



Date: September 30, 2015

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
BSE Code: 533189	NSE Code: GOENKA

Sub.: Proceedings of Annual General Meeting dated September 30, 2015

The 25th Annual General Meeting of the Company was held on September 30, 2015 at 11.00 a.m. at Bungalow No. C – 114, Shivaji Marg, Vijaypath, Tilak Nagar, Jaipur - 302004.

Mr. Nandlal Goenka, Chairman of the Company, chaired the proceedings of the Meeting.

The Chairman informed to the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and Listing Agreement with the Stock Exchanges, the Company had extended the remote e-voting facility through Karvy Computershare Private Limited (“Karvy”) to enable the Members of the Company to cast / exercise their vote(s) electronically on the agenda items specified in the Notice of the 25th Annual General Meeting.

The remote e-voting period had commenced on 27th September, 2015 at 9.00 a.m. and ended on 29th September, 2015 at 5.00 p.m.

The Chairman informed the Members that the facility for voting through ballot paper is made available at the Meeting for Members who have not cast their vote through remote e-voting.

Thereafter, all the 3 resolutions required to be passed were proposed and seconded.

Thereafter, the Chairman ordered for voting through Ballot paper and requested Mr. Vishal N. Manseta, Scrutinizer for an s conduct of the voting.

The Chairman announced that the e-voting result along with consolidated scrutinizer’s report shall be placed on the website of the Company i.e. www.goenkadiamonds.com and also on www.evoting.karvy.com.

The resolutions passed by the Members with requisite majority related to the following:



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



Ordinary Business:

1. To consider and adopt the audited Balance Sheet as at 31st March 2015, 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 Resolution)
2. To re-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 Director ("the Board") to fix their remuneration." (Ordinary Resolution)

Special Business:

3. To adopt Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013. (Special Resolution)

Copy of the Scrutinizer's report along with requisite particulars of e-voting results as per Clause 35A of Listing Agreement is enclosed for your information and record.

Yours truly,
For **GOENKA DIAMOND & JEWELS LIMITED**

KUNDAN TANAWADE
COMPANY SECRETARY AND COMPLIANCE OFFICER



Encl.: As above

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Details of Voting Results as per Clause 35 of the Listing Agreement

Date of AGM	September 30, 2015
Total number of shareholders on record date (i.e. September 23, 2015 – cut-off date for voting purpose)	11650
No. of Shareholders present in the meeting either in person or through proxy: Promotes and Promoter Group: Public:	3 32
No. of shareholders attended the meeting through Video Conferencing Promotes and Promoter Group: Public:	Not arranged



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Clause 35A – Annual General Meeting – RESULTS / OUTCOME

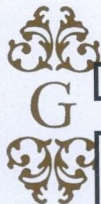
Resolution No. : 1: To consider and adopt the audited Balance Sheet as at 31st March, 2015, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Promoter/ Public	No. of Shares Held	No. of Votes Polled & through e- voting	% of votes Polled and e- voting on Outstandi ng Shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes – Against	% 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	223428000	182295000	81.59%	182295000	0	100.00%	0.00%
Public – Institutional Holders	7713904	0	0.00%	0	0	0.00%	0.00%
Public – Others	85858096	36843	0.04%	27933	8910	75.82%	24.18%
Total	317000000	182331843	57.52%	182322933	8910	99.995%	0.005%



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Clause 35A – Annual General Meeting – RESULTS / OUTCOME

Resolution No. : 2: To re-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.

Promoter/ Public	No. of Shares Held	No. of Votes Polled & through e- voting	% of votes Polled and e- voting on Outstandi ng 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	223428000	182295000	81.59%	182295000	0	100.00%	0.00%
Public – Institutional Holders	7713904	0	0.00%	0	0	0.00%	0.00%
Public – Others	85858096	36843	0.04%	27443	9400	74.49%	25.51%
Total	317000000	182331843	57.52%	182322443	9400	99.995%	0.005%



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Clause 35A – Annual General Meeting – RESULTS / OUTCOME

Resolution No. : 3: To adopt Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

Promoter/ Public	No. of Shares Held 1	No. of Votes Polled & through e- voting 2	% of votes Polled and e- voting on Outstandi ng 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	223428000	182295000	81.59%	182295000	0	100.00%	0.00%
Public – Institutional Holders	7713904	0	0.00%	0	0	0.00%	0.00%
Public – Others	85858096	35843	0.04%	26943	8900	75.17%	24.83%
Total	317000000	182330843	57.52%	182321943	8900	99.995%	0.005%



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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, Panchratna,

MSB Ka Rasta,

Johari Bazar,

Jaipur

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, 2015. 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, 2015 along with Explanatory Statement under Section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the Ordinary/Special Resolutions as mentioned below:

1. To consider and adopt the audited Balance Sheet as at 31st March 2015, 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. 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 adopt Articles of Association of the Company Containing Regulations in Conformity with the Companies Act, 2013.

Which were passed at the **Annual General Meeting of the Company held on September 30, 2015.**

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

The e-voting period commenced on Sunday, September 27, 2015 at 9.00 a.m. and ended on Tuesday, September 29, 2015 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 30, 2015
Total number of shareholders on Record Date:	11650
Cut-off date for e-voting -	September 23, 2015
No. of shareholders Present in meeting either in person or through proxy:	
Promoters and Promoters Group:	3
Public:	32
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 31 st March 2015, 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. 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 adopt Articles of Association of the Company Containing Regulations in Conformity with the Companies Act, 2013.	Special	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 Balance Sheet as at 31 st March 2015, 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.	18	182322933	99.995%	2	8910	0.005%
2	To re-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.	18	182322443	99.995%	2	9400	0.005%
3	To adopt Articles of Association of the Company Containing Regulations in Conformity with the Companies Act, 2013.	19	182321943	99.995%	1	8900	0.005%

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

For Vishal N. Manseta
(Practicing Company Secretary)

Vishal N. Manseta

ACS No.: 25183

C.P. No.:8981

Date: September 30, 2015

Place: Mumbai

