

# GITANJALI

GG/GGL/S/2017/322

December 01, 2017

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. : Results of Postal Ballot

- Ref.: 1. BSE Scrip Code: 532715  
2. NSE Scrip Symbol: GITANJALI  
3. Notice of Postal Ballot dated September 28, 2017

With regard to captioned subject and reference quoted above we wish to inform you that Mr. Manish L. Ghia, Partner M/s. Manish Ghia & Associates, Practicing Company Secretary, who was appointed as scrutinizer for postal ballot process has submitted his report today. In accordance with the said report the shareholders have approved resolution with requisite majority as contained in the Postal Ballot notice dated September 28, 2017. The details of voting are as under:

**Resolution for issue of 10 (Ten) Zero percent fully Convertible Debentures to HT Media Limited on preferential basis**

Votes in Favour	Votes Against
68884332	55552

The approval is deemed to have been received on the last date of receipt of postal ballot forms, i.e. on November 30, 2017.

We enclosed herewith result of postal ballot exercise in the format as prescribed under Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The same shall be available on the Company's website at [www.gitanjali group.com](http://www.gitanjali group.com).

You are requested to take the same on records.

Thanking You,

Yours faithfully,

For Gitanjali Gems Limited

  
(Pankhuri Warange)  
Company Secretary



Gitanjali Gems Limited

Registered Office: A-1, 7th Floor, Laxmi Towers, Bandra Kurla Complex, Bandra (East), Mumbai – 400051, India

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

CIN - L36911MH1986PLC040689

Details of Voting Results

Date of declaration of Result of Postal Ballot	December 01, 2017
Total number of shareholders on record date i.e. October 20, 2017	67945
Total number of shareholders present in the meeting either in person or through proxy (Through Postal Ballot):	
a. Promoters and Promoter Group b. Public	Not Applicable Not Applicable
Number of Shareholders attended the meeting through Video conferencing :	
a. Promoters and Promoter Group b. Public	Not Applicable Not Applicable

Details of the Agenda

Special Resolution for issue of 10 (Ten) Zero percent fully Convertible Debentures to HT Media Limited on preferential basis

Resolution required (Ordinary / Special)			Special Resolution					
Whether promoter / promoter group are interested in the agenda / resolution			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100]	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36321761	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		36321761	100.00	36321761	0	100.00	0.00
	Total		36321761	36321761	100.00	36321761	0	100.00
Public Institutions	E-Voting	14545141	10833947	74.48	10833947	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		14545141	10833947	74.48	10833947	0	100.00
Public Non	E-Voting	67749103	21783544	32.15	21728027	55517	99.75	0.25



*Gitanjali Gems Limited*

Institutions	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot			632	0.00	597	35	94.46
Total		67749103	21784176	32.15	21728624	55552	99.74	0.26
Total		118616005	68939884	58.12	68884332	55552	99.92	0.08

For Gitanjali Gems Limited



(Pankhuri Warange)  
Company Secretary



CONFIDENTIAL

1<sup>st</sup> December, 2017

To

Mr. Mehul Choksi  
Chairman and Managing Director  
Gitanjali Gems Limited  
A-1, 7<sup>th</sup> Floor, Laxmi Tower,  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051

Respected Sir,

**Sub.: Scrutinizer's Report for passing of resolution through Postal Ballot Process and E-Voting**

I have completed the assignment as the Scrutinizer for the Postal Ballot process as given under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and I submit herewith my report for your necessary further action.

I shall return the ballot papers, register and records soon after your declaration of the result and signing of the minutes of the meeting held for declaration of the result of Postal Ballot process.

I request you to preserve the ballot papers, register and records as required under Rule 22 of Companies (Management and Administration) Rules, 2014.

Thanking you,

For Manish Ghia & Associates  
Company Secretaries



*[Signature]*  
CS Manish L. Ghia  
Partner

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

Encl: A/a

**SCRUTINIZER'S REPORT**

*[Pursuant to Section 110 of the Companies Act, 2013 and  
Rule 20 & 22 of Companies (Management and Administration) Rules, 2014]*

To  
Mr. Mehul Choksi  
Chairman and Managing Director  
**Gitanjali Gems Limited**  
A-1, 7<sup>th</sup> Floor, Laxmi Tower,  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400 051

Respected Sir,

**Sub: Scrutinizer's Report for passing of resolution through Postal Ballot Process and E - Voting**

I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company at its meeting held on 28<sup>th</sup> September, 2017 for conducting the voting through Postal Ballot (Physical and E-voting) process for seeking approval of members for following matter:

- a. Special Resolution for Issue of 10 (Ten) Zero Percent Fully Convertible Debentures to HT Media Limited on preferential basis.
  1. The Postal Ballot voting process has been completed and now I submit my report as under:
    - 1.1 The Company completed the dispatch of Postal Ballot Notice dated 28<sup>th</sup> September, 2017 along with Postal Ballot Form and self-addressed Postage Prepaid Envelope to its members through e-mail whose email id is registered with the Registrar and Share Transfer Agent/ Depositories and dispatched through courier on Tuesday, 31<sup>st</sup> October, 2017, whose names appeared in the Register of Members/List of Beneficiaries as on the cut-off date (Record date) being Friday, 20<sup>th</sup> October, 2017
    - 1.2 As per provisions of Rule 20 & 22 of Companies (Management and Administration) Rules, 2014, the Company has published advertisement about completion of dispatch of Postal Ballot Notice and providing E-voting facility in English Newspaper "Business Standard" and Marathi Newspaper "Navshakti" on Wednesday, 1<sup>st</sup> November, 2017.



- 1.3 Particulars of all the Postal Ballot Forms received from the members have been entered in a register separately maintained for the purpose.
- 1.4 All Postal Ballot Forms received upto 5.00 p.m. on Thursday, 30<sup>th</sup> November, 2017, being the last date and time fixed by the Company for receipt of the forms, are considered for my scrutiny.
- 1.5 The Postal Ballot Forms were duly opened on Thursday, 30<sup>th</sup> November, 2017 after 05.00 p.m. in my presence and scrutinized. The Shareholding was matched/confirmed with the Register of Members of the Company / List of Beneficiaries as on Friday, 20<sup>th</sup> October, 2017.
- 1.6 The e-voting period commenced on 1<sup>st</sup> November, 2017 (9:00 am onwards) and ended on 30<sup>th</sup> November 2017 (05.00pm) through Karvy Computershare Private Limited, the agency engaged by the Company to provide e-voting facility for Postal Ballot Process.
- 1.7 The data for e-voting was downloaded after the e-voting module was disabled by Karvy Computershare Private Limited on Thursday, 30<sup>th</sup> November, 2017 (05.00 p.m.).
- 1.8 The e-voting data was scrutinized for verification of votes cast in favour and against the resolution.
- 1.9 The Company has not received any envelope containing Postal Ballot form after 30<sup>th</sup> November 2017 (5.00 p.m.).
- 1.10 Only One Envelopes were returned undelivered containing Postal Ballot forms for Notice dated 28<sup>th</sup> September, 2017
2. The summary of the voting through Postal Ballot Forms received and electronic means is as follows:



Resolution No.1

Particulars		Special Resolution for Issue of 10 (Ten) Zero Percent Fully Convertible Debentures to HT Media Limited on preferential basis.						
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	36321761	0	0.00	0	0	0.00	0.00
	Ballot forms		36321761	100.00	36321761	0	100.00	0.00
	<b>Total (A)</b>	<b>36321761</b>	<b>36321761</b>	<b>100.00</b>	<b>36321761</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Institutions	E-Voting	14545141	10833947	74.48	10833947	0	100.00	0.00
	Ballot forms		0	0	0	0	0.00	0.00
	<b>Total (B)</b>	<b>14545141</b>	<b>10833947</b>	<b>74.48</b>	<b>10833947</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public-Non Institutions	E-Voting	67749103	21783544	32.15	21728027	55517	99.75	0.25
	Ballot forms		632	0.00	597	35	94.46	5.54
	<b>Total (C)</b>	<b>67749103</b>	<b>21784176</b>	<b>32.15</b>	<b>21728624</b>	<b>55552</b>	<b>99.74</b>	<b>0.26</b>
<b>Total (A+B+C)</b>		<b>118616005</b>	<b>68939884</b>	<b>58.12</b>	<b>68884332</b>	<b>55552</b>	<b>99.92</b>	<b>0.08</b>
<b>Result: Passed with requisite majority.</b>								



# Manish Ghia & Associates

You may accordingly declare the result of the voting by Postal Ballot.

Thanking You.

For Manish Ghia & Associates  
Company Secretaries



A handwritten signature in black ink, appearing to read "m l ghia".

CS Manish L. Ghia  
Partner

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

Place: Mumbai  
Date: 1<sup>st</sup> December, 2017

Countersigned by

A handwritten signature in black ink, consisting of several overlapping strokes.

Chairman/ Authorised Person  
Gitanjali Gems Limited



Place: Mumbai  
Date: 01/12/2017