



Date : November 28, 2014

To,
The General Manager,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051

NSE Code: GOENKA

Sub.: Outcome of EGM dated 28.11.2014

Dear Sir / Madam,

This is to inform you that meeting of Shareholders of Company held on 28.11.2014 at 11.00 a.m. at 401, Panchratna, M.S.B. Ka Rasta, Jaipur – 302003 to approve the following.

1. Appointment of M/s. RSVA & Co., as Joint Statutory Auditors to fill Casual Vacancy.
2. Re-appointment of M/s. B. Khosla & Co., as Joint Statutory Auditors to fill Casual Vacancy.
3. Borrowing Powers.
4. Mortgage / Charge of Assets.

Kindly take note of the same.

Thanking you.

Yours faithfully,

For **GOENKA DIAMOND AND JEWELS LIMITED**


KUNDAN TANAWADE
COMPANY SECRETARY AND COMPLIANCE OFFICER



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 : info@goenkadiamonds.com Website : www.goenkadiamonds.com



Clause 35A – Extra – Ordinary General Meeting – RESULT / OUTCOME

Resolution No. : 1: Appointment of RSVA & Co., Chartered Accountant as Joint Statutory Auditor to fill Casual Vacancy.

Promoter/ Public	No. of Shares Held (1)	No. of Votes Polled & through e- voting (2)	% of votes Polled and e-voting 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 and e-voting (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting (7)=[(5)/(2)] *100
Promoter and Promoter Group	22,34,28,000	18,22,76,250	81.58%	18,22,76,250	NIL	100%	NIL
Public – Institutional Holders	59,93,904	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	8,75,78,096	31,764	0.04 %	31,764	NIL	100%	NIL
Total	31,70,00,000	18,23,08,014	57.51 %	18,23,08,014	NIL	100%	NIL

For **GOENKA DIAMOND & JEWELS LTD.**


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Clause 35A – Extra – Ordinary General Meeting – RESULT / OUTCOME

Resolution No. : 2: Re-appointment of B. Khosla & Co. Chartered Accountant as Joint statutory Auditor to fill Casual Vacancy.

Promoter/ Public	No. of Shares Held (1)	No. of Votes Polled & through e- voting (2)	% of votes Polled and e-voting 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 and e-voting (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting (7)=[(5)/(2)] *100
Promoter and Promoter Group	22,34,28,000	18,22,76,250	81.58%	18,22,76,250	NIL	100%	NIL
Public – Institutional Holders	59,93,904	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	8,75,78,096	31,764	0.04 %	22,764	9,000	71.67%	28.33%
Total	31,70,00,000	18,23,08,014	57.51 %	18,22,99,014	9,000	99.995%	0.005%

For **GOENKA DIAMOND & JEWELS LTD.**


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Clause 35A – Extra – Ordinary General Meeting – RESULT / OUTCOME

Resolution No. : 3: To approve borrowing power.

Promoter/ Public	No. of Shares Held (1)	No. of Votes Polled & through e- voting (2)	% of votes Polled and e-voting 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 and e-voting (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting (7)=[(5)/(2)] *100
Promoter and Promoter Group	22,34,28,000	18,22,76,250	81.58%	18,22,76,250	NIL	100%	NIL
Public – Institutional Holders	59,93,904	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	8,75,78,096	30,264	0.03 %	30,264	NIL	100%	NIL
Total	31,70,00,000	18,23,06,514	57.51 %	18,23,06,514	NIL	100%	NIL

For **GOENKA DIAMOND & JEWELS LTD.**


COMPANY SECRETARY



Clause 35A – Extra – Ordinary General Meeting – RESULT / OUTCOME

Resolution No. : 4: To approve mortgage/charge.

Promoter/ Public	No. of Shares Held (1)	No. of Votes Polled & through e- voting (2)	% of votes Polled and e-voting 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 and e-voting (6)=[(4)/(2)] *100	% of votes against on votes polled e- voting (7)=[(5)/(2)] *100
Promoter and Promoter Group	22,34,28,000	18,22,76,250	81.58%	18,22,76,250	NIL	100.00%	NIL
Public – Institutional Holders	59,93,904	NIL	NIL	NIL	NIL	NIL	NIL
Public – Others	8,75,78,096	30,264	0.03 %	21,264	9,000	29.74%	100.00%
Total	31,70,00,000	18,23,06,514	57.51 %	18,22,97,514	9,000	99.995%	0.005%

For **GOENKA DIAMOND & JEWELS LTD.**


COMPANY SECRETARY

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

Practicing Company Secretary

Office : 110, 1st Floor, Nikisha Arcade, Goddev Phatak Rd., Bhayander (East), Thane - 401 105.

Mob. : 9987066314, 9321799780 Web : www.vishalmanseta.com

Email : vishal_manseta@rediffmail.com / vishal@vishalmanseta.com

To,
The Chairman,
Goenka Diamond and Jewels Limited
401, Pancharatna,
M.S.B. Ka Rasta,
Jaipur - 302 003.

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 & Jewels Limited vide resolution dated October 31, 2014, 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 October 31, 2014 along with Explanatory Statement under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the Ordinary / Special Resolutions for

1. To appoint RSVA & Co., Chartered Accountant as Joint Statutory Auditor to fill Casual Vacancy. (Ordinary)
2. To Re-appoint B. Khosla & co. Chartered Accountant as Joint statutory Auditor to fill Casual Vacancy. (Ordinary)
3. To approve Borrowing Power. (Special)
4. To approve Mortgage/Charge of asset. (Special)

to be passed at the Extra Ordinary General Meeting of the Company to be held on November 28, 2014.

The Company has also provided the e-voting' facility offered by Karvy Computershare Pvt. Ltd (Karvy) for conducting e-voting by the Shareholders of the Company.

The e-voting period commenced on Saturday, November 22, 2014 at 9.00 a.m. and ended on Monday, November 24, 2014 at 6.00 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.

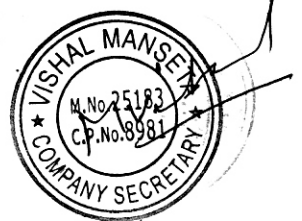


VISHAL N. MANSETA
Practicing Company Secretary

Date of EGM	November 28, 2014
Total number of shareholders on Record Date:	12,086
Cut-off date for e-voting	October 31, 2014
No. of shareholders Present in meeting either in person or through proxy:	
Promoters and Promoters Group:	4
Public:	31
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 appoint RSVA & Co., Chartered Accountant as Joint Statutory Auditor to fill Casual Vacancy.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
2.	To Re-appoint B. Khosla & co. Chartered Accountant as Joint statutory Auditor to fill Casual Vacancy.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
3.	To approve borrowing power.	Special	E-Voting and Poll	The resolution was passed with the requisite majority
4.	To approve mortgage/charge	Special	E-Voting and Poll	The resolution was passed with the requisite majority

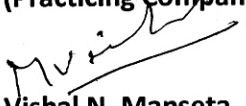


VISHAL N. MANSETA
Practicing Company Secretary

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
To appoint RSVA & Co., Chartered Accountant as Joint Statutory Auditor to fill Casual Vacancy.	14	18,23,08,014	100%	NIL	NIL	NIL
To Re-appoint B. Khosla & co. Chartered Accountant as Joint statutory Auditor to fill Casual Vacancy.	14	18,22,99,014	99.995%	1	9000	0.005%
To approve borrowing power.	14	18,23,06,514	100%	NIL	NIL	NIL
To approve mortgage/charge	14	18,22,97,514	99.995%	1	9000	0.005%

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

For Vishal N. Manseta
(Practicing Company Secretary)


Vishal N. Manseta
ACS No.: 25183
C.P. No.:8981

Date : November 28, 2014
Place : Mumbai

