



SEPTEMBER 27, 2019

THE MANAGER, BSE LIMITED	THE GENERAL MANAGER, NATIONAL STOCK EXCHANGE OF INDIA LIMITED
PHIROZE JEEJEEBHOY TOWERS	EXCHANGE PLAZA,
DALAL STREET	BANDRA KURLA COMPLEX, BANDRA (E),
MUMBAI – 400001	MUMBAI – 400051
<u>BSE CODE: 533189</u>	<u>NSE CODE: GOENKA</u>

**SUBJECT: SUBMISSION OF SCRUTINIZERS REPORT FOR THE 29TH ANNUAL GENERAL MEETING HELD ON
SEPTEMBER 27, 2019**

DEAR SIR/MADAM,

IN COMPLIANCE OF REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), REGULATIONS, 2015, PLEASE FIND ENCLOSED HERewith SCRUTINIZERS REPORT FOR VOTING DONE THROUGH E-VOTING AND POLL AT THE 29TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SEPTEMBER 27, 2019 AT C – 114, SHIVAJI MARG, VIJAYPATH, TILAK NAGAR, JAIPUR – 302 004 .

KINDLY TAKE ON THE RECORD AND OBLIGE.

THANKING YOU,
YOURS FAITHFULLY,
FOR **GOENKA DIAMOND AND JEWELS LIMITED**


NANDLAL GOENKA
DIRECTOR



GOENKA DIAMOND AND JEWELS LIMITED

Corp. Off.: 1305, Panchratna, Opera House, Mumbai 400 004, India Tel.: (022) 2361 3102, 2362 0222 Fax : (022) 2367 6020
Regd. Off.: 401, Panchratna, M.S.B. Ka Rasta, Johari Bazar, Jaipur 302 003, India Tel.: (0141) 2574175 Fax : (0141) 2573305
e-mail : accounts@goenkadiamonds.com Website : www.goenkadiamonds.com CIN : L36911RJ1990PLC005651



VISHAL N. MANSETA (B.Com, A. C. S.)
Practicing Company Secretary

Off. No. 12, B Wing, Smital Avenue, Hatkesh Udyog Nagar Road, Near JP North,
Mira Road (East), Thane - 401107. Mob. : +91 99870 66314, +91 93217 99780
Web : www.vishalmanseta.com Email : vishal_manseta@rediffmail.com / vishal@vishalmanseta.com

To,
The Chairman,
Goenka Diamond and Jewels Limited,
401, Panchratna,
MSB Ka Rasta,
Johari Bazar,
Jaipur - 302003

Dear Sir,

Sub.: Scrutinizer's Report E-voting and Poll conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management & Administration) Rule, 2014

I, Vishal N. Manseta, Practicing Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Goenka Diamond and Jewels Limited vide resolution dated August 14, 2019, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rule, 2014, to conduct the scrutiny of electronic voting process and scrutinizer of poll.

As required under Section 101 and 108 of the Companies Act, 2013, Notice dated August 14, 2019 along with Explanatory Statement under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the Ordinary Resolutions as mentioned below:

1. To consider and adopt the Audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended March 31, 2019 including the Balance sheet as at March 31, 2019, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint M/s Ummed Jain & Co., (**Firm Reg. No.119250W**) Chartered Accountants, Mumbai as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration .

which were passed at the 29th **Annual General Meeting of the Company held on September 27, 2019.**

The Company has also availed the e-voting' facility offered by Karvy Computershare Private Limited ("**KARVY**") for conducting e-voting by the Shareholders of the Company.

The e-voting period commenced on Tuesday, September 24, 2019 at 9.00 a.m. and ended on Thursday, September 26, 2019 at 5.00 p.m. and the KARVY e-voting platform was blocked thereafter.

I have scrutinized and reviewed the voting done through electronic means and votes tendered therein and maintained a register in which necessary entries have been made in accordance with the above rules. I have also scrutinized the ballot papers submitted by the members at the meeting.



I now submit my Report as under on the result of the voting through electronic means and by poll in respect of the said Resolutions.

Date of AGM	September 27, 2019
Total number of shareholders on Cut-off Date:	13,883
Cut-off date for e-voting -	September 20, 2019
No. of shareholders Present in meeting either in person or through proxy:	
Promoters and Promoters Group:	4
Public:	35
No. of Shareholders attended the meeting through Video Conferencing:	Not arranged

Agenda –wise

Item No.	Details of the Agenda	Resolution required (Ordinary/Special)	Mode of Voting (~~Show of hands~~/Poll/Postal Ballot/E-voting)	Remarks
1.	To consider and adopt the Audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended March 31, 2019 including the Balance sheet as at March 31, 2019, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
2.	To re-appoint M/s Ummed Jain & Co., (Firm Reg. No.119250W) Chartered Accountants, Mumbai as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority



The voting details of the resolutions passed at the meeting are as under:

Sr. No.	Particulars	In favour of the Ordinary/Special Resolution(s)			Against Ordinary/Special Resolution(s)		
		Number of Members	Number of Shares	% of total number of votes cast	Number of Members	Number of Shares	% of total number of votes cast
1	To consider and adopt the Audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended March 31, 2019 including the Balance sheet as at March 31, 2019, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	29	14,22,97,491	100.00%	2	631	0.00%
2	To re-appoint M/s Ummed Jain & Co., (Firm Reg. No.119250W) Chartered Accountants, Mumbai as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration	29	14,22,97,491	100.00%	2	631	0.00%

The Chairman of the company may declare the results of the e-voting and Poll.

For Vishal N. Manseta
Practicing Company Secretary

C.P. No : 8981
ACS No. : 25183
Date : September 27, 2019
Place : Mumbai



Ordinary Resolution

1. To consider and adopt the Audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended March 31, 2019 including the Balance sheet as at March 31, 2019, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Particulars		Remote E-voting		Polling at the AGM		Consolidated Voting Results		
		No. Of Members Voted	No. Of valid votes cast	No. Of Members/ Proxy Voted	No. Of valid votes cast	Total No. Of members voted	Total No. Of votes casted	% of total number of valid votes cast
Voted in favour of the Resolution		13	10,80,58,110.00	16	3,42,39,381.00	29	14,22,97,491.00	100.00%
Voted against the Resolution		2	631.00	0	0	2	631.00	0.00%
Total		15	10,80,58,741.00	16	3,42,39,381.00	31	14,22,98,122.00	
Abstained Votes		0	-	0	-	0	-	
Invalid Votes		0	-	0	-	0	-	

Ordinary Resolution

2. To re-appoint M/s Ummed Jain & Co., (Firm Reg. No.119250W) Chartered Accountants, Mumbai as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration

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Voted against		2	631.00	0	0	2	631.00	0.00%
Total		15	10,80,58,741.00	16	3,42,39,381.00	31	14,22,98,122.00	
Abstained Votes		0	-	0	-	0	-	
Invalid Votes		0	-	0	-	0	-	

Resolution Required : (Ordinary)

1. To consider and adopt the Audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended March 31, 2019 including the Balance sheet as at March 31, 2019, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Whether promoter/ promoter group are interested in the agenda/resolution?

No

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100	No. of votes Invalid [8]
Promoter and Promoter Group	E-Voting		10,70,77,500.00	58.70%	10,70,77,500.00	-	100.00%	0.00%	0
	Poll		3,42,18,750.00	18.76%	3,42,18,750.00	-	100.00%	0.00%	0
		18,24,29,250.00							
	Postal Ballot		-	0.00%	-	-	0.00%	0.00%	0
	Total		14,12,96,250.00	0.00%	14,12,96,250.00	-	0.00%	0.00%	0
Public Institutions	E-Voting		-	0.00%	-	-	0.00%	0.00%	0
	Poll		-	0.00%	-	-	0.00%	0.00%	0
		1,29,41,023.00							
	Postal Ballot		-	0.00%	-	-	0.00%	0.00%	0
	Total		-	0.00%	-	-	0.00%	0.00%	0
Public Non Institutions	E-Voting		9,81,241.00	0.81%	9,80,610.00	631.00	99.94%	0.06%	0
	Poll		20,631.00	0.02%	20,631.00	-	100.00%	0.00%	0
		12,16,29,727.00							
	Postal Ballot		-	0.00%	-	-	0.00%	0.00%	0
	Total		10,01,872.00	0.00%	10,01,241.00	631.00	0.00%	0.00%	0
Total		31,70,00,000.00	14,22,98,122.00	44.89%	14,22,97,491.00	631.00	100.00%	0.0000	0

Resolution Required : (Ordinary)

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Promoter and Promoter Group	E-Voting		10,70,77,500.00	58.70%	10,70,77,500.00	-	100.00%	0.00%	0
	Poll		3,42,18,750.00	18.76%	3,42,18,750.00	-	100.00%	0.00%	0
		18,24,29,250.00							
	Postal Ballot		-	0.00%	-	-	0.0000	0.00%	0
	Total		14,12,96,250.00	0.00%	14,12,96,250.00	-	0.0000	0.00%	0
Public Institutions	E-Voting		-	0.00%	-	-	0.0000	0.00%	0
	Poll		-	0.00%	-	-	0.0000	0.00%	0
		1,29,41,023.00							
	Postal Ballot		-	0.00%	-	-	0.0000	0.00%	0
	Total		-	0.00%	-	-	0.0000	0.00%	0
Public Non Institutions	E-Voting		9,81,241.00	0.81%	9,80,610.00	631.00	99.94%	0.06%	0
	Poll		20,631.00	0.02%	20,631.00	-	100.00%	0.00%	0
		12,16,29,727.00							
	Postal Ballot		-	0.00%	-	-	0.00%	0.00%	0
	Total		10,01,872.00	0.00%	10,01,241.00	631.00	0.00%	0.00%	0
Total		31,70,00,000.00	14,22,98,122.00	44.89%	14,22,97,491.00	631.00	100.00%	0.0000	0