



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

Practicing Company Secretary

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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 November 29, 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 November 29, 2014 along with Explanatory Statement under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the Ordinary Resolutions for

1. To consider and adopt the audited Balance Sheet as at 31st March, 2014, Statement of Profit and 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 appoint M/s. B. Khosla & co. (Regn. No. 000205C) and M/s. RSVA & Co., (Regn. No. 110504W) Chartered Accountants, as the Joint Statutory Auditors 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 ("the Board") to fix their remuneration.
3. To appoint Mr. Anant Upadhyay (DIN: 02467122) as a Non – Executive Independent Director.
4. To appoint Ms. Neetam Singh (DIN: 07000403) as a Non – Executive Independent Director.
5. To appoint Mr. Kevin Shah (DIN: 07027099) as a Non – Executive Independent Director.

to be passed at the Annual General Meeting of the Company to be held on December 30, 2014.

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



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The e-voting period commenced on Wednesday, December 24, 2014 at 9.00 a.m. and ended on Friday, December 26, 2014 at 6.00 p.m. and the KARVY e-voting platform was blocked thereafter.

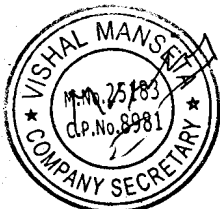
I have scrutinized and reviewed the voting done through electronic means and votes tendered therein and maintained a register in which necessary entries have been made in accordance with the above rules. I have also scrutinized the ballot papers submitted by the members at the meeting.

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.

Date of AGM	December 30, 2014
Total number of shareholders on Record Date:	11,980
Cut-off date for e-voting	November 21, 2014
No. of shareholders Present in meeting either in person or through proxy:	
Promoters and Promoters Group:	6
Public:	30
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 Balance Sheet as at 31st March, 2014, Statement of Profit and 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 appoint M/s. B. Khosla & co. (Regn. No. 000205C) and M/s. RSVA & Co., (Regn. No. 110504W) Chartered Accountants, as the Joint Statutory Auditors 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 ("the Board") to fix their remuneration.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
3.	To appoint Mr. Anant Upadhyay (DIN: 02467122) as a Non – Executive Independent Director.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
4.	To appoint Ms. Neetam Singh (DIN: 07006403) as a Non – Executive Independent Director.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority
5.	To appoint Mr. Kevin Shah (DIN: 07027089) as a Non – Executive Independent Director.	Ordinary	E-Voting and Poll	The resolution was passed with the requisite majority



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 consider and adopt the audited Balance Sheet as at 31st March, 2014, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.	19	18,84,82,259	100%	NIL	NIL	NIL
To appoint M/s. B. Khosla & co. (Regn. No. 000205C) and M/s. RSVA & Co., (Regn. No. 110504W) Chartered Accountants, as the Joint Statutory Auditors 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 ("the Board") to fix their remuneration.	19	18,84,82,259	100%	NIL	NIL	NIL
To appoint Mr. Anant Upadhyay (DIN: 02467122) as a Non – Executive Independent Director.	19	18,84,82,259	100%	NIL	NIL	NIL
To appoint Ms. Neetam Singh (DIN: 07006403) as a Non – Executive Independent Director.	19	18,84,82,259	100%	NIL	NIL	NIL

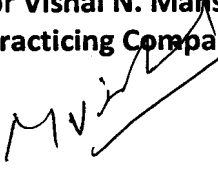


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To appoint Mr. Kevin Shah (DIN: 07027089) as a Non – Executive Independent Director.	19	18,84,82,259	100%	NIL	NIL	NIL
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The Chairman of the company may declare the results of the e-voting and polls.

For Vishal N. Manseta
(Practicing Company Secretary)


Vishal N. Manseta
ACS No.: 25183
C.P. No.:8981
Date : December 30, 2014
Place : Mumbai

