

Date: 07th August, 2015

BSE Limited
Department of Corporate Services,
P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sirs,

**Sub: Proceedings at the 41st Annual General Meeting
pursuant to Clause 31(d) of the Listing Agreement**

Pursuant to Clause 31(d) of the Listing Agreement, we wish to state that the following Resolutions were passed by the Members by remote e-voting and poll at the Forty First Annual General Meeting of the Company held on Friday, August 7, 2015 at 10.30 a.m. at Utsav 2, Sai Palace Hotel, Mahakali Caves Road, Chakala, Andheri (East), Mumbai – 400093 :-

ORDINARY BUSINESS

1. Approving and adopting the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and the Auditors thereon.
2. Appointing Mr. Ajay Gehani, as a Director of the Company retiring by rotation.
3. Appointment of M/s. J. D. Zatakia & Co., Chartered Accountants as Statutory Auditors.

SPECIAL BUSINESS

4. Appointing Mrs. Deepika Ajay Gehani, as a Woman Director of the Company. **(Special Resolution)**
5. Re-appointing Mr. Ramesh Gehani as Executive Chairman of the Company, for a period five years with effect from 1st September, 2015 to 31st August, 2020 and payment of remuneration. **(Special Resolution)**
6. Appointing Mrs. Deepika Ajay Gehani, as a Chief Financial Officer of the Company and payment of remuneration. **(Ordinary Resolution)**

Kindly take the same on your records and acknowledge.

Thanking You,

Yours faithfully,

For **SOVEREIGN DIAMONDS LIMITED**

AJAY GEHANI
MANAGING DIRECTOR



Department of Corporate Services,
P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sirs,

Sub: Voting Results pursuant to Clause 35A of the Listing Agreement

Pursuant to Clause 35A of the Listing Agreement, we submit the voting results at the Forty First Annual General Meeting of the Company held on Friday, August 7, 2015 at 10.30 a.m. at Utsav 2, Sai Palace Hotel, Mahakali Caves Road, Chakala, Andheri (East), Mumbai – 400093. The mode of voting was remote e-voting and poll at the AGM.

Date of the AGM	: Friday, August 7, 2015
Total number of shareholders on the record date i.e. Saturday, August 1, 2015.	: 4251
No. of shareholders present at the meeting either in person or through proxy:-	
Promoter s and Promoter Group	:03
Public	:32
No. of shareholders who attended the meeting through Video Conferencing:-	
Promoter s and Promoter Group	:N.A.
Public	:N.A.


The Agenda-wise Resolutions (Ordinary / Special) passed by remote e-voting and poll at the AGM are given in **Annexure 'A'**.

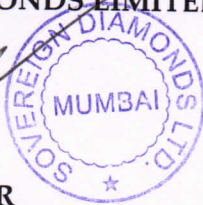
You are requested to take the above information on record.

Thanking You,

Yours faithfully,

For **SOVEREIGN DIAMONDS LIMITED**


AJAY GEHANI
MANAGING DIRECTOR



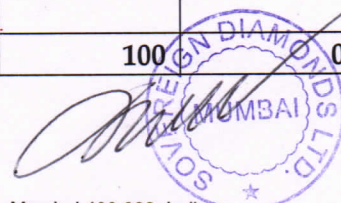
ANNEXURE 'A'

Resolution 1: To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and the Auditors thereon.
(Ordinary Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	2755288	2609890	94.72	2609890	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	3032714	1039826	34.29	1039826	0	100	0
Total	5788002	3649716	63.06	3649716	0	100	0

Resolution 2: To appoint a Director in place of Mr. Ajay Gehani, who retires by rotation
(Ordinary Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	2755288	2609890	94.72	2609890	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	3032714	1039826	34.29	1039826	0	100	0
Total	5788002	3649716	63.06	3649716	0	100	0



Resolution 3: Appointment of Statutory Auditors (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	2755288	2609890	94.72	2609890	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	3032714	1039826	34.29	1039826	0	100	0
Total	5788002	3649716	63.06	3649716	0	100	0

Resolution 4: To appoint Mrs. Deepika Ajay Gehani as a Woman Director. (Special Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	2755288	2508490	91.04	2508490	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	3032714	1039826	34.29	1039826	0	100	0
Total	5788002	3548316	61.30	3548316	0	100	0





Sovereign[®]
Diamonds Ltd. Since 1974

MANUFACTURERS OF 18K FINE JEWELLERY

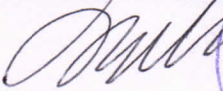
Resolution 5: To re-appoint Mr. Ramesh Gehani as Executive Chairman of the Company, for a period five years with effect from 1st September, 2015 to 31st August, 2020 and payment of remuneration. (Special Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	2755288	1419886	51.53	1419886	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	3032714	1039826	34.29	1039826	0	100	0
Total	5788002	2459712	42.50	2459712	0	100	0

Resolution 6: To appoint Mrs. Deepika Ajay Gehani as a Chief Financial Officer. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	2755288	2508490	91.04	2508490	0	100	0
Public-Institutional holders	0	0	0	0	0	0	0
Public-Others	3032714	1039826	34.29	1039826	0	100	0
Total	5788002	3548316	61.30	3548316	0	100	0

For SOVEREIGN DIAMONDS LIMITED


AJAY GEHANI
MANAGING DIRECTOR



Regd. Office : Sovereign House, 11-A, Mahal Ind. Estate, Mahakali Caves Road, Andheri (E), Mumbai 400 093, India.

CIN No. L36912MH1974PLC017505 □ PAN No. AAACS8558C

Tel. : (91-22) 6692 3871 / 72 □ Fax : (91-22) 6692 3880 □ Email : accounts@sovereignjewellery.in

FORM NO. MGT-13
REPORT OF SCRUTINIZER

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the
Companies (Management and Administration) Rules, 2014]

To,
Mr. Ajay Gehani, Managing Director,
41st Annual General Meeting of the Equity Shareholders of Sovereign Diamonds Limited,
Held on Friday, August 7, 2015 at 10.30 A.M. at
Utsav 2, Sai Palace Hotel, Mahakali Caves Road, Chakala,
Andheri (East), Mumbai – 400093.

Dear Sir,

I, Mr. Pradip Shah, Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the 41st Annual General Meeting of the equity shareholders of Sovereign Diamonds Limited held on Friday, August 7, 2015 at 10.30 a.m. at Utsav 2, Sai Palace Hotel, Mahakali Caves Road, Chakala, Andheri (East), Mumbai – 400093, for the purpose of scrutinizing the E Voting process and Physical Voting by Ballot papers at the general meeting in a fair and transparent manner and ascertaining the requisite majority on E Voting and Physical Voting carried out as per clause 35B of the Listing Agreement, the provisions of Companies Act, 2013 and rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The E-voting period remained open from 9.00 A.M. on Tuesday, August 4, 2015 to Thursday, August 6, 2015 at 5.00 P.M. :
2. The notice was sent to all the Members, whose names appeared in the Register of Members as on 31st July, 2015 who were entitled to vote on the proposed 6 (six) resolutions as mentioned in the Notice of the 41st Annual General Meeting of "Sovereign Diamonds Limited" (Item No. 1 (One) to 6 (Six) of the Notice of the 41st Annual General Meeting of Sovereign Diamonds Limited).
3. After the time fixed for closing of the poll by Mr. Ajay Gehani, Managing Director, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
4. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The votes were unblocked on August 7, 2015 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Jignasa Waghela working with M/s. P. P. Shah & Co., Practicing Company Secretaries and Ms. Pooja Mittal working with M/s. P. P. Shah & Co., Practicing Company Secretaries. Both of them are not in the employment of the Company.
6. No poll paper was found invalid.



7. The Results of the voting are as under:

Ordinary Business:

a. RESOLUTION NO. 1

Ordinary Resolution No. 1 – Adoption of Financial Statements for the year ended 31 st March, 2015:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3649716	100	0	0	3649716	100	0	0	3649716
Total No. of Ballots	38	100	0	0	38	100	0	0	38

b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – Re-appointment of Mr. Ajay Gehani, who retires by rotation:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3649716	100	0	0	3649716	100	0	0	3649716
Total No. of Ballots	38	100	0	0	38	100	0	0	38

c. RESOLUTION NO. 3

Ordinary Resolution No. 3 – Re-Appointment M/s. J. D. Zatakia & Co., Chartered Accountants as Statutory Auditors and to fix their remuneration:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3649716	100	0	0	3649716	100	0	0	3649716
Total No. of Ballots	38	100	0	0	38	100	0	0	38



SPECIAL BUSINESS

d. RESOLUTION NO. 4

Special Resolution No. 4 – To appoint Mrs. Deepika Gehani as a Woman Director:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3548316	100	0	0	3548316	100	0	0	3548316
Total No. of Ballots	37	100	0	0	37	100	0	0	37

e. RESOLUTION NO. 5

Special Resolution No. 5 – To re-appoint Mr. Ramesh Gehani as Executive Chairman:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	2459712	100	0	0	2459712	100	0	0	2459712
Total No. of Ballots	37	100	0	0	37	100	0	0	37

f. RESOLUTION NO. 6

Ordinary Resolution No. 6 – To appoint Mrs. Deepika Gehani as a Chief Financial Officer:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	3548316	100	0	0	3548316	100	0	0	3548316
Total No. of Ballots	37	100	0	0	37	100	0	0	37

8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The poll papers and other relevant records were sealed and handed over to Mr. Ajay Gehani, Managing Director authorized by the Board for safe keeping.
10. The consolidated result of the votes cast (by E-Voting and by poll) is provided as Annexure 1 to this report.



Thanking You,
Yours Faithfully,
For P P Shah & Co.,
Practising Company Secretaries

Pradip C-Shah

Pradip Shah
Partner
Place: Mumbai
Date: August 07, 2015



Annexure – 1

Consolidated result of voting (by E-voting and Poll) for resolution numbers 1 to 6 of the notice of the 41st Annual General Meeting of "Sovereign Diamonds Limited" held on Friday, August 7, 2015 at 10.30 A.M.

Res oln No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	E-voting	Poll	Total	E-voting	Poll	Total	%	E- voting	Po ll	To tal	%
1	3647419	2297	3649716	3647419	2297	3649716	100	0	0	0	0
2	3647419	2297	3649716	3647419	2297	3649716	100	0	0	0	0
3	3647419	2297	3649716	3647419	2297	3649716	100	0	0	0	0
4	3546019	2297	3548316	3546019	2297	3548316	100	0	0	0	0
5	2457415	2297	2459712	2457415	2297	2459712	100	0	0	0	0
6	3546019	2297	3548316	3546019	2297	3548316	100	0	0	0	0

