

# GEMS COMMERCIAL COMPANY LTD.

Admin. Office:

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New Delhi - 110008 Ph: +911125769111 (Multiple Lines)

CIN: L51109WB1983PLC035777

Email: satishagarwal307@yahoo.com

The Secretary

The Calcutta Stock Exchange Ltd

7- Lyons Range

Kolkata - 700001

January 12, 2016

Ref	CSE Scrip Code = 17131
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**Sub:** Compliance Report on Corporate Governance under Regulation 27(2) of SEBI (Listing obligations & Disclosure Requirements) Regulations 2015

Dear Sir,

Pursuant to requirement of the Regulation 27(2) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, read with other applicable provisions if any, Please find enclosed herewith Compliance Report on Corporate Governance for the Quarter ended December 31, 2015.

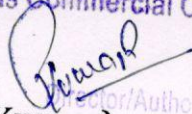
Please acknowledge receipt.

Thanking You

Yours faithfully

**For Gems Commercial Co. Ltd.**

For Gems Commercial Company Ltd.

  
(Rajat Kumar)

Director/Authorised Signatory  
Managing Director

Encl: Corporate Governance Report for Quarter ended on September 30, 2015.

Registered Office: 11C, Ram Mohan Dutta Road, Ground Floor, Kolkata - 700020

SP PATEL NAGAR EAST <110008>  
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**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: **31st December, 2015**

**I. Composition of Board of Directors**

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/N on-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	30/09/2013	N/A			
Mr.	Raj Kumar	PAN: AZRPK6579Q DIN: 06535325	Executive Director/CFO	24/03/2015	N/A	4	1	1
Mr.	Pankaj Baradia	PAN: ADAPB6574H DIN: 02696025	Independent Director	01/04/2013	33 Months	3	1	1
Ms	Ritika Nanda	PAN: ASZPN9770H DIN: 06553679	Independent Director	14/08/2013	28Months	3	1	1

**II. Composition of Committees**

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee	1. Rajat Kumar 2. Pankaj Baradia 3. Ritika Nanda	Executive Independent Chairman
2. Nomination & Remuneration Committee	1. Rajat Kumar 2. Pankaj Baradia 3. Ritika Nanda	Executive Independent Chairman
3. Risk Management Committee(if applicable)		
4. Stakeholders Relationship Committee'	1. Rajat Kumar 2. Ritika Nanda	Member Chairman

**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)
28-07-2015, 21-09-2015	07/11/2015	55 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
07/11/2015	Yes, Audit Committee, all members were present at meeting	28/07/2015	102 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:

Date: 12-01-2016  
Place: New Delhi

For GEMS Commercial Co Ltd.  
*Rajat Kumar*  
Rajat Kumar  
(Managing Director)

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**ANNEXURE II**

**I. Disclosure on website in terms of Listing Regulations**

Item	Compliance status
Details of business	
Terms and conditions of appointment of independent directors	
Composition of various committees of board of directors	Investment
Code of conduct of board of directors and senior management personnel	

For Gems Commercial Company Ltd.

*Rajat Kumar*  
Rajat Kumar  
Authorized Signatory

Details of establishment of vigil mechanism/ Whistle Blower policy  
 Criteria of making payments to non-executive directors  
 Policy on dealing with related party transactions  
 Policy for determining 'material' subsidiaries  
 Details of familiarization programmes imparted to independent directors  
 Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances  
 email address for grievance redressal and other relevant details  
 Financial results  
 Shareholding pattern  
 Details of agreements entered into with the media companies and/or their associates  
 New name and the old name of the listed entity

011-25769111  
 sai\_circulars@yahoo  
 Yes  
 Yes

**II Annual Affirmations**

**Particulars**

**Regulation Number**

**Compliance status**

Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition		Yes
Meeting of Board of directors	17(1)	Yes
Review of Compliance Reports	17(2)	Yes
Plans for orderly succession for appointments	17(3)	Yes
Code of Conduct	17(4)	Yes
Fees/compensation	17(5)	Yes
Minimum Information	17(6)	Yes
Compliance Certificate	17(7)	Yes
Risk Assessment & Management	17(8)	Yes
Performance Evaluation of Independent Directors	17(9)	Yes
Composition of Audit Committee	17(10)	Yes
Meeting of Audit Committee	18(1)	Yes
Composition of nomination & remuneration committee	18(2)	Yes
Composition of Stakeholder Relationship Committee	19(1) & (2)	Yes
Composition and role of risk management committee	20(1) & (2)	Yes
Vigil Mechanism	21(1),(2),(3),(4)	Yes
Policy for related party Transaction	22	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(1),(5),(6),(7) & (8)	Yes
Approval for material related party transactions	23(2), (3)	Yes
Composition of Board of Directors of unlisted material Subsidiary	23(4)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(1)	N/A
Maximum Directorship & Tenure	24(2),(3),(4),(5) & (6)	Yes
Meeting of independent directors	25(1) & (2)	Yes
Familiarization of independent directors	25(3) & (4)	Yes
Memberships in Committees	25(7)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(1)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(3)	Yes
Policy with respect to Obligations of directors and senior management	26(4)	Yes
Note	26(2) & 26(5)	Yes

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.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.  
 Rajat Kumar  
 Managing Director

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

ANNEXURE III

**I Affirmations**

**Broad heading**

**Regulation Number**

**Compliance status (Yes/No/NA) refer note below**

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)	NA
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.  
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Rajat Kumar  
 Managing Director

For Gems Commercial Company Ltd.

*Rajat Kumar*  
 Authorised Signatory