

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

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

## 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	5	0
Mr.	Raj Kumar	PAN: AZRPK6579Q DIN: 06535325	Executive Director	24-03-2015*	N/A	1	3	0
Ms.	Ritika Nanda	PAN: ASZPN9770H DIN: 06553679	Independent Director	8/14/2013	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)
10-04-2019, 30-05-2019	8/8/2019	69 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
8/8/2019	Yes, all the members were present at the meeting	5/30/2019	69 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.  
 10/10/19

Rajat Kumar  
 (Managing Director)

Date: 10-10-2019  
 Place: New Delhi

**Corporate Governance Report at the end of 6 months after end of financial year**

Name of the Company **GEMS Commercial Co Limited**  
 Half Year ended **30-Sep-19**

**I Affirmations**

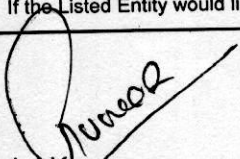
Broad heading	Regulation	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.

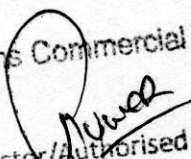
2 If status is "No" details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.

  
 Rajat Kumar  
 Managing Director

Date: 10/10/2019

Place: New Delhi

For GEMS Commercial Co. Ltd.  
  
 Director/Authorised Signatory