



**NOTICE**

**NOTICE** is hereby given that the Thirty Fourth Annual General Meeting of the Members of **GOENKA DIAMOND AND JEWELS LIMITED ("the Company")** will be held on Monday, December 30, 2024, at 10.00 a.m. at Bungalow No. C - 114, Shivaji Marg, Vijaypath, Tilak Nagar, Jaipur – 302 004 to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt :
  - a) Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 including the Balance Sheet as at March 31, 2024, 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.
  - b) Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 including the Balance Sheet as at March 31, 2024, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Auditors thereon.

2. **To re-appoint Mr. SANJEEV KUMAR JAIN (DIN 08899206) who is liable to retire by rotation and being eligible offers himself for re-appointment as an Executive Director :and in this regard to consider and if thought fit, to pass, with or without modification (s), the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provision of Sections 152 read 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 force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. SANJEEV KUMAR JAIN (DIN 08899206), who was appointed as Director (Executive) pursuant to the provisions of the Companies Act, 2013, vide Annual General Meeting dated December 18, 2020 and liable to retire by rotation and being eligible offers himself for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Director(Executive) and shall be subject to retirement by rotation."

**"FURTHER RESOLVED THAT** the Board of Directors of the Company and Company Secretary of the Company be and is hereby authorized 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."

3. **To re-appoint Mr. Navneet Goenka (DIN : 00164428) as Vice-chairman and Managing Director of the Company for the period of one year w.e.f. April 01, 2024 To consider and, if thought fit, to pass, the following resolution as a Special Resolution :**

**"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 one year with effect from April 1, 2024 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 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".

4. To re-appoint Mr. Nandlal Goenka (DIN : 00125281) as Chairman and Whole Time Director of the Company for the period of one year w.e.f. April 01, 2024, to consider and, if thought fit, to pass, the following resolution as a Special Resolution.

**“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 re-appointment of Mr. Nand Lal Goenka (DIN: 00125281) as a Whole-time Director and Chairman of the Company for the period of one year with effect from April 01, 2024 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 Chairman 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 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”.

Place: Mumbai  
Date: November 14, 2024

**By Order of the Board of Directors**

**Registered office:**

401, Panchratana,  
M. S. B. Ka Rasta,  
Johari Bazar,  
Jaipur-302003  
CIN: L36911RJ1990PLC005651  
E-mail id: [cs@goenkadiamonds.com](mailto:cs@goenkadiamonds.com)

Navneet Goenka  
DIN : 00164428  
Managing Director



## NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item no. 3 and 4 of the notice is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.  

A person can act as a proxy on behalf of members not exceeding fifty and/or holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Members/ Proxies are requested to bring the Attendance Slip(s) duly filled in. Attendance slip is separately sent to Shareholders along with this Annual Report.
4. Shareholders are requested to bring their copy of Annual Report to the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a duly certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
6. In case of joint holders attending the Annual General Meeting, member present or in case both members are present the person whose name is appearing as first holder will be entitled to vote.
7. Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI LODR"), the Register of Members and Share Transfer Books of the Company will remain closed from December 17, 2023 to December 19, 2023 (both days inclusive).
8. While members holding shares in physical form may write to the Registrar and Transfer Agents, (M/s KFin Technologies Private Limited) for any changes in their addresses and bank mandates, members holding shares in electronic form may inform the same to their Depository Participants.
9. Members who hold their shares in dematerialized form are requested to write their client ID and DP ID number and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participant(s) with whom they are maintaining their D'mat accounts. Members holding shares in physical form can submit their PAN details to the Company.
11. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
12. Electronic Copy of this Annual Report along with the attendance slip carrying e-voting procedure & instructions is sent to the members whose e-mail ids are registered with the RTA of the Company. In case of members who have not registered e-mail ids, the Company has sent physical copy of this Annual Report, along with the attendance slip carrying e-voting procedure & instructions. However, the member who has not received the electronic copy or the physical copy may write to the Company at [cs@goenkadiamonds.com](mailto:cs@goenkadiamonds.com), and the Annual Report will be sent to them. Kindly also note that the Copy of this Annual Report is also available on the website of the Company. The Attendance slip carrying e-voting procedure & instructions is separately attached with this Annual Report.
13. Members may also note that even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. In this regard, the shareholders may also send requests to the Company's designated e-mail id: [cs@goenkadiamonds.com](mailto:cs@goenkadiamonds.com)

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14. Pursuant to provisions of Section 108 of Companies Act, 2013, and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote for the resolutions to be passed at the 33<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by KFin Technologies Private Limited (Kfin).

The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). The procedures and instructions for e-voting along with the user id and password are mentioned in the attendance slip which is separately attached to this Annual Report.

15. The members would be able to cast their votes at the meeting through ballot paper if they have not availed the remote e-voting facility. If the vote is cast through remote e-voting facility, then the vote cast through ballot paper at the meeting will not be recognized. However, members who have cast their votes through e-voting prior to the meeting may also attend the meeting.
16. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner as on the cut-off date i.e. December 23, 2024.
17. For the purpose of e-voting, please note that the Login Id and password are mentioned in the attendance slip sent to shareholders along with this annual report. Also note that in case of shareholders holding their D'mat account with NSDL, Login Id will be the combination of 8 digit DP ID + 8 digit Client ID. In case of shareholders holding their D'mat account with CDSL, Login Id will be their 16 digit Beneficiary ID. In case of shareholders holding shares in physical form, Login Id will be Event Number + Folio Number.
18. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. December 23, 2024 may use his existing login id if he is already registered on the e-voting portal of Kfin; or he may create his login id based on the guideline as mentioned at point number 17 above, as also the password by following the instructions as given on the e-voting portal of Kfin. In case of difficulty, if any, the shareholder may write to the Kfin on the e-mail Id shivakumar.n@kfintech.com or to Mr. Shiva Kumar, Contact No. 040- 6716 1565 at KFin Technologies Private Limited, Unit- Goenka Diamond & Jewels Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, requesting for the Login ID and Password. Such email / letter sent to Kfin should mention basic details including PAN Number, registered mobile number, registered email id and 'DP ID & Client ID' or 'Folio Number' (in case the shares are held in physical form). After receipt of the login credentials, please follow the procedures and instructions for e-voting as mentioned in the attendance slip which is separately attached to this Annual Report.
19. In accordance with the amendments to Regulation 40 of Listing Regulations, to be made effective later, the Securities and Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities and has decided that request for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited and Central Depository Services (India) Limited). Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to avoid any adverse consequences associated with physical shares.
20. Relevant documents referred to in the accompanying Notice and the statement pursuant to section 102 (1) of the Companies Act, 2013 are available for inspection at the Registered office of the Company during the Business hours on all days except, Sundays and all public holidays upto the date of AGM;

Place: Mumbai  
Date: November 14, 2024

**By Order of the Board of Directors**

**Registered office:**

401, Panchratana, M. S. B. Ka Rasta,  
Johari Bazar, Jaipur-302003  
CIN: L36911RJ1990PLC005651  
E-mail id: [cs@goenkadiamonds.com](mailto:cs@goenkadiamonds.com)

Navneet Goenka  
DIN : 00164428  
Managing Director