

# GEMS COMMERCIAL COMPANY LTD.

**Admin. Office:**

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New Delhi - 110008  
Lines)  
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**The Secretary**  
**Kolkata Stock Exchange Ltd**  
7- Lyons Range  
Kolkata - 700001

October 12, 2015

Ref	Company No = 17131
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Dear Sir,

**Sub: Submission of Corporate Governance Report under clause 49 of Listing Agreement for Quarter ended on September 30, 2015**

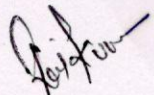
Pursuant to Clause 49 of Listing Agreement, please find enclosed copy of the Corporate Governance Report for the Quarter ended on September 30, 2015,

Kindly acknowledge receipt.

Thanking You

Yours faithfully

**For Gems Commercial Co. I**



**(Raj Kumar)**

**Director**

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

Registered Office: 21F, Deodhar Street, Kolkata - 700019



## Annexure - XI to the Listing Agreement

### Format of Quarterly Compliance Report on Corporate Governance

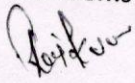
Name of the Company: GEMS Commercial Co. Limited

Quarter ending on: 30<sup>th</sup> September, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	49(II)		
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49(IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49(IIE)	Yes	
(F) Whistle Blower Policy	49(IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit committee	49(IIIA)	Yes	
(B) Meeting of Audit Committee	49(IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49(IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	
<b>V. Subsidiary Companies</b>	49 (V)	NA	
<b>VI. Risk Management</b>	49(VI)	Yes	
<b>VII. Related Party Transactions</b>	49(VII)	Yes	
<b>VIII. Disclosures</b>	49(VIII)		
(A) Related party transactions	49(VIIIA)	Yes	No material transactions with related parties
(B) Disclosure of Accounting Treatment	49(VIIIB)	NA	
(C) Remuneration of Directors	49 (VIIIC)	Yes	
(D) Management	49 (VIID)	Yes	

(E) Shareholders	49 (VIII E)	Yes	Complied in Notice of 32 <sup>nd</sup> AGM held on Sep 25, 2015
(F) Disclosure of resignation of directors	49 (VIIF)	NA	
(G) Disclosure of formal letter of appointment	49 (VIIG)	NA	
(H) Disclosures in the Annual report	49 (VIHH)	Yes	
(I) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIHH)	NA	
<b>IX. CEO/CFO Certification</b>	49(IX)	Yes	Complied in 32 <sup>nd</sup> Annual Report
<b>X. Report on Corporate Governance</b>	49(X)	Yes	Complied in 32 <sup>nd</sup> Annual Report
<b>XI. Compliance</b>	49(XI)	Yes	

For Gems Commercial Co. Ltd.



(Raj Kumar)  
Director