>80</b>	<b>80</b>	<b>4,33,62,788</b>	<b>4,33,62,788</b> (100.00%)	<b>4,33,47,433</b> (99.96%)	<b>15,355</b> (0.04%)	<b>0</b> (0.00%)
<b>Result: May be considered passed with requisite majority.</b>							

7.7. Resolution No. 7

Particulars	Special Resolution for adoption of new set of Articles of Association of the Company.						
Voting pattern	No. of Shareholders voted		Votes Casted		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstained
Assent / Dissent Form	16	16	3,53,77,904	3,53,77,904	3,53,77,904	0	0
E-voting	64	64	79,84,884	79,84,884	69,57,388	10,27,496	0
<b>Total</b>	<b>80</b>	<b>80</b>	<b>4,33,62,788</b>	<b>4,33,62,788</b> (100.00%)	<b>4,23,35,292</b> (97.63%)	<b>10,27,496</b> (2.37%)	<b>0</b> (0.00%)
<b>Result: May be considered passed with requisite majority.</b>							

8. You may accordingly declare the result at the 28<sup>th</sup> Annual General Meeting to be held on September 29, 2014.

For Manish Ghia & Associates  
Company Secretaries



*(Handwritten Signature)*

CS Manish L. Ghia  
Partner

Place: Mumbai

Date: September 27, 2014

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