



Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

September 27, 2024

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001. Scrip Code: 526729	To, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Mumbai- 400 051. Scrip Code: GOLDIAM EQ
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Dear Sir's,

Subject: Revised Scrutinizer's Report of 37th Annual General Meeting of Goldiam International Limited (the "Company") held on Friday, September 27, 2024.

Further to our letter dated September 27, 2024 wherein we have submitted Scrutinizer's Report on Remote E-voting & Poll of 37th Annual General Meeting of the Company, pursuant to Rule 20 (4) of the Companies (Management and Administration) Rules, 2014, in which inadvertently not attached page no.3 of the aforesaid report, hence we are filing herewith revised Scrutinizer's Report on Remote – E-voting & Poll pursuant to Rule 20 (4) of the Companies (Management and Administration) Rules, 2014, as amended.

You are requested to take the above information on your records.

Thanking you

Yours faithfully

For Goldiam International Limited

Pankaj Parkhiya

Company Secretary and Compliance Officer

Encl: as above

Registered Office

Gems & Jewellery Complex, Santacruz Electronics Export Processing Zone, Andheri (East), Mumbai-400096. India

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

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Company Secretaries

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Rajnikant N. Shah

B. Com.(Hons.); LL.B. (Gen.); F.C.S.

OFFICE:

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Andheri (East),
Mumbai - 400 069.

Ref. No.

Date: 27th September, 2024

FORM MGT-13

Scrutinizer (s) Report

Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies
(Management and Administration) Rules, 2014.

To,

The Chairman of 37th Annual General Meeting (AGM) of the Equity Shareholders of
Goldiam International Limited held on Friday, 27th September, 2024 at 11.00 a.m.
through Video Conferencing/Other Audio Visual Means ("VC/OAVM") Facility.

I, RAJNIKANT NAROTTAMDAS SHAH, appointed as a scrutinizer pursuant to
Section 109 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management & Administration) Rules, 2014 (as substituted by notification dated
19th March, 2015) and pursuant to Regulation 44 of SEBI (Listing Obligation and
Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the
process of remote e-voting as well as the e-voting by Members during the 37th
Annual General Meeting (AGM) on the resolutions contained in the AGM notice
dated 09th August, 2024 issued in accordance General Circular No. 14/2020 dated
April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular
No. 20/2020 dated May 5, 2020, General Circular No. 2/2021 dated January 15, 2021,
General Circular No. 21/2021 dated December 14, 2021, General Circular No. 3/2022
dated May 5, 2022, General Circular No 10/2022 dated 28th December, 2022 and
General Circular No. 09/2023 dated September 25, 2023 issued by Ministry of
Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), allowed
companies whose AGMs were due to be held in the year 2024 or become due in the
year 2024, to conduct their AGMs on or before 30.09.2024, in accordance with the
requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020
("MCA Circulars"). The Securities and Exchange Board of India ("SEBI") also issued
Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, Circular
No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No.
SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No.
SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and
SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ("SEBI
Circulars") the validity of which has been extended till September 30, 2024 by SEBI,
calling the 37th Annual General Meeting (AGM) of its Equity Shareholders through



VC / OAVM. The AGM was convened on Friday, 27th September, 2024 at 11.00 a.m. IST through VC / OAVM.

I submit my Report as under:

A. Dispatch of Notice convening the AGM:

Pursuant to General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid -19", General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021, 21/2021, 3/2022, 10/2022 and 09/2023 dated January 13, 2021, December 14, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 respectively in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. The Securities and Exchange Board of India ("SEBI") also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ("SEBI Circulars") an advertisement was published in Financial Express (English) and Mumbai Lakshdeep (Marathi), on 04th September, 2024 specifying the date & time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by the members (both physical & Demat) who are yet to register their Email ID with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

1. Pursuant to General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 2/2021 dated January 15, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No 10/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), allowed companies whose AGMs were due to be held in the year 2024 or become due in the year 2024, to conduct their AGMs on or before 30.09.2024, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 ("MCA Circulars"). The Securities and Exchange Board of India ("SEBI") also issued Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/ HO/ CFD/ CMD2/ CIR/ P/



2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ("SEBI Circulars") notice of the AGM along with the Annual Report 2023-24 was sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories/DP").

2. The Company hosted the notice of AGM on its website, website of the agency providing the platform for remote e-voting and e-voting during the AGM and also intimated the same to BSE Limited and National Stock Exchange of India Limited on 03rd September, 2024.
3. The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Link Intime India Private Limited (LIPL), the Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Company completed dispatch of Notice of AGM:

- On 03rd September, 2024 by E-mail to 63,036 Members who had registered their E-mail IDs with the Company / Depositories;

B. Since this AGM was held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members, requirement of Route Map in AGM notice & appointment of proxies had been dispensed with. The deemed venue of this meeting would be the place from which Chairman is attending.

C. The members who attended the AGM through VC/OAVM were counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

D. Cut-off date

Voting rights were reckoned as on Wednesday, 20th September, 2024, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting at the AGM.



E. Remote e-voting process

- **Agency**

The Company appointed Link Intime India Private Limited (LI IPL) as the agency for providing the platform for remote e-voting platform and e-voting at the AGM.

- **Remote e-voting period:**

The remote E-Voting period remained open from 9.00 a.m. on September 24, 2024 and ended on September 26, 2024 at 5.00 p.m. and members had cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by Link Intime India Private Limited.

F. Voting at the AGM:

- Company had provided facility of e-voting during the AGM only to those members who were present in the 37th AGM through InstaMeet Facility and had not cast their vote on the Resolutions through remote e-Voting and were otherwise not barred from doing so, were eligible to vote through e-Voting system in the 37th AGM.
- In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Rules, 2014 for the purpose of ensuring that Members who have cast their votes through remote e-voting do not vote again during the general meeting, the Scrutinizer shall have access after closure of period of remote e-voting and before the start of general meeting, to only such details relating to Members who have cast their votes through remote e-voting, such as their names, DP ID & Client ID / folios, number of shares held but not the manner in which they have voted.
- Accordingly, LI IPL, the remote e-voting agency provided us with the names, DP ID & Client ID / folios and shareholding of the members who had cast their votes through remote e-voting.

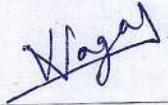


G. Results of the remote e-voting and e-voting by members at the AGM:

- On completion of e-voting during the AGM, we unblocked the results of the remote e-voting and e-voting by members at the AGM, on the LIPL evoting platform and downloaded the results.

The results were unblocked on September 27, 2024 around 11:57 a.m. in presence of two witnesses, namely Ms. Vaishnavi Nitin Vagal residing at 103, Building No. 11, Aakarshan, Sundar Sarovar Complex, Sliver Park, Mira Road, Thane-401107 and Ms. Neha Vinay Singh residing at A-701, Venus Tower, Veera Desai Road, Azad Nagar, Andheri West, Mumbai 400053 who are not in employment of the Company.

They have signed below in confirmation of the event being unblocked in their presence.



(Vaishnavi Nitin Vagal)



(Neha Vinay Singh)

- Based on the aforesaid results, we report that 3 Ordinary Resolutions as set out in Item Nos. 1 to 3 and 1 Special Resolution as set out in Item Nos. 4 of the Notice of the AGM dated 09th August, 2024 have been passed with the requisite majority.
- Consolidated results with respect to each item on the agenda as set out in the Notice of the AGM dated 09th August, 2024 is enclosed herewith.



CONSOLIDATED RESULTS

Item No. 1: Adoption of audited standalone financial statements of the Company together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2024 and audited consolidated financial statements of the Company together with the report of the Auditors thereon for the financial year ended March 31, 2024.

The combined result of remote e-voting and e-voting at the AGM is as under:

i) Voted in favour of Ordinary Resolution

	Remote E-Voting	E-Voting at the AGM	Total
No. of Members voted	108	16	124
Number of valid votes cast by them	67895735	32990	67928725
% of Total number of valid votes cast	99.99	100	

ii) Voted against of Ordinary Resolution

	Remote E-Voting	E-Voting at the AGM	Total
No. of Members voted	1	0	1
Number of valid votes cast by them	100	0	100
% of Total number of valid votes cast	0.01	0	

iii) Invalid/Abstain Votes

	Remote E-Voting	E-Voting at the AGM	Total
No. of Members whose votes were declared invalid/ Abstain	3	0	3
Number of invalid/ Abstain votes cast by them	203	0	203

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated 09th August, 2024 has been passed with requisite majority.



CONSOLIDATED RESULTS

Item No. 2: 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.

The combined result of remote e-voting and e-voting at the AGM is as under:

i) Voted in favour of Ordinary Resolution

	Remote E-Voting	E-Voting at the AGM	Total
No. of Members voted	108	16	124
Number of valid votes cast by them	67895546	32990	67928536
% of Total number of valid votes cast	99.99	100	

ii) Voted against of Ordinary Resolution

	Remote E-Voting	E-Voting at the AGM	Total
No. of Members voted	2	0	2
Number of valid votes cast by them	310	0	310
% of Total number of valid votes cast	0.01	0	

iii) Invalid/Abstain Votes

	Remote E-Voting	E-Voting at the AGM	Total
No. of Members whose votes were declared invalid/ Abstain	3	0	3
Number of invalid/ Abstain votes cast by them	282	0	282

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 2 of the Notice of the AGM dated 09th August, 2024 has been passed with requisite majority.



CONSOLIDATED RESULTS

Item No. 3: To Re-appoint Mrs. Tulsi Gupta, (DIN: 06905143) as Director who retires by rotation and, being eligible; offers herself for re-appointment.

The combined result of remote e-voting and e-voting at the AGM is as under:

i) Voted in favour of Ordinary Resolution

	Remote E-Voting	E-Voting at the AGM	Total
No. of Members voted	104	16	120
Number of valid votes cast by them	67894255	32990	67927245
% of Total number of valid votes cast	99.99	100	

ii) Voted against of Ordinary Resolution

	Remote E-Voting	E-Voting at the AGM	Total
No. of Members voted	5	0	5
Number of valid votes cast by them	1580	0	1580
% of Total number of valid votes cast	0.01	0	

iii) Invalid/Abstain Votes

	Remote E-Voting	E-Voting at the AGM	Total
No. of Members whose votes were declared invalid/Abstain	3	0	3
Number of invalid/ Abstain votes cast by them	203	0	

Based on the aforesaid result, we report that the Ordinary Resolution as set out in Item No. 3 of the Notice of the AGM dated 09th August, 2024 has been passed with requisite majority.



CONSOLIDATED RESULTS

Item No. 4: To re-appoint Mrs. Nipa Utpal Sheth (DIN: 00081064) as an Independent Director on the Board of Directors of the Company

The combined result of remote e-voting and e-voting at the AGM is as under:

i) Voted in favour of Special Resolution

	Remote E-Voting	E-Voting at the AGM	Total
No. of Members voted	107	16	123
Number of valid votes cast by them	67895665	32990	67928655
% of Total number of valid votes cast	99.99	100	

ii) Voted against of Special Resolution

	Remote E-Voting	E-Voting at the AGM	Total
No. of Members voted	2	0	2
Number of valid votes cast by them	170	0	170
% of Total number of valid votes cast	0.01	0	

iii) Invalid/Abstain Votes

	Remote E-Voting	E-Voting at the AGM	Total
No. of Members whose votes were declared invalid/Abstain	3	0	3
Number of invalid/Abstain votes cast by them	203	0	203

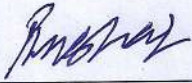
Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 4 of the Notice of the AGM dated 09th August, 2024 has been passed with requisite majority.



- All other relevant records were sealed and handed over to Mr. Rashesh M. Bhansali, Chairman, as authorised by the Board to hand over for safe keeping.

Thanking you,

Yours Faithfully,



(RAJNIKANT N. SHAH)

PROPRIETOR,

R. N. SHAH & ASSOCIATES

COMPANY SECRETARIES

F.C.S. 1629 C.P. 700

PEER REVIEW CERTIFICATE NUMBER: 919/ 2020

UDIN: F001629F001338800

PLACE: MUMBAI

DATE: 27TH SEPTEMBER, 2024