



October 01, 2016

The Manager,	The General Manager,
BSE LIMITED	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>

Company Name: Goenka Diamond & Jewels Limited

Subject: Submission of Proceedings, Scrutinizer's Report and Updation of Voting Results for the 26th Annual General Meeting held on September 29, 2016.

Dear Sirs,

The 26th Annual General Meeting of the Company held on Thursday, September 29, 2016 at 11.00 a.m. at Bungalow No. C-114, Shivaji Marg, Vijaypath, Tilak Nagar, Jaipur – 302004.

With regards to this, in compliance of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed following documents:

1. Proceedings of the Annual General Meeting
2. Scrutinizer's Report
3. Updation of Voting result

Kindly take on record.

Thanking you.

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

KUNDAN TANAWADE
COMPANY SECRETARY AND COMPLIANCE OFFICER

Encl.: As above

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



Date: October 01, 2016

The Manager,	The General Manager,
BSE LIMITED	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>

Sub.: Proceedings of Annual General Meeting dated September 29, 2016

The 26th Annual General Meeting of the Company was held on September 29, 2016 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 Rule 20 of the Companies (Management and Administration) Rules, 2014, 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 26th Annual General Meeting.

The remote e-voting period had commenced on 26th September, 2016 at 9.00 a.m. and ended on 28th September, 2016 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 2 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 a 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:

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Ordinary Business:

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, 2016 including the Balance Sheet as at March 31, 2016, 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. 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.

Copy of the Scrutinizer's report along with requisite particulars of e-voting results as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 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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VISHAL N. MANSETA (B.Com, A. C. S.)

Practicing Company Secretary

Off. : 65/642, Gr. Flr., Shiv Sahkari C.H.S., MHB Colony, Mahavir Nagar, Nr. Link Rd., Kandivali (W), Mumbai - 67.

Tel. : 022 - 28696314 Mob. : 09987066314, 09321799780 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 09, 2016, 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 09, 2016 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 Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended March 31, 2016 including the Balance Sheet as at March 31, 2016, 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. 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.

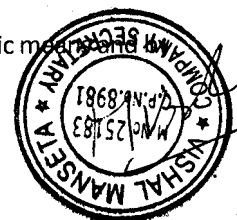
which were passed at the Annual General Meeting of the Company held on September 29, 2016.

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 Monday, September 26, 2016 at 9.00 a.m. and ended on Wednesday, September 28, 2016 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 poll in respect of the said Resolutions.



Date of AGM	September 29, 2016
Total number of shareholders on Record Date:	11,409
Cut-off date for e-voting -	September 22, 2016
No. of shareholders Present in meeting either in person or through proxy:	
Promoters and Promoters Group:	4
Public:	33
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, 2016 including the Balance Sheet as at March 31, 2016, 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. 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



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, 2016 including the Balance Sheet as at March 31, 2016, 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.	47	18,24,74,525	99.99%	4	11,998	0.01%
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.	51	18,24,74,375	99.99%	5	12,148	0.01%

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, 2016

Place: Mumbai



Update of Voting Results

Date of the AGM	29.09.2016
Total number of shareholders on record date	11,409
No. of shareholders present in the meeting either in person or through proxy:	4
Promoters and Promoter Group:	33
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not arranged
Promoters and Promoter Group:	
Public	

1. **Agenda-wise disclosure:** To consider and adopt the Audited Financial Statements of the Company on a standalone and consolidated basis, for the financial year ended March 31, 2016 including the Balance Sheet as at March 31, 2016, 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.

Resolution required: (Ordinary/ Special)		Ordinary					
Whether promoter/ promoter group are interested in the agenda/resolution?		No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled
Promoter and Promoter Group	E-Voting	171903750	171903750	100.00	171903750	0.00	100.00
	Poll	10368750	10368750	100.00	10368750	0.00	100.00
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	182272500	182272500	0.00	182272500	0.00	0.00
Public-Institutions	E-Voting	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Non Institutions	E-Voting	201881	201881	94.05%	189883	11,998	94.06%
	Poll	12142	12142	100.00%	12142	0.00	100.00%
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	214023	214023	100.00%	202025	11,998.00	100.00%
Total		18486523	18486523	100.00%	182474525	11,998.00	99.99%
							0.01

Update of Voting Results

2. **Agenda-wise disclosure:** 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..

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polling on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	171903750	171903750	100.00	171903750	0.00	100.00	0.00
	Poll	10368750	10368750	100.00	10368750	0.00	100.00	0.00
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	182272500	182272500	0.00	182272500	0.00	0.00	0.00
Public-Institutions	E-Voting	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Poll	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Public-Non Institutions	E-Voting	201881	201881	100.00%	189733	12148	93.98%	6.02
	Poll	12142	12142	100.00%	12142	0.00	100.00%	0.00
	Postal Ballot (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	214023	214023	100.00%	201785	0.00	100.00%	0.00
Total		18486523	18486523	100.00%	182474375	12148	99.99%	0.01