

GEMS COMMERCIAL CO LTD.

CIN: L51109WB1983PLC035777

Admin. Office:

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The President
Kolkata Stock Exchange Ltd
7- Lyons Range
Kolkata - 700001

Date: January 06, 2018

Ref CSE Scrip Code = 17131 & 10017131

Sub: Shareholding Pattern under Regulation 31(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 for Quarter ended on December 31, 2017.

Dear Sir/Madam,

Pursuant to requirement of Regulation 31(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, read with other applicable provisions, if any, please find enclosed herewith Shareholding Pattern for the Quarter ended on December 31, 2017.

Please acknowledge the receipt

Thanking you

Yours faithfully

For Gems Commercial Co. Ltd.


Rajat Kumar
(Managing Director)
(DIN: 06535125)

For Gems Commercial Co. Ltd.

Director/Authorised Signatory



Encl: Share Holding Pattern for Quarter ended on December 31, 2017.

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: **31-Dec-17**

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 | 57 Months | 1 | 2 | 0 |
| Ms. | Ritika Nanda | PAN: ASZPN9770H DIN: 06553679 | Independent Director | 8/14/2013 | 52.5 Months | 1 | 3 | 3 |

* Mr. Raj Kumar was originally appointed as Non-Executive Director on 14/09/2013 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) |
|---|---|---|
| 8/8/2017 | 11/8/2017 | 89 |

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 |
|---|---|---|--|
| 11/8/2017 | Yes, Audit Committee, all members were present at meeting | 8/8/2017 | 89 |

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

Director/Authorised Signatory
(Managing Director)