

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

- 1 Name of Listed Entity: **Gems Commercial Co. Ltd.**
 2 Quarter ending: **30-Jun-19**

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁶	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	30-09-13	N/A	2	5	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	30-05-2019 (cessation)	75 Months	0	0	0
Ms.	Ritika Nanda	PAN: ASZPN9770H DIN: 06553679	Independent Director	14-08-13	70.5 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. Rajat Kumar 3. Ms. Ritika Nanda (Chairman of the committee)	Executive Executive Independent
2. Nomination & Remuneration Committee#	1. Mr. Raj Kumar 2. Mr. Rajat Kumar 3. Ms. Ritika Nanda (Chairman of the committee)	Executive Executive 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

#committees reconstituted on May 30, 2019 due to resignation of Mr. Pankaj Baradia (Independent Director)

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)
11-02-19	10-04-2019, 30-05-2019	58 days

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
30-05-19	Yes, all the members were present at the meeting	11-02-19	108 days

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.

Rajat Kumar
(Managing Director)

Date: 08-07-2019
Place: New Delhi

Director/Authorised Signatory