



September 29, 2018

The Manager, <b>BSE LIMITED</b>	The General Manager, <b>National Stock Exchange of India Limited</b>
Phiroze Jeejeebhoy Towers	Exchange Plaza,
Dalal Street	Bandra Kurla Complex, Bandra (E),
Mumbai – 400001	Mumbai – 400051
BSE Code: 533189	NSE Code: GOENKA

**Sub.: Outcome of AGM dated September 29, 2018**

Dear Sir / Madam,

This is to inform you that Annual General Meeting of the Company was held on September 29, 2018 at 11.00 a.m. at Bungalow No. C – 114, Shivaji Marg, Vijaypath, Tilak Nagar, Jaipur - 302004 and following resolutions were passed:

**A. 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, 2018 including the Balance sheet as at March 31, 2018, 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 resolution)

**B. Special Business**

2. To appoint M/s Ummed Jain & Co., (**Firm Regn. No.119250W**) Chartered Accountants, Mumbai and as the 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.

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s Ummed Jain & Co., (Reg. No.119250W), Chartered Accountants, Mumbai be and is hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the next AGM"

**"FURTHER RESOLVED THAT** the Board of Directors ("the Board") is authorised to fix it's remuneration".

**"FURTHER RESOLVED THAT** any Director of the Company and the Company Secretary of the Company is be and hereby severally authorized to do all such acts and deeds and to execute all such documents and to submit certified true copy of this resolution wherever required"-  
(Special Resolution)

**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



3. Re-appointment of Mr. Navneet Goenka as Vice Chairman and Managing Director of the Company.

**“RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Navneet Goenka (DIN: 00164428) as Vice-Chairman and Managing Director of the Company for the period of five years with effect from April 1, 2018 on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and payment of such remuneration, as may be determined by the Board or a duly constituted Committee thereof, from time to time, within the maximum limits of remuneration for Managing Director approved by the Members of the Company”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company and Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard”. - (Ordinary resolution)

4. Re-appointment of Mr. Nandlal Goenka as Chairman and Whole Time Director of the Company.

**“RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the reappointment of Mr. Nandlal Goenka (DIN: 00125281) as a Whole-time Director and Chairman of the Company for the period of five years with effect from April 01, 2018 on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and payment of such remuneration, as may be determined by the Board or a duly constituted Committee thereof, from time to time, within the maximum limits of remuneration for Whole time Director approved by the Members of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company and Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”- (Special Resolution)

5. To appoint Mr. Bhau Sanjay Dhure as Non-Executive Independent Director of the Company.

**“RESOLVED THAT** pursuant to the provision of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bhau Sanjay Dhure (DIN 08067074 ), who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161(1) of the Companies Act, 2013,

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at Board Meeting held on February 06, 2018 and holds office upto the conclusion of this Annual General Meeting as per the provisions of the companies Act, 2013. The Director meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the term of five years and the term shall not be subject to retirement by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company and Company Secretary of the Company be and is hereby authorized severally to do all such acts and deeds and to execute all such documents as may be required for the purpose and to submit a Certified True copy of this resolution as and when required.” - (Ordinary resolution)

6. To appoint Mrs. Dhara Atul Shah as a Non-Executive Independent Director of the Company.

**“RESOLVED THAT** pursuant to the provision of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Dhara Atul Shah (DIN 08067855), who was appointed as an Additional Director (Independent) pursuant to the provisions of Section 161(1) of the Companies Act, 2013, at Board Meeting held on February 06, 2018 and holds office upto the conclusion of this Annual General Meeting as per the provisions of the companies Act, 2013 The Director meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for the term of five years and the term shall not be subject to retirement by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company and Company Secretary of the Company be and is hereby authorized severally to do all such acts and deeds and to execute all such documents as may be required for the purpose and to submit a Certified True copy of this resolution as and when required.” - (Ordinary resolution)

Kindly take note of the same.

Thanking you

Yours faithfully,

For **GOENKA DIAMOND & JEWELS LIMITED**

  
**PARAG GUPTA**

**COMPANY SECRETARY AND COMPLIANCE OFFICER**

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