



Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

September 3, 2024

The General Manager Capital Market(Listing) National Stock Exchange of India Ltd. Exchange Plaza, BKC Bandra-Kurla Complex, Bandra (East), Mumbai-400 051. Symbol: 526729	Dy. General Manager Marketing Operations (Listing) BSE Ltd. P. J. Towers, 25 th Floor, Dalal Street, Fort, Mumbai-400 001. Code: GOLDIAM
--	--

Dear Sir/Madam,

Subject: Notice of 37th Annual General Meeting of Goldiam International Limited.

It is hereby informed that the 37th Annual General Meeting (AGM) of the Company is scheduled to be held on Friday, September 27, 2024 through Video Conferencing/Other Audio-Visual Means (OAVM). A copy of the notice convening the AGM is enclosed herewith.

The Company is providing remote e-voting and e-voting facility at 37th AGM to the members through electronic voting platform of Link Intime India Private Limited (LI IPL). Members holding shares either in physical form or dematerialized form as on cut-off date i.e. September 20, 2024 may cast their votes electronically on the resolutions included in the Notice of 37th AGM. The remote e-voting shall commence from 09:00 a.m. (IST) on September 24, 2024 and shall end at 05:00 p.m. (IST) on September 26, 2024. The instructions on the process of e-voting, including the manner in which the members holding shares in physical form or who have not registered their e-mail address can cast their vote through e-voting, has been provided as part of Notice of 37th AGM.

Pursuant to Regulation 30 read with para A of part A of Schedule III of the SEBI (LODR) Regulations, 2015, please find enclosed Notice convening the 37th AGM of the Company for the Financial Year 2023- 24.

The information and Annual Report are also available on the website of the Company at www.goldiam.com.

Kindly take the same on record.

Yours faithfully,
For Goldiam International Limited

Pankaj Parkhiya
Company Secretary
Encl.: As above

Registered Office

Gems & Jewellery Complex, Santacruz Electronics Export Processing Zone, Andheri (East), Mumbai-400096. India
Phones: (022) 28291893/28290396/28292397 Fax : (022) 28292885 Email:- investorrelations@goldiam.com
Website: www.goldiam.com

GOLDIAM INTERNATIONAL LIMITED

CIN: L36912MH1986PLC041203

Registered Office Address: Gems & Jewellery Complex, M.I.D.C., SEEPZ, Andheri (East), Mumbai – 400 096.

Tel: (022) 2829 1893, 2829 0396, 2829 2397 Fax: (022) 2829 2885, 2829 0418

Email: investorrelations@goldiam.com Website: www.goldiam.com

NOTICE

NOTICE is hereby given that the THIRTY-SEVENTH ANNUAL GENERAL MEETING of the Members of GOLDIAM INTERNATIONAL LIMITED will be held on Friday, September 27, 2024 at 11.00 a.m.(IST) through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) to transact the following business:

The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.

ORDINARY BUSINESS:

1. Adoption of annual audited Financial Statement and Reports thereon

To receive, consider and adopt:

- a. the audited Standalone financial statement of the Company for the financial year ended March 31, 2024, the Reports of Directors and Auditors thereon, and
- b. the audited consolidated financial statement of the Company for the financial year ended March 31, 2024, the Auditors Report thereon.

2. Declaration of Dividend

To confirm 1st interim dividend of Rs. 1.20/- (i.e.60%) on each paid up equity share of Rs.2/- already paid for the financial year ended March 31, 2024.

3. Re-appointment of Mrs. Tulsi Gupta (DIN: 06905143) as a “Director”, liable to retire by rotation, who has offered herself for re-appointment:

To appoint a Director in place of Mrs. Tulsi Gupta (DIN 06905143), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. To re-appoint Mrs. Nipa Utpal Sheth (DIN 00081064) as an Independent Director on the Board of Directors of the Company:

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV thereto and other applicable provisions of the Companies Act, 2013, if any, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on recommendation of Nomination and Remuneration Committee and the Board of Directors, Mrs. Nipa Utpal Sheth (DIN 00081064), who has given her consent and submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, to hold office for a second term commencing from August 31, 2025 up to August 30, 2030, (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

By Order of the Board of Directors
For **Goldiam International Limited**

Place: Mumbai
August 9, 2024

Pankaj Parkhiya
Company Secretary & Compliance Officer
(ACS30395)

Regd. Office:
Gems & Jewellery Complex,
M.I.D.C., SEEPZ, Andheri (E),
Mumbai - 400 096.

NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its circulars dated May 12, 2020 and subsequent circulars issued in this regard, the latest being October 7, 2023 ('SEBI Circulars') has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. The deemed venue for the AGM will be the Registered Office of the Company.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 4 of the Notice, is annexed hereto. Further, the relevant details pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.
4. As per the provisions of Clause 3.A.III of the General Circular No. 20/2020 dated May 5, 2020 issued by MCA, the matters of Special Businesses as appearing at Item No. 4 of the accompanying Notice, is unavoidable by the Board and hence, forming part of this Notice.
5. The Annual Report for the financial year 2023-24 including the Audited Financial Statements for the year ended March 31, 2024, is being sent by e-mail to those Members whose e-mail addresses are registered with the Company/Depository Participants(s), unless any Member has requested for a physical copy of the same by writing to investorrelations@goldiam.com mentioning their Folio No./DP ID and Client ID. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.goldiam.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice of the AGM will also be available at the website of Link Intime India Private Limited ("LIPL").
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Register of members and share transfer books of the Company will remain closed from Friday, September 20, 2024 to Friday, September 27, 2024 (both days inclusive) for the purpose of Annual Closing.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
9. Members seeking any information with regard to accounts or any matter to be placed at AGM are requested to write from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number atleast 10 days before the meeting on Company's email address at investorrelations@goldiam.com to enable the management to keep the information ready. Please note that, member's questions will be answered only if they continue to hold the shares as of cut-off date.

10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 and pursuant to Regulation 40 of the SEBI LODR, as amended, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://goldiam.com> and on the website of the Company's Registrar and Transfer Agents, M/s. Link Intime India Private Limited at <https://linkintime.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
11. SEBI vide its notification dated January 24, 2022 and pursuant to Regulation 40 of the SEBI LODR as amended, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or LIPL, for assistance in this regard.
12. SEBI has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, e-mail address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 1, 2022, any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/documents are provided to RTA. In case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s) the said folios shall be frozen by RTA and the said folios shall be restored to normal status only after furnishing by the holders of Physical securities all the completed documents/details as stated. Further, those folios that were frozen on or after 1st October 2023 and continues to remain frozen till December 31, 2025 post that such securities will be referred by RTA/Company to the administering authority under Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <http://goldiam.com/investors-kyc-update-and-others.html>
13. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's at investorrelations@goldiam.com
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,
 - a. **For shares held in electronic form:** to their Depository Participants (DPs)
 - b. **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.
15. The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company/Registrars and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc., Form No. ISR-1 for capturing additional details is available on the Company's website under the section 'Investors Relations'.
16. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the amount of dividend not encashed or claimed within seven (7) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government.

Further pursuant to the provisions of Section 124(6) of the Companies Act, 2013, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Investor Education and Protection Fund established by the Government.

Members who have not yet encashed their final and/or interim dividend for the financial year 2017-18, 2018-19, 2019-20, 2020-21, 2021-22, 2022-23 and 2023-24 are requested to approach the Company or the Company's Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd. The details of unpaid dividend are also available on the website of the Company www.goldiam.com

Members are requested to notify immediately any change in their address or bank account particulars:

- To the Registrar and Transfer Agents of the Company for shares held in physical form; and
- Directly to their respective Depository Participants with whom they are maintaining their demat accounts and not to the Company/ Registrar and Transfer Agents, for shares held in electronic form.

In view of this, Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available at www.mca.gov.in

17. Non-Resident Indian Members are requested to inform M/s. Link Intime India Private Limited, immediately of:

- Change in their residential status on return to India for permanent settlement.
- Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

18. In all correspondences with the Company, members holding shares in physical form are requested to quote their Folio numbers and those holding shares in electronic form are requested to quote their DP ID number and Client ID number.

19. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Pvt. Ltd., for consolidation into a single folio.

20. **Instructions for Members for Remote e-Voting are as under:**

Voting through electronic means

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Secretarial Standard – 2 on General Meetings issued by ICSI and Regulation 44 of the SEBI Listing Regulations (as amended) read with the MCA Circulars,, the Company is pleased to provide its members with the facility of "remote e-voting" (e-voting from a place other than venue of the AGM), to enable them to cast their votes for the businesses to be transacted at the 37th AGM of the Company. The Company has entered into an agreement with Link Intime India Private Limited (LI IPL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

Members of the Company holding shares either in physical form or in electronic form as on the cut-off date of Friday, September 20, 2024 may cast their vote by remote e-Voting. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, before as well as during the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

The voting period begins on September 24, 2024 at 9.00 a.m. and ends on September 26, 2024 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2024, may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>METHOD-1</p> <p>If you are already registered for NSDL IDeAS facility,</p> <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com and click on “Beneficial Owner” icon under “Login”. Enter user id and password. Post successful authentication, click on “Access to e-voting”. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp “ Proceed with updating the required fields. Post registration, user will be provided with Login ID and password. After successful login, click on “Access to e-voting”. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>METHOD-2- By directly visiting the e-voting website of NSDL:</p> <ol style="list-style-type: none"> Visit URL: https://www.evoting.nsdl.com/ Click on the “Login” tab available under ‘Shareholder/Member’ section. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>METHOD 1 – From Easi/Easiest</p> <p>Users who have registered/ opted for Easi/Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. Click on New System Myeasi Login with user id and password After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period. <p>If users not registered for Easi/Easiest</p> <ol style="list-style-type: none"> To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/ Proceed with updating the required fields. Post registration, user will be provided Login ID and password. After successful login, user able to see e-voting menu. Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Type of shareholders	Login Method
	<p>METHOD 2 - By directly visiting the e-voting website of CDSL.</p> <ol style="list-style-type: none"> Visit URL: https://www.cdslindia.com/ Go to e-voting tab. Enter Demat Account Number (BO ID) and PAN No. and click on "Submit". System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.</p> <ol style="list-style-type: none"> Login to DP website After Successful login, members shall navigate through "e-voting" tab under Stocks option. Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
<p>Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:</p>	<p>Individual Shareholders of the company, holding shares in physical form/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> Visit URL: https://instavote.linkintime.co.in Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:- <ol style="list-style-type: none"> User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> <i>*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</i> <i>*Shareholders holding shares in NSDL form, shall provide 'D' above</i> Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). Click "confirm" (Your password is now generated). Click on 'Login' under 'SHARE HOLDER' tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> After successful login, you will be able to see the notification for e-voting. Select 'View' icon. E-voting page will appear. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL as per follows:

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘**View**’ icon for ‘**Company’s Name / Event number**’. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- f) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):

Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘Corporate Body/ Custodian/ Mutual Fund’ tab and further Click ‘forgot password?’
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

21. Instructions for Members for participating in the 37th AGM through INSTAMEET are as under:

- Members may join the 37th AGM through InstaMeet Facility by following the procedure as mentioned below which shall be kept open for the Members from 10:45 a.m. IST i.e. 15 minutes before the time scheduled to start the 37th AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 37th AGM.
- Members may note that the VC/OAVM Facility, provided by Link Intime, allows participation on a first-come- first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional

investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 37th AGM without any restriction on account of first- come first- served principle.

- c. Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:

- Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “**Login**”.

- Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

22. Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.

3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

23. Instructions for Shareholders/ Members to Vote during the General Meeting through Insta Meet:

1. Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:
 - a. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
 - b. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
 - c. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
 - d. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
 - e. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
 - f. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during

the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

2. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
3. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
4. Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 37th AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address investorrelations@goldiam.com at least 5 days in advance before the start of the meeting i.e. by September 22, 2024 by 11:00 a.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
6. Members, who would like to ask questions during the 37th AGM with regard to the financial statements or any other matter to be placed at the 37th AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address investorrelations@goldiam.com at least 5 days in advance before the start of the 37th AGM

by September 22, 2024 by 11:00 a.m. IST.

7. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 37th AGM, depending upon the availability of time.
 8. In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call: Tel: 022-49186175 InstaMeet Support Desk, Link Intime India Private Limited.
 9. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 37th AGM through VC/OAVM Facility.
24. **A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the AGM as well as remote e-voting during the AGM. Any person who is not a member as on the cutoff date should treat this Notice for information purpose only. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at instameet@linkintime.co.in. However, if he/ she is already registered with LIPL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.**

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode by sending a request at instameet@linkintime.co.in."

By Order of the Board of Directors
For Goldiam International Limited

Place: Mumbai
August 9, 2024

Regd. Office:
Gems & Jewellery Complex,
M.I.D.C., SEEPZ, Andheri (E),
Mumbai - 400 096.

Pankaj Parkhiya
Company Secretary & Compliance Officer (ACS30395)

Explanatory Statement

As required under Section 102 of the Companies Act, 2013 (the Act) and in terms of Regulation 36 of the SEBI LODR, the following explanatory statement sets out all material facts relating to business mentioned under Item No. 4 of the accompanying Notice:

Item no.4

Mrs. Nipa Utpal Sheth (DIN 00081064), was appointed as Independent Director of the Company by the Members at the 33rd AGM of the Company, for a period of five consecutive years commencing from August 31, 2020 to August 30, 2025 in terms of the provisions of Section 149 of the Act and Regulations 17 and 25 of SEBI Listing Regulations. Accordingly, her first term of five years as Independent Director of the Company, is due to expire on August 30 2025. Upon completion of her term, she is eligible for re-appointment as Independent Director on the Board of the Company for a second term subject to the approval of the Members by a Special Resolution.

Based on the skills, competence and expertise required for the Board in the context of the business and sector of the Company and based on the performance evaluation, the Nomination & Remuneration Committee ('NRC') has recommended to the Board that her qualifications and rich experience meets the skills and capabilities required for the role of Independent Director of the Company. Based on the recommendation of the NRC, the Board has determined that she continue to possess the identified core skills, expertise and competencies fundamental for effective discharge of her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company. Accordingly, the Board of Directors have recommended the re- appointment of Mrs. Nipa Utpal Sheth as Independent Director of the Company, not liable to retire by rotation, for a second consecutive term commencing from August 31, 2025 up to August 30, 2030 (both days inclusive), subject to the approval of the Members by way of Special Resolution.

The Company has in terms of Section 160(1) of the Act, received notice from Members proposing her candidature for the office of Director. The Company has received declarations from Mrs. Nipa Utpal Sheth to the effect that she meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations.

In terms of Regulation 25(8) of the SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

She has also confirmed that she is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and are not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and have given her consent to act as Director of the Company. There is no *inter se* relationship between any other member of the Board and other Key Managerial Personnel of the Company.

In the opinion of the Board, she fulfil the criteria specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company.

The terms and conditions of the appointment of Independent Director is uploaded on the website of the Company and would also be made available for inspection to the Members of the Company up to the date of the AGM. Any Member who wishes to take inspection may send a request from their registered e-mail address to the Company at investorrelations@goldiam.com along with their Name, DP ID & Client ID/Folio No.

A brief profile of the Independent Director as required under Schedule V of the Companies Act, 2013 including Secretarial Standard - 2 and SEBI (LODR) Regulations, 2015, as applicable, are forming part of this Notice.

The Board of Director recommends the relevant resolution for your consideration and approval as a Special Resolution.

Except the respective director and her relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out in this Notice.

Details of the Director seeking appointment/re-appointment at the Annual General Meeting:

Name	Mrs. Tulsi Gupta (DIN: 06905143)	Mrs. Nipa Utpal Sheth (DIN 00081064)
Designation	Non-Executive, Non Independent Director	Non-Executive, Independent Director
Date of Birth and Age	March 16, 1992 (Aged 32 years)	February 21, 1971 (Aged 54 years)
Nationality	Indian	Indian
First Appointment on the Board	August 12, 2016	August 31, 2020
Qualifications	<ul style="list-style-type: none"> • 2015 Gemmological Institute of America (GIA) Certified "Jewellery Designer" • 2013-14 Imperial College London, Business School MSc(Hons) in Innovation, Entrepreneurship and Management • 2010-13 University of Warwick, United Kingdom BA (Hons) in Sociology • 2008-10 B.D. Somani International School, India International Baccalaureate 	She is a Chartered Accountant holding an All India Rank (4th) as well as a Chartered Financial Analyst. She holds 4th rank in Mumbai University and the 1st rank at Narsee Monjee College of Commerce and Economics for her Bachelor in Commerce degree.
Expertise in specific functional area	Wide Knowledge & experience in the field of diamonds & jewellery.	Mrs. Nipa Sheth is the director and founder of Trust Group, a leading full service financial services house and a leader in the Indian Bond Market. She has been an integral part of the fixed income market for over 24 years. Her wisdom and values extends to benefit her clients ranging from large domestic public and private sector banks, large PSUs, Provident Funds, FIs, Endowments and Pension funds, large listed and unlisted corporates in India and high net-worth individuals. Under her distinctive leadership and expertise, TRUST group won the prestigious IFR Asia's India Bond House for the year 2014 and 2017, amongst several other accolades.
Skills and capabilities required for the role and the manner in which the Independent Directors meet the requirements.	N.A.	Refer the Explanatory Statement annexed to the Notice.
Terms and Conditions of re appointment	In terms of Section 152(6) of the Companies Act, 2013, Mrs. Tulsi Gupta who was appointed as Non-Executive, Non-Independent Director at the 29th Annual General Meeting held on September 27, 2016 is liable to retire by rotation.	Re-appointment as an Independent Director for a second consecutive term commencing from August 31, 2025 up to August 30, 2030 (both days inclusive), not liable to retire by rotation.
Details of Remuneration sought to be paid	Sitting Fees for attending meetings of the Board or Committees thereof.	Sitting Fees for attending meetings of the Board or Committees thereof.

Name	Mrs. Tulsi Gupta (DIN: 06905143)	Mrs. Nipa Utpal Sheth (DIN 00081064)
Listed entities in which the director has resigned in the past three years	Nil	Nil
Directorships held in other Indian Public Companies (excluding Foreign Companies and Section 8 Companies)	Nil	Nil
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit, Nomination & Remuneration and Shareholders'/Investor Grievance Committees)	Nil	Nil
Number of Equity Shares held in the Company:		
By self	Nil	Nil
As a Registered Owner	Nil	Nil
No. of Board meeting attended during 2023-2024	4/4	4/4
Relationships between Directors inter-se	Mr. Rashesh M. Bhansali, Executive Chairman – Father Mr. Anmol R Bhansali- Managing Director- Sister	Nil