

# GITANJALI

GG/GGL/S/2015/35

January 15, 2015

Department of Corporate Services  
BSE Limited  
P.J. Towers, Dalal Street  
Mumbai - 400 001

Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra – Kurla Complex  
Bandra (E), Mumbai - 400051

Dear Sir,

Sub : Clause 49 of Listing Agreement

Ref : 1. BSE: Scrip code – 532715  
2. NSE: Scrip Symbol - GITANJALI

With reference to above, please find enclosed herewith Corporate Governance Report of the Company for the quarter ended December 31, 2014.

Thanking You.

Yours truly,

For Gitanjali Gems Limited



(Pankhuri Warange)  
Company Secretary

**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

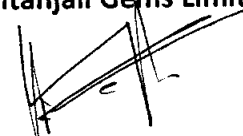
## Quarterly Compliance Report on Corporate Governance

Name of the Company: Gitanjali Gems Limited

Quarter ending on: December 31, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No/N.A.	Remarks
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49(II A)	Yes	
(B) Independent Directors	49 (II B)	Yes	
(C) Non-executive Directors' compensation and Disclosure	49(II C)	Yes	
(D) Other provisions as to Board and Committees	49 (II D)	Yes	
(E) Code of Conduct	49 (II E)	Yes	
(F) Whistle Blower Policy	49 (II F)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (III A)	Yes	
(B) Meeting of Audit Committee	49 (III B)	Yes	
(C) Powers of Audit Committee	49 (III C)	Yes	
(D) Role of Audit Committee	49 (III D)	Yes	
(E) Review of Information by Audit Committee	49 (III E)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	Yes	
<b>VI. Risk Management</b>	49(VI)	Yes	
<b>VII. Related Party Transactions</b>	49(VIII)		
<b>VIII. Disclosures</b>	49 (VIII)	Yes	
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49(VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	Yes	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	
<b>X. Report on Corporate Governance</b>	49 (X)	Yes	
<b>XI. Compliance</b>	49 (XI)	Yes	

For Gitanjali Gems Limited

  
(Pankhuri Warange)  
Company Secretary