



# Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

February 14, 2022

To, BSE Limited PhirozeJeejeebhoy 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/Madam,

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

This is further to our letter dated February 8, 2022, informing the Stock Exchanges about the decision of the Board of Directors of the Company for Sub-division/Split of Equity Shares of the Company from face value of Rs. 10/- per share to Rs.2/- per share.

In terms of Regulation 30 of the SEBI Listing Regulations, we enclose a copy of Postal Ballot Notice seeking the approval of members for Sub-division/Split of Equity Shares by way of Ordinary Resolution. In compliance with Ministry of Corporate Affairs Circulars No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated 15<sup>th</sup> June 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021 and Circular No. 20/2021 dated 8th December, 2021, 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. Friday, February 11, 2022 ("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. ("LIPL") to provide remote e-voting facility to its Members. The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, February 15, 2022 and ends at 5.00 p.m. (IST) on Wednesday, March 16, 2022. The e-voting module shall be disabled by LIPL 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 February 11, 2022.

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](mailto:investorrelations@goldiam.com) or to the RTA at [rnt.helpdesk@linkintime.co.in](mailto: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](mailto:investorrelations@goldiam.com).

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  
Phones: (022) 28291893/28290396/28292397 Fax : (022) 28292885 Email:- [investorrelations@goldiam.com](mailto:investorrelations@goldiam.com)  
Website: [www.goldiam.com](http://www.goldiam.com)



# Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

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

**Website:** [www.goldiam.com](http://www.goldiam.com) **E-mail:** [investorrelations@goldiam.com](mailto:investorrelations@goldiam.com)

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

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## 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 Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated 15<sup>th</sup> June 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated 31st December, 2020, Circular No. 10/2021 dated 23rd June, 2021 and Circular No. 20/2021 dated 8th December, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), that the Resolutions appended below are proposed to be passed by the Members of Goldiam International Limited as an Ordinary 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 February 8, 2022, 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 February 15, 2022 at 9.00 AM (IST) and ends on March 16, 2022 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 March 16, 2022. 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 of the Company, or any person authorized by him 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 March 17, 2022. The result of the postal ballot along with Scrutinizer’s report will be posted on the Company’s website- [www.goldiam.com](http://www.goldiam.com) and on website of LI IPL- <https://instavote.linkintime.co.in/> as well as on websites of Stock Exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

In the event the draft Resolutions as set out are 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. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Wednesday, March 16, 2022 i.e., the last date specified for receipt of votes through the e-voting process.

## **SPECIAL BUSINESS**

### **1. SUB-DIVISION OF EQUITY SHARES FROM THE FACE VALUE OF RS.10/- PER SHARE TO RS. 2/-PER SHARE**

To consider and, if thought fit, to give assent or dissent to the following as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and the other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s) and consent(s) as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent, the approval of the members of the Company be and is hereby accorded for the sub-division of 1 (One) Equity Share of the Company having face value of Rs.10/- (Rupees Ten only) each fully paid-up into 5 (Five) Equity Shares having face value of Rs. 2/- (Rupees Two only) each fully paid-up, with effect from the ‘Record date’ to be determined by the Board of Directors for this purpose.

**RESOLVED FURTHER THAT** pursuant to sub-division of equity shares of the Company, the Authorised, Issued, Subscribed and Paid-up Equity Share Capital of 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten only) each fully paid-up shall stand sub-divided into 5 (Five) Equity Shares of face value of Rs. 2/- (Rupees Two only) each fully paid-up as existing on the Record Date.

**RESOLVED FURTHER THAT** upon the sub-division of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and to be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in case of the equity shares held in dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company.

**RESOLVED FURTHER THAT** Mr.Rashesh Manhar Bhansali, Executive Chairman and Mr.Anmol Rashesh Bhansali, Whole-time Director and Mr.Pankaj Parkhiya, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the subdivision of shares including execution and filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

## 2. APPROVAL FOR ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to give assent or dissent to the following as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof for the time being in force), and the rules framed thereunder, provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as approved by the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for amendment of the existing “Clause V” of the Memorandum of Association of the Company by substituting with the following clause:

“V. The Authorised Share Capital of the Company is Rs.31,00,00,000/- (Rupees Thirty One Crores only) divided into 15,50,00,000 (Fifteen Crores Fifty Lakhs) Equity Shares of Rs.2/- (Rupees Two only) each with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the act or provided by the Articles of Association of the Company for the time being.”

RESOLVED FURTHER THAT Mr.Rashesh Manhar Bhansali, Executive Chairman and Mr.Anmol Rashesh Bhansali, Whole-time Director and Mr.Pankaj Parkhiya, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”

Date: February 8, 2022

Place: Mumbai

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

Sd/-

**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 Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 33/2020 dated September 28, 2020 Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021 and Circular No. 20/2021 dated 8th December, 2021 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 February 11, 2022 “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](http://www.goldiam.com), website of LIPL at <https://instavote.linkintime.co.in/>, websites of stock exchange i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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 February 11, 2022. 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](mailto:investorrelations@goldiam.com) or to the RTA at [rnt.helpdesk@linkintime.co.in](mailto: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](mailto: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 Board/ Chairperson / Executive Director of the Company after verifying the votes cast through remote e-voting on or before 5.00 pm on March 17, 2022. The result will be announced by the Chairperson or Executive Director 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](http://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., March 16, 2022.

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](mailto: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 February 15, 2022 at Time 9.00 a.m. and ends on March 16, 2022 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 February 11, 2022 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><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ul style="list-style-type: none"> <li>• 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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>• 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 and you will be redirected to e-Voting service provider website for</li> </ul>

	<p>casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>• 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>• 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 i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>• If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>• Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ul>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• 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 or joining virtual meeting &amp; voting during the meeting.</li> </ul>
<p><b>Individual Shareholders holding securities in Physical mode &amp; e-voting service Provider is LINKINTIME.</b></p>	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: - <ol style="list-style-type: none"> <li>A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.</li> <li>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.</li> <li>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</li> <li>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"> <li>• Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>• Click "confirm" (Your password is now generated).</li> </ul> </li> </ol> </li> <li>2. Click on 'Login' under 'SHARE HOLDER' tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit.'</li> </ol>

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|  | <ol style="list-style-type: none"> <li>4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</li> <li>5. E-voting page will appear.</li> <li>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).</li> <li>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.</li> </ol> |
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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:



<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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](mailto: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 and 2

#### **SUB-DIVISION OF EQUITY SHARES HAVING FACE VALUE OF RS. 10/- PER SHARE TO RS. 2/- PER SHARE AND CORRESPONDING AMENDMENTS IN MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The Equity Shares of your Company are listed and are being actively traded on the Bombay Stock Exchange (“BSE Limited”) and National Stock Exchange of India Limited (“NSE”). The Company’s strong performance and faith of investors since its listing has led the significant rise in the market price of the equity shares of the Company enhancing the shareholders wealth. With a view to enhance the liquidity in the capital market and encourage the participation of small investors by making equity shares of the Company more affordable, the Board of Directors (“Board”) at its Meeting held on Tuesday, February 8, 2022 considered and approved the sub-division of 1 (One) Equity Share of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid-up into 5 (Five) Equity Shares having face value of Rs. 2/- (Rupees Two only) each fully paid-up subject to the approval of the Members of the Company.

Details of Sub-division are as follows:

Type of Capital	Pre Sub-division Share Capital Structure			Post Sub-division Share Capital Structure		
	No. of Equity Shares	Face Value (Rs.)	Share Capital (Rs.)	No. of Equity Shares	Face Value (Rs.)	Share Capital (Rs.)
Authorised Share Capital						
Equity shares	3,10,00,000	10	31,00,00,000	15,50,00,000	2	31,00,00,000
Issued, Paid-up and Subscribed Capital						
Equity shares	2,17,94,923	10	21,79,49,230	10,89,74,615	2	21,79,49,230

The sub-division of Equity Shares of face value of Rs. 10/- each as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association (MOA) of the Company. A copy of the MOA of the Company along with the proposed amendments shall be open for public inspection at the registered office of the Company and on the Company’s website for electronic inspection upto the date of declaration of the results of the Postal Ballot.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested (financial & otherwise), in the resolution set out in Item No. 1 & 2 of the Postal Ballot Notice.

The Board recommends passing of the resolution set out at Item No. 1 & 2 for the approval of the members of the Company by way of Ordinary Resolution.

Date: February 8, 2022  
Place: Mumbai

By order of Board of Directors  
For **Goldiam International Limited**  
Sd/-

**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](mailto:investorrelations@goldiam.com) Website: [www.goldiam.com](http://www.goldiam.com)  
CIN: L36912MH1986PLC041203