

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Goenka Diamond and Jewels Limited**
2. Quarter ending - **31-Mar-2019**

i. **Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive/Non - Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membershi p in Committees of the Company	Remarks
Mr.	Navneet Goenka	00164428	AEJPG4242H	ED			09-Dec-1994						0	1	1	0	AC,SC	
Mr.	NANDLAL GOENKA	00125281	ACUPG6553A	C & ED			05-Nov-1990						0	1	0	0	AC,SC	
Mr.	Bhau Dhure	08067074	CBZPD4426M	ID			06-Feb-2018		4				0	1	2	2	AC,SC	
Mrs.	Dhara Atul Shah	08067855	CFUPS4599R	ID			06-Feb-2018		4				0	1	2	0	AC,SC	

Company Remarks	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	

ii. **Composition of Committees**a. **Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Navneet Goenka	ED	Member	06-Feb-2018	
2	Bhau Dhure	ID	Chairperson	06-Feb-2018	
3	Dhara Atul Shah	ID	Member	06-Feb-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Navneet Goenka	ED	Member	06-Feb-2018	
2	Bhau Dhure	ID	Chairperson	06-Feb-2018	
3	Dhara Atul Shah	ID	Member	06-Feb-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. **Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

d. **Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Dhara Atul Shah	ID	Chairperson	06-Feb-2018	
2	Bhau Dhure	ID	Member	06-Feb-2018	
3	NANDLAL GOENKA	C & ED	Member	06-Feb-2018	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. **Meeting of Board of Directors**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
03-Nov-2018	14-Feb-2019			

Company Remarks	
Maximum gap between any two consecutive (in number of days)	102

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	03-Nov-2018	14-Feb-2019	Yes	3	
Stakeholders Relationship Committee	03-Nov-2018		Yes	3	
Nomination & Remuneration Committee	03-Nov-2018		Yes	3	

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	102

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

NIL

Name : NAVNEET GOENKA
Designation : Managing Director

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.goenkadiamonds.com
Terms and conditions of appointment of independent	Yes		www.goenkadiamonds.com
Composition of various committees of board of directors	Yes		www.goenkadiamonds.com
Code of conduct of board of directors and senior	Yes		www.goenkadiamonds.com
Details of establishment of vigil mechanism/ Whistle Blower	Yes		www.goenkadiamonds.com
Criteria of making payments to non-executive directors	Yes		www.goenkadiamonds.com
Policy on dealing with related party transactions	Yes		www.goenkadiamonds.com
Policy for determining 'material' subsidiaries	Yes		www.goenkadiamonds.com
Details of familiarization programs imparted to	Yes		www.goenkadiamonds.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling	Yes		www.goenkadiamonds.com
Contact information of the designated officials of the listed	Yes		www.goenkadiamonds.com
Financial results	Yes		www.goenkadiamonds.com
Shareholding pattern	Not Applicable		
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	%ann2c15%	%ann2rem15%	%ann2web15%
New name and the old name of the listed entity	%ann2c16%	%ann2rem16%	%ann2web16%
Advertisements as per regulation 47 (1)	%ann2c17%	%ann2rem17%	%ann2web17%
Credit rating or revision in credit rating obtained by the	%ann2c18%	%ann2rem18%	%ann2web18%
Separate audited financial statements of each subsidiary of	%ann2c19%	%ann2rem19%	%ann2web19%
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	%ann2c21%	%ann2rem21%	%ann2web21%
Materiality Policy as per Regulation 30	%ann2c22%	%ann2rem22%	%ann2web22%
Dividend Distribution policy as per Regulation 43A (as	%ann2c23%	%ann2rem23%	%ann2web23%
It is certified that these contents on the website of the	%ann2c24%	%ann2rem24%	%ann2web24%
II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	

Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Not Applicable	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Not Applicable	
Composition and role of risk management committee	21(1),(2),(3),(4)	Not Applicable	
Meeting of Risk Management Committee	22	Not Applicable	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	%ann2c54%	%ann2rem54%
Annual Secretarial Compliance Report	24(A)	%ann2c55%	%ann2rem55%
Alternate Director to Independent Director	25(1)	%ann2c56%	%ann2rem56%
Maximum Tenure	25(2)	%ann2c57%	%ann2rem57%
Meeting of independent directors	25(3) & (4)	%ann2c58%	%ann2rem58%
Familiarization of independent directors	25(7)	%ann2c59%	%ann2rem59%
Declaration from Independent Director	25(8) & (9)	%ann2c60%	%ann2rem60%
D & O Insurance for Independent Directors	25(10)	%ann2c61%	%ann2rem61%
Memberships in Committees	26(1)	%ann2c62%	%ann2rem62%
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	%ann2c63%	%ann2rem63%
Disclosure of Shareholding by Non- Executive Directors	26(4)	%ann2c64%	%ann2rem64%
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	%ann2c65%	%ann2rem65%

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : NAVNEET GOENKA
 Designation : Managing Director

ANNEXURE IV

%symbol%	%companyName%	%quarterEnded%
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>			

Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(D) If the Listed Entity would like to provide any other information the same may be indicated here

<p>Affirmations</p> <p><i>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i></p>

<p>Company Remarks in case of non-compliant status</p>

<p>Name: Designation: anx4Designation Place: Date:</p>
