

Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015

ANNEXURE-I

1. Name of Listed Entity: **Gems Commercial Co. Ltd.**
 2. Quarter ending: **30-Jun-18**

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)*	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
Mr.	Rajat Kumar	PAN: AVGPK3223Q DIN: 06535125	Managing Director	9/30/2013	N/A	2	3	0
Mr.	Raj Kumar	PAN: AZRPK6579Q DIN: 06535325	Executive Director	24-03-2015*	N/A	1	3	0
Mr.	Pankaj Baradia	PAN: ADAPB6574H DIN: 02696025	Independent Director	4/1/2013	63 Months	1	2	0
Ms.	Ritika Nanda	PAN: ASZPN9770H DIN: 06553679	Independent Director	8/14/2013	58.5 Months	1	3	3

* Mr. Raj Kumar was originally appointed as Non-Executive Director on 14/05/2013 and appointed as Whole Time Director w.e.f 24/03/2015.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	1. Mr. Raj Kumar 2. Mr. Pankaj Baradia 3. Ms. Ritika Nanda (Chairman of the committee)	Executive Independent Independent
2. Nomination & Remuneration Committee	1. Mr. Raj Kumar 2. Mr. Pankaj Baradia 3. Ms. Ritika Nanda (Chairman of the committee)	Executive Independent Independent
3. Risk Management Committee (if applicable)	NA	
4. Stakeholders Relationship Committee	1. Mr. Raj Kumar 2. Ms. Ritika Nanda (Chairman of the committee)	Executive Independent

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
2/5/2018	5/21/2018	105

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
5/21/2018	Yes, Audit Committee, all members were present at meeting	2/5/2018	105

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	N/A
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	N/A

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee
 - Nomination & remuneration committee
 - Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here.

For Gems Commercial Co. Ltd.

[Signature]
Director/Authorised Signatory
 (Managing Director)

Date: 09/07/2018
 Place: New Delhi