



Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

November 11, 2023

To, BSE Limited PhirozeJeejeebhoy Towers, DalalStreet,Mumbai- 400 001. Scrip Code: 526729	To, National Stock Exchange of India Limited Exchange Plaza, BandraKurlaComplex, Mumbai- 400 051. Scrip Code: GOLDIAM EQ
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Dear Sir/Madam,

Sub: Postal Ballot Notice-Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose a copy of Postal Ballot Notice seeking the approval of members for appointment of Mrs. Ruchi Shrinath Pandya (DIN 09718368) as an Independent Director of the Company by way of Special Resolution. In compliance with Ministry of Corporate Affairs Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated 15th June 2020, 33/2020 dated September 28, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated December 08, 2021 and 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, November 6, 2023 ("Cut-off date"). The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Company has engaged the services of Link Intime India Pvt. Ltd. ("LI IPL") to provide remote e-voting facility to its members. The remote e-voting period commences from 9.00 a.m. (IST) on Sunday, November 12, 2023 and ends at 5.00 p.m. (IST) on Monday, December 11, 2023. The e-voting module shall be disabled by LI IPL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date i.e. on November 6, 2023.

The Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investorrelations@goldiam.com or to the RTA at rnt.helpdesk@linkintime.co.in along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election

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



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Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register the e-mail address with their respective depository participants.

This is for your information and records.

Yours faithfully,
For **Goldiam International Limited**

Pankaj Parkhiya
Company Secretary & Compliance Officer

Encl.: As above

Registered Office

Gems & Jewellery Complex, Santacruz Electronics Export Processing Zone, Andheri (East), Mumbai-400096. India
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CIN:L36912MH1986PLC041203

Regd. Office: Gems & Jewellery Complex, MIDC, SEEPZ, Andheri (East), Mumbai - 400 096.

Website: www.goldiam.com **E-mail:** investorrelations@goldiam.com

Tel. Nos: 022 -28291893/28290396/28292397 **Fax No.:**022-28292885

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

To

The Members of Goldiam International Limited,

NOTICE is hereby given, in accordance with the provision of Section 110 and other applicable provisions of the Companies Act, 2013 (“the **Act**”) read with the Companies (Management and Administration) Rules, 2014 as amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) (“the **Rules**”) read with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated 15th June 2020, 33/2020 dated September 28, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated December 08, 2021 and 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively, issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), that the Resolution appended below are proposed to be passed by the Members of Goldiam International Limited as Special Resolution by way of Postal Ballot only by voting through electronic means (“remote e-Voting”).

In compliance with the aforesaid MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board at its meeting held on November 10, 2023, has appointed, Mr. Rajnikant Shah, Practising Company Secretary (Membership No. 1629 COP No. 700), as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from November 12, 2023 at 9.00 AM (IST) and ends on December 11, 2023 at 5.00 P.M. (IST) Members desiring to exercise their vote through the remote e-voting are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on December 11, 2023. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time. The Company has engaged the services of Link Intime India Pvt. Ltd. (“LI IPL”) for the purpose of providing remote e-voting facility to its Members.

The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on December 12, 2023. The result of the postal ballot along with Scrutinizer's report will be posted on the Company's website- www.goldiam.com and on website of LIIPL- <https://instavote.linkintime.co.in/> as well as on websites of Stock Exchanges i.e. www.bseindia.com and www.nseindia.com.

In the event the draft Resolution as set out is assented to by requisite majority of Members by means of an E-voting, they shall be deemed to have been passed as Special Business at General Meeting. Special Resolution shall be declared as passed if the number of votes cast in favour are not less than three times the number of votes cast, if any, against the said Resolution. The resolution, if passed by the requisite majority shall be deemed to have been passed on Monday, December 11, 2023 i.e., the last date specified for receipt of votes through the e-voting process.

SPECIAL BUSINESS

APPOINTMENT OF MRS. RUCHI SHRINATH PANDYA (DIN 09718368) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mrs. Ruchi Shrinath Pandya (DIN 09718368), who was appointed as an Additional Director (in the capacity of an Independent Director) of the Company by the Board of Directors with effect from September 28, 2023, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from September 28, 2023 upto September 27, 2028.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution and for matters concerned and incidental thereto."

Date: November 10, 2023
Place: Mumbai

By order of Board of Directors
For **Goldiam International Limited**

Pankaj Parkhiya
Company Secretary & Compliance Officer
Membership No: [ACS 30395]

Registered office:

Gems & Jewellery Complex, M.I.D.C., SEEPZ,
Andheri (E), Mumbai - 400 096
Tel.: (022) 28291893/28290396/28292397: Fax: (022) 28292885
E-mail: investorrelations@goldiam.com, Website: www.goldiam.com
CIN: L36912MH1986PLC041203

NOTES & INSTRUCTIONS:

1. The explanatory statement pursuant to Section 102 of the Companies Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed special business is annexed hereto.
2. In compliance with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated 15th June 2020, 33/2020 dated September 28, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), this Postal Ballot Notice is being sent only through electronic mode to all the members, whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) on November 6, 2023 “the cut-off date”, which will be considered for the purposes of voting.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted through this Notice. For this purpose, the Company has entered into an agreement with Link Intime India Pvt. Ltd. (“LIPL”) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting will be provided by LIPL.
4. In line with MCA Circulars, the Notice has also been placed on Company’s website www.goldiam.com, website of LIPL at <https://instavote.linkintime.co.in/>, websites of stock exchange i.e., www.bseindia.com and www.nseindia.com.
5. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on Date November 6, 2023. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
6. **Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investorrelations@goldiam.com or to the RTA at rnt.helpdesk@linkintime.co.in along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register the e-mail address, Members may write to investorrelations@goldiam.com.**
7. Mr. Rajnikant Shah, Practising Company Secretary (Membership No. 1629 COP No. 700), has been appointed as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
8. After completion of the scrutiny, the Scrutinizer will submit report to the Chairman or Company Secretary of the Company after verifying the votes cast through remote e-voting on or before

5.00 pm on December 12, 2023. The result will be announced by the Chairperson or Company Secretary of the Company at the Registered Office of the Company at Gems & Jewellery Complex, M.I.D.C., SEEPZ, Andheri (E), Mumbai - 400 096. The results declared along with scrutinizer's report shall be placed on the Company's website i.e. www.goldiam.com besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., December 11, 2023.

9. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can also send an email to investorrelations@goldiam.com.

Instructions for Members for Remote e-Voting are as under:

Voting through electronic means

In terms of the Circular issued by the Securities and Exchange Board of India dated December 9, 2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual Demat account holders, by way of single login credential, through their Demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Pursuant to provisions of section 108 and any other applicable provisions of the Companies Act, 2013, if any, read with Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide its members with the facility of "remote e-voting" (e-voting), to enable them to cast their votes electronically. The Company has entered into an agreement with Link Intime India Private Limited (LIPL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

The voting period begins on November 12, 2023 at Time 9.00 a.m. and ends on December 11, 2023 at Time 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 Date November 6, 2023 may cast their vote electronically. The e-voting module shall be disabled by LIPL 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 as follows:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period. • If the user is not registered for Easi/Easiest, option to register is available at https:// web.cdslindia.com/myeasi./Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E-voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

<p style="text-align: center;">Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: <ul style="list-style-type: none"> - A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + 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. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. E. Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D,’ shall provide their Folio number in ‘D’ above <ul style="list-style-type: none"> • 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). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit.’ 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. 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). 7. 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.
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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 at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
 - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members 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 minimum 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 have forgotten the password:

- Shareholders/ members 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”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

EXPLANATORY STATEMENT

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

Item No. 1

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Ruchi Shrinath Pandya (DIN: 09718368), as an Additional Director (in the capacity of Independent Director) of the Company, with effect from September 28, 2023 under Sections 149, 150 and 152 of the Act and Article 116 of the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of Listing Regulations, Mrs. Ruchi Shrinath Pandya (DIN: 09718368) shall hold office until the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Mrs. Ruchi is eligible to be appointed as an Independent Director for a term upto five consecutive years. The Company has received notice under Section 160 of the Act from Mrs. Ruchi signifying her candidature as an Independent Director of the Company. The Company has also received from Mrs. Ruchi (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that she meets 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. Mrs. Ruchi has 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 her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further, she has confirmed that she has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority and 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 as an Independent Director of the Company.

Mrs. Ruchi Shrinath Pandya is a BSL.LLB-Mumbai & Solicitor (UK & Wales) by profession. She is admitted as Advocate on the Rolls of Bar Council of Maharashtra & Goa-2005 & as Solicitor (UK & Wales)-2006. With more than 17 years of practice, travelled extensively across the globe for professional commitments as well as marketing. Having appeared in the Royal Courts of Justice in London representing a high profiled client for more than two years continuously has been one of the best learning experiences. Main areas of practice include- General Corporate law, Real Estate, Project Finance, Commercial Litigation, Arbitration and Dispute Resolution. Trained under Mr. Ajay Khatlawala, senior most partner of the firm who also is with the firm for more than 40 years now is the co-managing partner and one of the leading Litigation and Real Estate Attorney in India and globally with several awards and appreciations to his collection.

Skills:

- (i) Corporate and Commercial law : Mrs. Ruchi has an extensive Corporate and Commercial law practice both in contentious and noncontentious matters;
- (ii) General management and leadership: Strategic planning, sustainability, and protect interest of all stakeholders; and
- (iii) Financial and risk management skills: Understanding the financial statements and financial controls, systems and processes.

Considering the vast knowledge, acumen, expertise of Mrs. Ruchi Shrinath Pandya, the Board of Directors is of the opinion that her association would be of immense benefit to the Company. In the opinion of the Board, Mrs. Ruchi fulfils the conditions specified in the Act and in the SEBI Listing Regulations for appointment as an Independent Director and is independent of the Management.

The Board, based on the recommendation of NRC, considers that given her skills, integrity, expertise and experience, the association of Mrs. Ruchi would be beneficial to the Company and it is desirable to avail her services as an Independent Director.

During her tenure of appointment, she shall not be liable to retire by rotation as provided under Section 152(6) of the Act.

A copy of the letter of appointment of Mrs. Ruchi Shrinath Pandya as the Independent Director setting out the terms and conditions of her appointment is available for inspection by the Members at the Registered Office of the Company during the office hours on all working days from the date of dispatch of this notice till the last date for receipt of votes through the remote e-voting process.

Mrs. Ruchi Shrinath Pandya will be paid remuneration by way of the Sitting Fees for attending the meetings of the Board of Directors and/or its Committees, reimbursement of expenses for participating in the Board and other meetings, which shall be within the limits stipulated under Companies Act, rules made thereunder and Listing Regulations.

As required under Regulation 36 of the SEBI Listing Regulations and Clause 1.2.5 of SS-2, other requisite information is annexed hereto, and forms a part of this Notice.

Your directors recommend the said Resolution for approval by the Members by way of Special Resolution.

Except, Mrs. Ruchi Shrinath Pandya and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel and their respective relatives are in anyway concerned or interested, financially or otherwise, in the Resolution No. 1 as set out in this Notice.

DISCLOSURE RELATING TO DIRECTOR PURSUANT TO REGULATION 36(3) of SEBI LISTING REGULATIONS AND SS-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Appointment of Mrs. Ruchi Shrinath Pandya (DIN: 09718368)

1.	Name	Mrs. Ruchi Shrinath Pandya
2.	DIN	09718368
3.	Date of Birth / Age	December 31, 1980
4.	Date of First Appointment	September 28, 2023
5.	Expertise in specific functional areas	<p>With more than 17 years of law practice, travelled extensively across the globe for professional commitments as well as marketing. Having appeared in the Royal Courts of Justice in London representing a high profiled client for more than two years continuously has been one of the best learning experiences. Main areas of practice include- General Corporate law, Real Estate, Project Finance, Commercial Litigation, Arbitration and Dispute Resolution. Trained under Mr. Ajay Khatlawala, senior most partner of the firm who also is with the firm for more than 40 years now is the co-managing partner and one of the leading Litigation and Real Estate Attorney in India and globally with several awards and appreciations to his collection.</p> <p><u>Awards & Accolades:</u></p> <ul style="list-style-type: none"> • Awarded as the “Rising Star under-40 Award” at New Delhi, by Legal Era in 2019; • Felicitated by an international car brand Audi celebrating her success over societal hurdles in 2020; • Awarded as "One of the top 100 Iconic Women” by Foxclues India Prime; • Ranked in the "Top 10 most influential lawyers under 40” in the country in 2020; • Ranked in the top 30 best professionals by an international magazine in 2021; • Nominated and also awarded as “Young Achiever in Legal Fraternity” by Outlook Business Magazine for “Movers & Shakers of Indian Business” in April 2022; • Appeared on cover pages of about 6 Indian Magazines, in “Economic Times - Panache” and “Outlook Business Magazine”, for International Women’s Day 2022 and otherwise and has been captured as an inspiring leader by 2 international magazines; • Nominated and awarded as “Powerful Women Leader under 50” in May 2022 by Fox Story India and appears on the magazine’s cover page; • Awarded by Times group to be chosen for “Times Visionary Leaders” on July 20, 2022;
6.	Experience	

		<ul style="list-style-type: none"> • Featured in Economic Times as the “Inspiring Indian” special Edition on the occasion of August 15, 2022 celebrations; • Appeared on Cover-page and detailed article in Special Edition of Fortune India magazine- which captures the corporate world at its best, about her achievements and life story in November 2022 & • Appeared in, along with the stalwarts of legal fraternity, in first ever released Coffee Table Book by India’s leading legal publication house “LegalEra” in October-November 2022 edition.
7.	Skills and capabilities required for the role as an Independent Director and manner of meeting requirement	<ul style="list-style-type: none"> • Corporate Governance, Legal & Compliance • Industry Knowledge • General Management
8.	Qualification(s)	Mrs. Ruchi Shrinath Pandya is a BSL.LLB-Mumbai & Solicitor (UK & Wales) by profession. She is admitted as Advocate on the Rolls of Bar Council of Maharashtra & Goa-2005 & as Solicitor (UK & Wales)-2006.
9.	Terms & Conditions of appointment/ reappointment	Independent Director, not liable to retire by rotation, to hold office for a period of five consecutive years, with effect from September 28, 2023 upto September 27, 2028.
10.	Remuneration last drawn	Mrs. Ruchi Pandya was paid sitting fees for attending the meeting of the Board of Directors held on November 10, 2023.
11.	Details of proposed remuneration	Sitting fees as approved by the Board of Directors/shareholders in accordance with applicable provisions of law.
12.	Shareholding in the Company including shareholding as a beneficial owner	Nil
13.	Number of meetings of the Board attended during the financial year 2023-24 (upto the date of Postal Ballot notice)	1 of 1
14.	Chairperson/Membership of the Committee(s) of Board of Directors of the Company as on the date of Postal Ballot notice	Nil
15.	Other companies in which she is a Director excluding Directorship in Private and Section 8 companies as on the date of Postal Ballot notice	<ul style="list-style-type: none"> • Survival Technologies Ltd

16.	Chairperson/Membership of the Audit Committee and/or Stakeholders' Relationship Committee of Board of Directors of other companies in which she is a Director excluding Private and Section 8 companies as on the date of Postal Ballot notice:	Survival Technologies Ltd Audit Committee-Member
17.	Listed entities in which the person has resigned in past three years	Nil
18.	Disclosure of relationships	Mrs. Ruchi Shrinath Pandya is not related to any Director(s) of the Company as defined under the provisions of section 2(77) of the Companies Act, 2013, and is not debarred from holding the office of director by virtue of any SEBI order or any other statutory authority.

Note: Pursuant to Regulation 26 of the SEBI Listing Regulations, only two committees, viz. Audit Committee and Stakeholders' Relationship Committee have been considered.