

GITANJALI

GG/GGL/S/2017/174

July 12, 2017

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 : Corporate Governance Report pursuant to regulation 27 (2) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015

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

With reference to above, please find enclosed herewith Corporate Governance Report in Annexure I for the quarter ended June 30, 2017.

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

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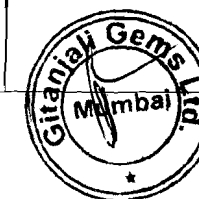
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REPORT ON CORPORATE GOVERNANCE**Annexure I**

1. Name of Listed Entity : Gitanjali Gems Limited

2. Quarter ending : June 30, 2017

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/ Executive/No n- Executive/ind ependent/No minee) &	Date of Appointment in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Mehul C. Choksi	AABPC1451E	Chairman- Executive	Original Date of Appointment- 21.08.1986 Appointment for current term- 01.08.2012	-	1	1	0
		00060099						
Mr.	Dhanesh V. Sheth	AAEPS3776M	Non-Executive Non- Independent	01.08.1990	-	1	0	0
		00120257						
Mr.	Krishnan Sangameshwaran	AFOPK5309R	Independent	Original Date of Appointment - 25.10.2005 Appointment for current term - 29.09.2014	Upto 28.09.2019	1	2	1
		00015745						
Ms.	Nazura Yash Ajaney	ALVPA4060E	Independent	Original Date of Appointment - 13.08.2014 Appointment for current term - 29.09.2014	Upto 30.09.2018	2	2	1
		06947881						



\$PAN number of any director would not be displayed on the website of Stock Exchange
 &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
 * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

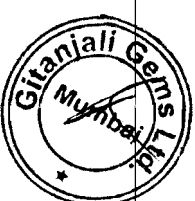
II. Composition of Committees

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$</i>
1. Audit Committee	Mr. S. Krishnan	Chairperson – Independent
	Ms. Nazura Ajaney	Independent
	Mr. Mehul C. Choksi	Executive
2. Nomination & Remuneration Committee	Mr. S. Krishnan	Chairperson – Independent
	Ms. Nazura Ajaney	Independent
	Mr. Dhanesh Sheth	Non-Executive Non-Independent
3. Risk Management Committee(if applicable)		Not Applicable
4. Stakeholders Relationship & Investor's Grievance Committee	Ms. Nazura Ajaney	Chairperson – Independent
	Mr. S. Krishnan	Independent

\$Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen



III. Meeting of Board of Directors			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
February 14, 2017	May 30, 2017	104 Days	
IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
May 30, 2017 - Audit Committee	Yes	February 14, 2017 - Audit Committee	104 Days
May 30, 2017 - Stakeholders Relationship and Investor's Grievance Committee	Yes	February 14, 2017 - Stakeholders Relationship and Investor's Grievance Committee	104 Days
May 30, 2017 - Nomination and Remuneration Committee	Yes	-	-
May 30, 2017 - Corporate Social Responsibility Committee	Yes	-	-
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
<i>Subject</i>		<i>Compliance status (Yes/No/NA)</i>	
Whether prior approval of audit committee obtained		Yes	



Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities) – **Not Applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. ~~This report and/or~~ the report submitted in the previous quarter has been placed before Board of Directors, directors have perused the report and they do not have any comments /observations/advice thereon.

For Gitanjali Gems Limited



(Pankhuri Warange)
Company Secretary

