

GITANJALI

GG/GGL/S/2014/119

September 09, 2014

The Listing Department
Bombay Stock Exchange 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 : Result of Postal Ballot

Ref : (a) BSE Scrip Code – 532715
(b) NSE Scrip Symbol – GITANJALI
(C) Notice of Postal Ballot dated August 01, 2014

With reference 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 Secretaries, who was appointed as scrutinizer for aforesaid postal ballot process has submitted his report today. In accordance with the said report the shareholders has approved all the special resolutions as contained in the Postal Ballot notice dated August 01, 2014. The details of voting are as under :

1. Special Resolution for issue of warrants on preferential basis up to amount not exceeding Rs. 175 crores to persons other than promoter as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009

Votes in favour	Votes against
3,94,07,585	41,35,454

2. Special Resolution under section 180(1)(c) of the Companies Act, 2013 for borrowing powers of the Board of Directors upto Rs. 10000 crores

Votes in favour	Votes against
4,35,11,377	31,391

3. Special Resolution under section 180(1)(a) of the Companies Act, 2013 for creation of charge/Hypothecation/Mortgage of Moveable and immoveable properties of the Company.

Votes in favour	Votes against
4,34,98,365	44,098

4. Special Resolution to invest /make loan(s) /give any guarantee(s)/provide any security(ies) under section 186 of Companies Act, 2013 upto a limit not exceeding Rs.7500 crores

Votes in favour	Votes against
3,93,95,782	41,45,906

We enclosed herewith result of postal ballot in the format as prescribed under clause 35A of Listing Agreement. You are requested to take same on record.

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 (E), Mumbai – 400 051, India

T: 022 40354600 / 01 F: 40354602 • www.gitanjaligroup.com

CIN No - L36911MH1986PLC040689

Details of Voting Results

Date of result of Postal Ballot	September 09, 2014
Total Number of shareholders on record date	70632
Total Number of shareholders present in the meeting either in person or through proxy(Through Postal ballot) Promoters and Promoter Group : Public:	Not Applicable Not Applicable
No. of Shareholders attended the meeting through Video conferencing Promoters and Promoter Group : Public :	Not Applicable Not Applicable

Details of the Agenda

1. Resolution for issue of warrants on preferential basis up to amount not exceeding Rs. 175 crores to persons other than promoter as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009

Resolution required : Special Resolution
Mode of voting : Postal Ballot and E-voting

Incase of Postal Ballot/E-voting :

Promoter/ Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/ (1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*100	% of Votes against on votes polled (7)=[(5)/ (2)]*100
Promoter and Promoter Group	35376904	35376904	100%	35376904	0	100%	0%
Public – Institutional holders	18499188	7438168	40.21%	3329134	4109034	44.76%	55.24%
Public-Others	44244359	727967	1.65%	701547	26420	96.37%	3.63%
Total	98120451	43543039	44.38%	39407585	4135454	90.50%	9.50%

* Excludes invalid / abstained votes.

2. Resolution under section 180(1)(c) of the Companies Act, 2013 for borrowing powers of the Board of Directors upto Rs. 10000 crores

Resolution required : Special Resolution
Mode of voting : Postal Ballot and E-voting

Incase of Postal Ballot/E-voting:

Promoter/Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	35376904	35376904	100%	35376904	0	100%	0%
Public – Institutional holders	18499188	7438168	40.21%	7436385	1783	99.98	0.02%
Public-Others	44244359	727696	1.64%	698088	29608	95.93%	4.07%
Total	98120451	43542768	44.38%	43511377	31391	99.93%	0.07%

* Excludes invalid / abstained votes.

3. Resolution under section 180(1)(a) of the Companies Act, 2013 for creation of charge/Hypothecation/Mortgage of Moveable and immoveable properties of the Company.

Resolution required : Special Resolution
Mode of voting : Postal Ballot and E-voting

Incase of Postal Ballot/E-voting:

Promoter/Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	35376904	35376904	100%	35376904	0	100%	0%
Public – Institutional holders	18499188	7438168	40.21%	7436385	1783	99.98%	0.02%
Public-Others	44244359	727391	1.64%	685076	42315	94.18%	5.82%
Total	98120451	43542463	44.38%	43498365	44098	99.90%	0.10%

* Excludes invalid / abstained votes.

Gitanjali Gems Limited

4. Resolution to invest / make loan(s) / give any guarantee(s) / provide any security(ies) under section 186 of Companies Act, 2013 upto a limit not exceeding Rs.7500 crores

Resolution required : Special Resolution
Mode of voting : Postal Ballot and E-voting

Incase of Postal Ballot/E-voting :

Promoter/Public	No. of shares held (1)	No. of votes polled* (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	35376904	35376904	100%	35376904	0	100%	0
Public – Institutional holders	18499188	7438168	40.21%	3323323	4114845	44.68%	55.32%
Public-Others	44244359	726616	1.64%	695555	31061	95.73%	4.27%
Total	98120451	43541688	44.38%	39395782	4145906	90.48%	9.52%

* Excludes invalid / abstained votes.

For Gitanjali Gems Limited



(Pankhuri Warange)
Company Secretary

CONFIDENTIAL

9th September, 2014

To,
Mr. Mehul Choksi - Chairman & Managing Director
Gitanjali Gems Limited
A-1, 7th Floor, Laxmi Tower,
Bandra-Kurla Complex,
Bandra (East), Mumbai - 400051

Respected Sir,

I have completed the assignment as scrutinizer for the Postal Ballot process under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 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 and register and records as required under Rule 22 of Companies (Management and Administration) Rules, 2014.

Thanking you,

For Manish Ghia & Associates
Company Secretaries

CS Manish L. Ghia
Partner

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



SCRUTINIZER'S REPORT

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

To,
Mr. Mehul Choksi - Chairman & Managing Director
Gitanjali Gems Limited
A-1, 7th Floor, Laxmi Tower,
Bandra-Kurla Complex,
Bandra (East), Mumbai - 400051

Respected Sir,

Sub.: Scrutinizer's Report for passing of resolutions through Postal Ballot Process

The Board of Directors of the Company at its meeting held on 1st August, 2014 appointed me as Scrutinizer for conducting the postal ballot voting process seeking approval of members for the following matters:

- a. Special Resolution under Section 42 and 62(1)(c) of the Companies Act, 2013 and as per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009 for issue of 2,38,05,296 convertible warrants on preferential basis to persons other than promoter;
 - b. Special Resolution under Section 180(1)(c) of the Companies Act, 2013 to increase the borrowing powers of the Company upto Rs. 10,000 Crores;
 - c. Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charge/Hypothecation/Mortgage on Moveable and immoveable properties of the Company;
 - d. Special Resolution to invest /make loan(s) /give any guarantee(s)/provide any security(ies) under Section 186 of Companies Act, 2013 upto a limit not exceeding Rs. 7,500 Crores.
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 1st August, 2014 along with Postal ballot forms and self addressed Business Reply envelopes on 8th August, 2014 to its members, whose names appeared in the Register of Members / list of beneficiaries on 1st August, 2014.

The e-voting commenced on 8th August, 2014 and ended on 6th September, 2014.



- 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 the close of working hours of 6th September, 2014, being the last date and time fixed by the Company for receipt of the forms, are considered for my scrutiny.
 - 1.5 The shareholding was matched / confirmed with the Register of Members of the Company / list of beneficiaries as on 1st August, 2014.
 - 1.6 The data for e-voting was downloaded after the e -voting module was disabled by the Karvy Computershare Private Limited on 6th September, 2014 (06.00 p.m.).
 - 1.7 The e-voting data was scrutinized for verification of votes cast in favour and against the resolutions.
 - 1.8 3 envelopes containing Postal Ballot forms were received after 6th September, 2014, which are not considered.
 - 1.9 No envelopes were returned undelivered containing Postal Ballot forms.
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 warrants on preferential basis to persons other than promoter as per Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2009.						
Voting pattern	No. of shareholders voted		Votes		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstain
Ballot Form	24	23	3,59,46,044	3,53,78,044	3,53,77,844	200	0
E-voting	264	264	81,98,550	81,98,550	40,29,741	41,35,254	33,335
Total	288	287	4,41,44,594	4,35,76,594 (100%)	3,94,07,585 (90.43%)	41,35,454 (9.49%)	33,335 (0.08%)
Result: May be considered passed with requisite majority.							



Resolution No. 2

Particulars	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing powers of the Board of Directors upto Rs. 10,000 Crores.						
Voting pattern	No. of shareholders voted		Votes		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstain
Ballot Form	24	23	3,59,46,044	3,53,78,044	3,53,77,844	200	0
E-voting	264	264	81,98,550	81,98,550	81,33,533	31,191	33,481
Total	288	287	4,41,44,594	4,35,76,594 (100%)	4,35,11,377 (99.85 %)	31,391 (0.07%)	33,481 (0.08%)
Result: May be considered passed with requisite majority.							

Resolution No. 3

Particulars	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charge/Hypothecation/Mortgage of Moveable and immoveable properties of the Company.						
Voting pattern	No. of shareholders voted		Votes		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstain
Ballot Form	24	23	3,59,46,044	3,53,78,044	3,53,77,844	200	0
E-voting	264	264	81,98,550	81,98,550	81,20,521	43,898	33,856
Total	288	287	4,41,44,594	4,35,76,594 (100%)	4,34,98,365 (99.82%)	44,098 (0.10%)	33,856 (0.08%)
Result: May be considered passed with requisite majority.							



Resolution No. 4

Particulars	Special Resolution to invest /make loan(s) /give any guarantee(s)/provide any security(ies) under section 186 of Companies Act, 2013 upto a limit not exceeding Rs. 7,500 Crores.						
Voting pattern	No. of shareholders voted		Votes		Valid votes casted		
	Total received	Valid	Total	Valid	In favour	Against	Abstain
Ballot Form	24	23	3,59,46,044	3,53,78,044	3,53,77,844	200	0
E-voting	264	264	81,98,550	81,98,550	40,17,938	41,45,706	34,646
Total	288	287	4,41,44,594	4,35,76,594 (100%)	3,93,95,782 (90.41%)	41,45,906 (9.51%)	34,646 (0.08%)
Result: May be considered passed with requisite majority.							

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

Place: Mumbai
Date: 9th September, 2014

For Manish Ghia & Associates
Company Secretaries



[Signature]
CS Manish L. Ghia
Partner
M. No. FCS 6252 C. P. No.3531