



May 30, 2019

Corporate Service Department	The Listing Department
<b>BSE LIMITED</b>	<b>National Stock Exchange of India Limited</b>
25 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers	Exchange Plaza, Plot No. C/1, G Block,
Dalal Street	Bandra Kurla Complex, Bandra (E),
Mumbai - 400001	Mumbai - 400051
BSE Code: 533189	NSE Code: GOENKA

**Sub: Annual Secretarial Compliance report**

Dear Sirs,

Kindly find enclosed herewith Annual Secretarial Compliance Report for the year ended March 31, 2019

Kindly take the same on record.

Thanking you

Yours faithfully,

For **GOENKA DIAMOND & JEWELS LIMITED**

**Nand Lal Goenka**  
**Director**  
**(00125281)**

**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



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

Practicing Company Secretary

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**Annual Secretarial Compliance Report of GOENKA DIAMOND AND  
JEWELS LIMITED for the year ended March 31, 2019**

I/We Vishal N Manseta have examined:

- (a) all the documents and records made available to us and explanation provided by **GOENKA DIAMOND AND JEWELS LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

The explanation and information provided by the entity and filing done by company as appearing on compliance module of both the exchanges, where shares of company are listed.

I/We have conducted audit of the **GOENKA DIAMOND AND JEWELS LIMITED** for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

As per Explanation and information given and based on Compliance module on exchange website periodical compliances are in line as specified in LODR.

- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

As per Explanation and information given and based on Compliance module on exchange website periodical compliances are in line as specified in LODR.



- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

As per Explanation and information given and based on Compliance module on exchange website periodical compliances are in line as specified in LODR.

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

The entity has not done any buy-back during the Period.

- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

The entity has not done any activity under these regulations.

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

The entity has not listed any debt security

- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

The entity has not issued any type of preference shares during the period.

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

The entity has complied with the provisions.

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
	NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.



(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

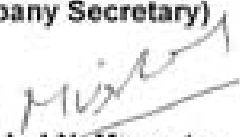
Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	NIL	NIL	NIL	NIL

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	NIL	NIL	NIL

For Vishal N. Manseta  
(Practicing Company Secretary)



  
Vishal N. Manseta  
ACS No.: 25183  
C.P. No.:8981

Date : May 30, 2019

Place : Mumbai