

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

### **NOTICE**

**NOTICE** is hereby given that the THIRTY-EIGHT ANNUAL GENERAL MEETING of the Members of GOLDIAM INTERNATIONAL LIMITED will be held on Friday, September 26, 2025 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, 2025, the Reports of Directors and Auditors thereon, and
- b. the audited consolidated financial statement of the Company for the financial year ended March 31, 2025.

**2. Declaration of Dividend**

To confirm 1st interim dividend of ₹ 1/- (i.e. 50%) and 2<sup>nd</sup> interim dividend of ₹ 1/-(i.e. 50%) on each paid up equity share already paid for the financial year ended March 31, 2025 and declare final dividend of ₹ 1/-(i.e. 50%) on each paid up equity share for the financial year ended March 31, 2025.

**3. Appointment of Director in place of those retiring by rotation**

To appoint a Director in place of Mr. Rashesh Manhar Bhansali, Executive Chairman (DIN 00057931), who retires by rotation and, being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS**

**4. To consider, and if thought fit, pass the following resolution as an ORDINARY RESOLUTION:**

**Appointment of M/s. R. N. Shah & Associates, Practising Company Secretaries as Secretarial Auditors and fix their remuneration**

“**RESOLVED THAT** pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Act”), M/s. R. N. Shah & Associates, Practising Company Secretaries (F.C.S. 1629 & CP No. 700) be and is hereby appointed as Secretarial Auditors of the Company for a period of 5 consecutive years, from April 1, 2025 to March 31, 2030 (‘the Term’), and to avail any other services, certificates, or reports as may be permissible under applicable laws, on such remuneration and reimbursement of expenses to be decided from time to time, by the Board of Directors of the Company or any other person as authorized by the Board of Directors and mutually agreed with the Secretarial Auditors.”

**5. To re-appoint Mr. Rashesh Manhar Bhansali (DIN 00057931) as an Executive Chairman for another term of five years and to pay remuneration for the period of three years with effect from February 1, 2026.:**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Members of the Company be and are hereby accorded for re-appointment of Mr. Rashesh Manhar Bhansali (DIN-00057931) Executive Chairman of the Company for the period of five years with effect from February 1, 2026, whose office shall be liable to retire by rotation and to pay the minimum remuneration, as detailed below for the period of three years with the effect from February 1, 2026.

**Details of Remuneration:**

**Part A:**

1. Basic Salary: ₹ 10,00,000/- per month

**Part B:**

1. Car for Office Use.
2. Telephone at residence for business use to be reimbursed from the Company, or for Residence subject to self-certification basis on production of bills.
3. Membership fees of two clubs.
4. Gratuity:  
Gratuity shall be payable as per the provisions of the payment of Gratuity Act, 1972 as amended from time to time.
5. Leave and Bonus:

As per the Company policy

**RESOLVED FURTHER THAT** in case the Company does not earn any profits or earns inadequate profits the remuneration mentioned above will be considered as minimum remuneration payable to Mr. Rashesh Manhar Bhansali (DIN 00057931), Executive Chairman, pursuant to the provision of and the ceiling limits prescribed under Section II, III, IV and V of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Rashesh Manhar Bhansali (DIN 00057931), Executive Chairman shall be entitled to Commission up to 5% of net profit inclusive of Salary, as per the ceiling fixed under Section 197 & 198 and Schedule V and other applicable provisions of the Companies Act, 2013 and regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amendments made thereto from time to time, in case of adequacy of profit.

**RESOLVED FURTHER THAT** the Board and/or its committee subject to recommendation of Nomination and Remuneration Committee be and is hereby in its absolute discretion to decide/determine, fix and/ or vary/alter/modify within the limit stated above, the remuneration (including minimum remuneration in the event of absence or inadequacy of profits in any financial year) payable to Mr. Rashesh Manhar Bhansali (DIN 00057931), Executive Chairman from time to time and to comply with all legal provisions and to do all such acts, deeds, things and matters etc., as may be considered necessary, desirable, expedient or proper to give effect to this resolution."

6. **Approve to pay remuneration to Mr. Anmol Rashesh Bhansali, Managing Director for the remaining period of his tenure i.e. up to November 24, 2027 with effect from November 25, 2025.**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Members of the Company be and are hereby accorded to pay minimum remuneration, as detailed below, to Mr. Anmol Rashesh Bhansali (DIN 07931599), Managing Director for remainder of duration of appointment i.e. up November 24, 2027 with the effect from November 25, 2025.

**Details of Remuneration:**

**Part A:**

1. Basic Salary: ₹ 10,00,000/- per month

**Part B:**

1. Car for Office Use.
2. Telephone at residence for business use to be reimbursed from the Company, or for Residence subject to self-certification basis on production of bills.
3. Membership fees of two clubs.
4. Gratuity:  
Gratuity shall be payable as per the provisions of the payment of Gratuity Act, 1972 as amended from time to time.
5. Leave and Bonus:

As per the Company policy

**RESOLVED FURTHER THAT** in case the Company does not earn any profits or earns inadequate profits the remuneration mentioned above will be considered as minimum remuneration payable to Mr. Anmol Rashesh Bhansali (DIN 07931599), Managing Director, pursuant to the provision of and the ceiling limits prescribed under Section II, III, IV and V of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Anmol Rashesh Bhansali (DIN 07931599), Managing Director shall be entitled to Commission up to 5% of net profit inclusive of Salary, as per the ceiling fixed under Section 197 and Schedule V and other applicable provisions of the Companies Act, 2013 and regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amendments made thereto from time to time, in case of adequacy of profit.

**RESOLVED FURTHER THAT** the Board and/or its committee committee subject to recommendation of Nomination and Remuneration Committee be and is hereby in its absolute discretion to decide/determine, fix and/ or vary/alter/modify within the limit stated above, the remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Mr. Anmol Rashesh Bhansali (DIN 07931599), Managing Director from time to time and to comply with all legal provisions and to do all such acts, deeds, things and matters etc., as may be considered necessary, desirable, expedient or proper to give effect to this resolution.”

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

Place: Mumbai  
August 11, 2025

**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 09/2024 dated September 19, 2024 (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 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations.  
  
In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 38<sup>th</sup> AGM of the Company is being held through VC/OAVM on **Friday, September 26, 2025, at 11:00 a.m. (IST)**. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at Gems & Jewellery Complex, MIDC, SEEPZ, Andheri East, Mumbai 400096, Maharashtra, India.
2. The Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('Act'), setting out the material facts concerning the business with respect to Item No(s). 4, 5 and 6 forms part of this Notice. Further, relevant information pursuant to Regulations 26(4) and 36(3) and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and disclosure requirements in terms of Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure to this Notice.
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 READ WITH THE SEBI 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. The Registrar and Transfer Agent of the Company is MUFG Intime India Private Limited. Consequent to the acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation, Link Intime India Private Limited is known as MUFG Intime India Private Limited. The change of name is effective from December 31, 2024.
5. In accordance with the aforesaid MCA Circulars and the SEBI Circulars, the Annual Report for the financial year 2024-25 including the Audited Financial Statements for the year ended March 31, 2025, 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](mailto:investorrelations@goldiam.com) mentioning their Folio No./DP ID and Client ID. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website [www.goldiam.com](http://www.goldiam.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice of the AGM will also be available at the website of MUFG

Intime India Private Limited ("MIPL") by using URL: <https://web.in.mpms.mufg.com>

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 Saturday, September 20, 2025 to Friday, September 26, 2025 (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](mailto: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. MUFG Intime India Private Limited at <https://web.in.mpms.mufg.com>. 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 MIPL, 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-updation-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](mailto: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, 2023-24 and 2024-25 are requested to approach the Company or the Company's Registrar and Transfer Agents, M/s. MUFG Intime India Pvt. Ltd. The details of unpaid dividend are also available on the website of the Company [www.goldiam.com](http://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.iepf.gov.in](http://www.iepf.gov.in).
17. Non-Resident Indian Members are requested to inform M/s. MUFG 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 MUFG Intime India Pvt. Ltd., for consolidation into a single folio.
20. **Final Dividend for FY 2024-25**
- The Board of Directors of the Company ('Board') at its meeting held on May 26, 2025 recommended a dividend of ₹ 1 per equity Share of ₹ 2/- each (50%). Further, the Board has fixed Friday, September 19, 2025 as the Record Date for determining the Members entitled to receive dividend for the Financial Year ended March 31, 2025, subject to approval of the shareholders at this AGM.
- The dividend, if approved by the Members at the AGM, will be paid subject to deduction of income-tax at source ('TDS') on and from **Monday, October 6, 2025**, as under:
- **In respect of Ordinary shares held in physical form:**

To all the Members, whose names are on the Company's Register of Members, after giving effect to valid transmission and transposition requests lodged with the Company, as on close of business hours of **Friday, September 19, 2025**.
  - **In respect of Ordinary Shares held in electronic form:**

To all beneficial owners of the shares, as of end of day on **Friday, September 19, 2025**, as per details furnished by the Depositories for this purpose.
  - **TDS on Dividend**

Members may note that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after April 1, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to shareholders, subject to approval of shareholders in the ensuing AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company.

    - a. All Shareholders are requested to ensure that the below details are completed and/or updated, as applicable, in their

respective demat account(s) maintained with the Depository participant(s); or in case of shares held in physical form, with the Company, on or before Friday, September 19, 2025. the commencement of book closure from Saturday, September 20, 2025 to Friday, September 26, 2025 (both days inclusive). Please note that the following details, in case you had already registered with the Company, as available with the Company in the Register of Members/Register of Beneficial Ownership maintained by the Depositories will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions:

- I. Valid Permanent Account Number (PAN).
  - II. Residential status as per the Income Tax Act, 1961 i.e. Resident or Non-Resident for FY 2025-26.
  - III. Category of the Shareholder viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) Category I and II, AIF Category III, Government (Central/State Government), Foreign Portfolio Investor (FPI)/Foreign Institutional Investor (FII): Foreign Company, FPI/FII: Others (being Individual, Firm, Trust, Artificial Juridical Person, etc.), Individual, Hindu Undivided Family (HUF), Firm, Limited Liability Partnership (LLP), Association of Persons (AOP), Body of Individuals (BOI) or Artificial Juridical Person, Trust, Domestic Company, Foreign Company, etc.
  - IV. Email Address
  - V. Residential Address
- b. For Resident Shareholders, TDS is required to be deducted at the rate of 10% under Section 194 of the Income Tax Act, 1961 on the amount of dividend declared and paid by the Company in the financial year 2025-26 provided valid PAN is registered by the Shareholder. If the valid PAN is not registered, the TDS is required to be deducted at the rate of 20% under Section 206AA of the Income Tax Act, 1961. However, no tax shall be deducted on the dividends paid to resident individuals if aggregate dividend distributed or likely to be distributed during the financial year does not exceed Rs. 5000. Even in the cases where the shareholder provides valid
- Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income), no TDS shall be deducted.
- c. For Non-resident shareholders, the TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 195 of the Income Tax Act, 1961. Further, as per Section 90 of the Income Tax Act, 1961 the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholders will have to provide the following:
- I. Self-attested copy of the PAN allotted by the Indian Income Tax authorities;
  - II. Self-attested copy of valid Tax Residency Certificate obtained from the tax authorities of the country of which the shareholder is a resident;
  - III. Self-declaration in Form 10F; and
  - IV. Self-declaration in the attached format certifying:
    - Shareholder is and will continue to remain a tax resident of the country of its residence during the Financial Year 2025-26;
    - Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
    - Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
    - Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
    - Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2025-26.
- d. The draft of the aforementioned documents may also be accessed from the Company's website at [www.goldiam.com](http://www.goldiam.com)

- e. Accordingly, in order to enable us to determine the appropriate TDS/ withholding tax rate applicable, we request you to provide these details and documents as mentioned above before Friday, September 19, 2025. Kindly note that the aforementioned documents are required to be uploaded on the URL mentioned below: <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html>

On this page the user shall be prompted to select/share the following information to register their request.

1. Select the company (Dropdown)
  2. Folio / DP-Client ID
  3. PAN
  4. Financial year (Dropdown)
  5. Exemption Form selection
  6. Document attachment – 1 (PAN)
  7. Document attachment – 2 (Forms)
  8. Document attachment – 3 (Any other supporting document)
- e. It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

**Mandatory updation of PAN, KYC, Bank details, and Specimen signature prior to processing the payment of Dividend**

Pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 issued to the Registrar and Transfer Agents read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024, SEBI Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, and other related SEBI Circulars, SEBI has mandated that, with effect from April 1, 2024, dividend to the securityholders holding shares in physical mode shall be paid only through electronic mode. Such payment to the eligible shareholders holding physical shares shall be made only after they have furnished their PAN, Contact Details (Postal Address with PIN and Mobile Number), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company or its RTA. Relevant FAQs have been published by SEBI in this regard. The FAQs and the abovementioned SEBI Master Circular and SEBI Circular are available on SEBI's website.

The forms for updation of PAN, KYC, Bank details and Nomination viz. Forms ISR-1, ISR-2, ISR-3 and SH-13 are available on our website at <http://goldiam.com/investors-kyc-updation-and-others.html>. In view of the above, we urge Members holding shares in physical form to submit the required forms duly filled up and signed, along with the supporting documents at the earliest to the RTA. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Members holding shares in physical form are requested to ensure that their PAN is linked to their Aadhaar card.

**21. Instructions for E-Voting and joining the AGM are as follows**

**A. 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 38<sup>th</sup> AGM of the Company. The Company has entered into an agreement with MUFG Intime India Private Limited (MI 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 19, 2025 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 23, 2025 at 9.00 a.m. and ends on September 25, 2025 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 19, 2025, may cast their vote electronically. The e-voting module shall be disabled by MI 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
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<p><b>METHOD-1</b></p> <p>If you are already registered for NSDL IDeAS facility,</p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> and click on “Beneficial Owner” icon under “Login”.</li> <li>Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services</li> <li>Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol> <p>If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> <li>To register, visit URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> and select “Register Online for IDeAS Portal” or click on <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a> “</li> <li>Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code &amp; click on “Submit”.</li> <li>Enter the last 4 digits of your bank account / generate ‘OTP’</li> <li>Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).</li> </ol> <div style="border: 1px solid red; padding: 5px; margin: 10px 0;"> <p>Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> </div> <div style="text-align: right; margin: 10px 0;">   </div> <p><b>METHOD-2- By directly visiting the e-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>Click on the “Login” tab available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.</li> <li>Click on “MUFG InTime” 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.</li> </ol> <p><b>METHOD-3- NSDL OTP based login</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a></li> <li>Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.</li> <li>Enter the OTP received on your registered email ID/ mobile number and click on login.</li> <li>Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</li> <li>Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ol>

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p><b>METHOD 1 – From Easi/Easiest</b></p> <p><b>Users who have registered/ opted for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>a) Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>b) Click on New System Myeasi</li> <li>c) Login with user id and password</li> <li>d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.</li> <li>e) Click on “MUFG InTime” 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.</li> </ol> <p><b>If users not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>f) To register, visit URL: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration /</a></li> <li>g) Proceed with updating the required fields.</li> <li>h) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).</li> </ol> <p><b>METHOD 2 - By directly visiting the e-voting website of CDSL.</b></p> <ol style="list-style-type: none"> <li>i) Visit URL: <a href="https://www.cdslindia.com/">https://www.cdslindia.com/</a></li> <li>j) Go to e-voting tab.</li> <li>k) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</li> <li>l) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</li> <li>m) After successful authentication, click on “MUFG INTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to MUFG Intime InstaVote website for casting the vote during the remote e-voting period.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></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"> <li>a) Login to DP website</li> <li>b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.</li> <li>c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.</li> <li>d) After successful authentication, click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to MUFG Intime InstaVote website for casting the vote during the remote e-voting period.</li> </ol>

Type of shareholders	Login Method							
<p><b>Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:</b></p>	<p><b>Shareholders registered for INSTAVOTE facility:</b></p> <p>a) Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> &amp; click on “Login” under ‘SHARE HOLDER’ tab.</p> <p>b) Enter details as under:</p> <ol style="list-style-type: none"> <li>User ID: Enter User ID</li> </ol> <table border="1" data-bbox="450 405 1174 560"> <tr> <td rowspan="3" style="writing-mode: vertical-rl; transform: rotate(180deg);">InstaVote USER ID</td> <td style="background-color: #444; color: white; text-align: center;">NSDL</td> <td>User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).</td> </tr> <tr> <td style="background-color: #444; color: white; text-align: center;">CDSL</td> <td>User ID is 16 Digit Beneficiary ID.</td> </tr> <tr> <td style="background-color: #444; color: white; text-align: center;">Shares held in physical form</td> <td>User ID is <u>Event No + Folio no.</u>, registered with the Company</td> </tr> </table> <ol style="list-style-type: none"> <li>Password: Enter existing Password</li> <li>Enter Image Verification (CAPTCHA) Code</li> <li>Click “Submit”.</li> </ol> <p>(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)</p> <p><b>Shareholders not registered for INSTAVOTE facility:</b></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 INSTAVOTE as under:</p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:- <ol style="list-style-type: none"> <li><b>User ID:</b> 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.</li> <li><b>PAN:</b> 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.</li> <li><b>DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <i>*Shareholders holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i> <i>*Shareholders holding shares in <b>NSDL form</b>, shall provide ‘D’ above</i></li> <li>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).</li> <li>Enter Image Verification (CAPTCHA) Code.</li> <li>Click “confirm” (Your password is now generated).</li> <li>Click on ‘Login’ under ‘SHARE HOLDER’ tab.</li> <li>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</li> </ol> </li> </ol>	InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).	CDSL	User ID is 16 Digit Beneficiary ID.	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company
InstaVote USER ID	NSDL		User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).					
	CDSL		User ID is 16 Digit Beneficiary ID.					
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> , registered with the Company						

Type of shareholders	Login Method
	<p><b>Cast your vote electronically:</b></p> <ol style="list-style-type: none"> <li>3. After successful login, you will be able to see the notification for e-voting. Select '<b>View</b>' icon.</li> <li>4. E-voting page will appear.</li> <li>5. Refer the Resolution description and cast your vote by selecting your desired option '<b>Favour / Against</b>' (If you wish to view the entire Resolution details, click on the '<b>View Resolution</b>' file link).</li> <li>6. After selecting the desired option i.e. Favour / Against, click on '<b>Submit</b>'. A confirmation box will be displayed. If you wish to confirm your vote, click on '<b>Yes</b>', else to change your vote, click on 'No' and accordingly modify your vote.</li> <li>7. 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> <p>NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.</p> <p>Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.</p>

**Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of MIPL 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](mailto: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 voting.
- 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@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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".

### **B. Instructions for Members for participating in the 38<sup>th</sup> AGM through INSTAMEET are as under:**

- a. Members may join the 38<sup>th</sup> 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 38<sup>th</sup> AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 38<sup>th</sup> AGM.
- b. Members may note that the VC/OAVM Facility, provided by MUFGE 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 38<sup>th</sup> 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.in.mfpm.mufg.com> & Click on "Login".

- Select the "Company" and 'Event Date' and register with your following details: -

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.

- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.

- Shareholders shall select check box – PAN and enter 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 by MUFGE Intime, if applicable.

- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

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

### **A. 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.

**B. 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 38<sup>th</sup> 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](mailto:investorrelations@goldiam.com) at least 5 days in advance before the start of the meeting i.e. by September 21, 2025 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 38<sup>th</sup> AGM with regard to the financial statements or any other matter to be placed at the 38<sup>th</sup>

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](mailto:investorrelations@goldiam.com) at least 5 days in advance before the start of the 38<sup>th</sup> AGM by September 21, 2025 by 11:00 a.m. IST.

7. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 38<sup>th</sup> 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@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or Call: Tel: 022-4918 6000 / 4918 6175 InstaMeet Support Desk, MUFG Intime India Private Limited
9. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 38<sup>th</sup> AGM through VC/OAVM Facility.

**C. 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@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com). However, if he/ she is already registered with LIIPL 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@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com)."**

By Order of the Board of Directors  
For Goldiam International Limited

Place: Mumbai  
Date: August 11, 2025

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

**Pankaj Parkhiya**  
Company Secretary & Compliance Officer

## 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, 5 & 6 of the accompanying Notice:

### **Item no.4**

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any (“the Act”), the Board at its meetings held on May 26, 2025, based on recommendation of the Audit Committee, have approved subject to approval of Members, appointment of M/s. R. N. Shah & Associates (F.C.S. 1629 & CP No. 700) Peer Reviewed Firm of Company Secretaries in Practice as Secretarial Auditors for a term of 5(Five) consecutive years from April 1, 2025 till March 31, 2030.

### **Credentials of the Secretarial Auditor:**

M/s. R. N. Shah & Associates (F.C.S. 1629 & CP No. 700), a Secretarial Audit Firm, established in the year 1985, is a reputed firm of Company Secretaries. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws & taxation, Securities law including Corporate Governance & CSR, Capital markets, RBI, etc.

Over the years, M/s. R. N. Shah & Associates has built a diverse client base and has served over 200 Corporate clients. Its clientele spans across corporates in the public sector, listed and multinational companies, leading corporates, MSMEs and firms.

The firm is Peer reviewed and Quality reviewed in terms of the guidelines issued by the ICSI.

M/s. R. N. Shah & Associates, has been the Secretarial Auditors of the Company of more than a decade and as part of their Secretarial audit they have demonstrated their expertise and proficiency in handling Secretarial audits of the Company till date.

M/s. R. N. Shah & Associates, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of

Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

### **Terms and conditions of appointment & remuneration:**

#### **a) Term of appointment:**

5(Five) consecutive years commencing from April 1, 2025 upto March 31, 2030.

#### **b) Remuneration:**

To be decided from time to time, by the Board of Directors of the Company or any other person as authorized by the Board of Directors and mutually agreed with the Secretarial Auditors.

#### **c) Basis of recommendations:**

The Board of Directors based on recommendation of the Audit Committee, have approved & recommended the aforementioned proposal for approval of Members taking into account the eligibility of the firm, qualification, experience, independent assessment & expertise of the Proprietor in providing Secretarial audit related services, competency of the staff.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

Basis the rationale and justification provided above, the Board recommends Ordinary resolution under Item No. 4 of the accompanying Notice for approval of Members.

### **Item no. 5**

Mr. Rashesh Manhar Bhansali was appointed as an Executive Chairman of the Company for the period of five years with effect from February 1, 2021 to January 31, 2026 at 33rd Annual General Meeting held on September 25, 2020.

Further at the 33<sup>rd</sup> & 36<sup>th</sup> Annual General Meeting of the Company held on September 25, 2020 & September 27, 2023 respectively, the consent of the Shareholders

accorded by way of a special resolution, to pay minimum remuneration of Rs.10 lakhs p.m. to Mr. Rashesh Manhar Bhansali, Executive Chairman for a period upto January 31, 2026.

Mr. Rashesh Bhansali is responsible for the overall affairs of the Company. He has provided dedicated and meritorious services and has made significant contribution to the overall growth of the Company. The Company has achieved success in creating a brand image under his able leadership and direction.

In view of this, the Board of Directors at their meeting held on May 26, 2025 based on recommendations of the Nomination and Remuneration Committee and the Audit Committee members, has unanimously approved and seeks consent of the Members to reappoint Mr. Rashesh Manhar Bhansali, as an Executive Chairman for the consecutive period of five years from February 1, 2026 to January 31, 2031 and approve to pay remuneration for three years with effect from February 1, 2026 as set out in the resolution, subject to the approval of the shareholders in the General Meeting. The payment of remuneration was approved by the Board based on industry standards, responsibilities handled by Executive Chairman of the Company. With his vast experience in Gems and Jewellery sector, the Board of Directors considered it to be desirable to approve reappointment and to pay remuneration as set out in Resolution.

Particulars of details of Mr. Rashesh Manhar Bhansali, Executive Chairman, pursuant to the information 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 and details of remuneration paid/payable are as provided in the Corporate Governance report forming part of the Annual Report for 2024-25.

Mr. Rashesh Manhar Bhansali has provided a declaration confirming that he is not disqualified to continue as a Director under this Act and is not debarred from holding the office of Director by virtue of order of the SEBI or any other authority.

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

None of the Directors except Mr. Rashesh Manhar Bhansali himself, Mr. Anmol Rashesh Bhansali and Mrs. Tulsi Gupta as a relative of Mr. Rashesh Bhansali are

concerned or interested in the resolution. No other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

## **Item no. 6**

Mr. Anmol Rashesh Bhansali was appointed as a Managing Director of the Company for the period of five years from November 25, 2022 to November 24, 2027 by the members of the Company at 35<sup>th</sup> Annual General Meeting held on September 28, 2022.

Further at the 35<sup>th</sup> Annual General Meeting of the Company held on September 28, 2022, the consent of the Shareholders accorded by way of a special resolution, to pay remuneration to Mr. Anmol Rashesh Bhansali, Managing Directors for a period up to November 24, 2025 of Rs.10,00,000/- per month.

The Board of Directors at their meeting held on May 26, 2025 based on recommendations of the Nomination and Remuneration Committee and the Audit Committee members, has unanimously approved and seeks consent of the Members to pay remuneration for the remaining period of his tenure i.e. up to November 24, 2027 as set out in the resolution, subject to the approval of the shareholders in the General Meeting. The payment of remuneration was approved by the Board based on industry standards, responsibilities handled by Managing Director of the Company. With his vast experience in Gems and Jewellery sector, the Board of Directors considered it to be desirable to approve reappointment and to pay remuneration as set out in Resolution.

Particulars of details of Mr. Anmol Rashesh Bhansali, Managing Director, pursuant to the information 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 and details of remuneration paid/payable are as provided in the Corporate Governance report forming part of the Annual Report for 2024-25.

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

None of the Directors except Mr. Anmol Rashesh Bhansali himself, Mr. Rashesh Manhar Bhansali and Mrs. Tulsi Gupta as a relative of Mr. Anmol Rashesh Bhansali are concerned or interested in the resolution. No other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

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

Name	Mr. Rashesh Manhar Bhansali (DIN: 00057931)	Mr. Anmol Rashesh Bhansali (DIN 07931599)
Date of Birth	July 6, 1968 (Aged 57 years)	August 18, 1995 (Aged 30 years)
Nationality	Indian	Indian
Date of Appointment	September 1, 1988	November 25, 2017
Qualifications	T.Y.B. Com	<ul style="list-style-type: none"> <li>• <b>Wharton School, University of Pennsylvania 2013 – 2017</b> <i>Bachelors of Science in Business Administration</i></li> <li>• <b>Gemology Institute of America 2017</b> <i>Completed GEM130 and GEM230, constituting two thirds of 'Diamonds and Diamond Grading' course</i></li> <li>• <b>B.D. Somani International School, Mumbai, India 2009-2013</b> <i>IB Diploma Program with 42 points out of 45 Completed IGCSE</i></li> <li>• <b>University of Pennsylvania, The Wharton School, PA 2012</b> <i>Completed "Leadership in the Business World" Program</i></li> </ul>
Expertise in specific functional area	He has over 35 years of rich and exhaustive experience in the field of diamonds & jewellery.	Entered in the diamond business more than 10 years ago. He is having knowledge & experience in Diamond Business and engage in Manufacturing, Trading and Jewellery exports. He is also spearheads the new retail business development.
Directorships held in other Indian Public Companies (excluding Foreign Companies and Section 8 Companies)	<ul style="list-style-type: none"> <li>• Goldiam Jewellery Limited</li> </ul>	1. Goldiam Jewellery Limited
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit, Nomination & Remuneration and Shareholders'/Investor Grievance Committees)	Member of Audit Committee and Nomination & Remuneration Committee of Goldiam Jewellery Limited	Member of Audit Committee of Goldiam Jewellery Limited
Terms and conditions of appointment along with remuneration proposed to be paid and Remuneration last drawn	As stated in the explanatory statement to the Notice.	As stated in the explanatory statement to the Notice.
Number of Shares held	4,33,50,000	1,74,23,942
No. of Board meeting attended during 2024-2025	4 out 4	4 out 4
Relationships between Directors inter-se	Mrs. Tulsi Gupta, NENI-Daughter Mr. Anmol R. Bhansali-WD- Son	Son of Mr. Rashesh M. Bhansali and Brother of Mrs. Tulsi Gupta

**ANNEXURE TO THE EXPLANATORY STATEMENT**

Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 and forming part of the explanatory statement to the Notice convening the Annual General Meeting. (For Item No. 5 & 6 of 38<sup>th</sup> AGM Notice).

**I. GENERAL INFORMATION**

**Nature of Industry:**

Goldiam International Limited is operating in two segments viz. Jewellery manufacturing and investment activity. The founders of the Company have been in this business for 2 generations. The company grew steadily and added each process of manufacturing to its lineup, with an aim of becoming a fully integrated jewellery manufacturer.

**Outstanding Achievements:**

The Company is manufacturing high quality, luxurious and creative diamond jewellery and exporting to USA, Europe and other countries. The Government of India and several other trade bodies have awarded the Company for its contribution to jewellery trade and being a pioneer and a role model in this industry.

Further, the Company has embarked on an exciting new journey by venturing into the retail sector. Goldiam had opened its first ORIGEM store during the festive season of Diwali to the great customers' response. Subsequently, Goldiam opened more stores, one at Kharghar (Navi Mumbai) in December and one more on Turner Road, Bandra West in January 2025. In January, Goldiam also launched a dedicated website for its domestic retail lab-grown diamond brand,

ORIGEM, under the domain [www.origemindia.com](http://www.origemindia.com). During Q4 FY25, Goldiam opened one ORIGEM store at Mulund West, and subsequently two more stores in early April 25 at Fairmont Hotel near T2 of Mumbai International Airport, and in Andheri West. All these stores are strategically located to cater to large micro-markets. With six stores in Mumbai, ORIGEM has emerged as the largest Company Owned, Company Operated (COCO) LGD jewellery retail brand in Mumbai. Goldiam is now in the process of establishing ORIGEM's presence in the National Capital Region (NCR) and in Bengaluru.

**Following are the achievements:**

- Outstanding Export Performance for studded Jewellery from EPZ for the years 1992; 1993; 1994;1996;1997;1998 and 1999 by Gem & Jewellery Export Promotion Council.
- Late Mr. Manhar R. Bhansali, Chairman of the Company was awarded with "PIONEER OF THE YEAR" award by IDCA (Indian Diamond & Colorstone Association) on June 5, 2010.

**Date or expected date of commencement of commercial production:**

The Company was incorporated on October 10, 1986 and commenced its business on May 20, 1988.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:**

- Not applicable

**Financial performance:**

(Rs. In Lakhs)

Particulars	Current Year 31.03.2025	Previous Year 31.03.2024
Sales for the year	61061.13	37377.81
Other Income	1695.86	2145.67
<b>Total Income</b>	<b>62756.99</b>	39523.48
Profit before Interest & finance charges, depreciation & taxation	9307.61	7775.29
<b>Less:</b> Interest & finance Charges	<b>27.92</b>	2.38
Operating profit before depreciation & taxation	9279.69	7772.91
<b>Less:</b> Depreciation, amortization & impairment of asset	<b>277.76</b>	243.56
Profit before Exceptional Items	9001.93	7529.35
<b>Add:</b> Exceptional Items	-	-
<b>Profit before taxation</b>	<b>9001.93</b>	7529.35
Current Tax & Prior Year	2381.24	1651.30
Deferred Tax Liability	329.70	-52.83
<b>Profit after taxation</b>	<b>6290.99</b>	5930.88
<b>Total other Comprehensive Income</b>	<b>541.18</b>	453.90
<b>Total profit</b>	<b>6832.17</b>	6384.78

**Foreign Investments or Collaborators, if any:**

Name	Category	% of holding/stake	Type of Arrangement
Goldiam USA	Body Corporate	100	Wholly Owned Subsidiary Company

**II. INFORMATION ABOUT THE APPOINTEES**

	<b>Mr. Rashesh M. Bhansali</b>	<b>Mr. Anmol Rashesh Bhansali</b>
<b>Background details</b>	<p>Mr. Rashesh Manhar Bhansali was appointed as an Executive Chairman of the Company for the period of five years with effect from February 1, 2021 to January 31, 2026 at 33rd Annual General Meeting held on September 25, 2020.</p> <p>Further at the 33<sup>rd</sup> &amp; 36<sup>th</sup> Annual General Meeting of the Company held on September 25, 2020 &amp; September 27, 2023 respectively, the consent of the Shareholders accorded by way of a special resolution, to pay minimum remuneration of Rs.10 lakhs p.m. to Mr. Rashesh Manhar Bhansali, Executive Chairman for a period upto January 31, 2026.</p> <p>Now it is proposed to reappoint Mr. Rashesh Manhar Bhansali as an Executive Chairman for another term of five consecutive years effective from February 1, 2026 until January 31, 2031 and payment of remuneration for period of three years with effect from February 1, 2026 as set out in the resolution.</p>	<p>Mr. Anmol Rashesh Bhansali was appointed as a Managing Director of the Company for the period of five years from November 25, 2022 to November 24, 2027 by the members of the Company at 35<sup>th</sup> Annual General Meeting held on September 28, 2022.</p> <p>Further at the 35<sup>th</sup> Annual General Meeting of the Company held on September 28, 2022, the consent of the Shareholders accorded by way of a special resolution, to pay remuneration to Mr. Anmol Rashesh Bhansali, Managing Directors for a period up to November 24, 2025 of Rs.10,00,000/- per month.</p> <p>Now it is proposed to pay remuneration to Mr. Anmol Rashesh Bhansali, Managing Director for the remaining period of his tenure i.e. up to November 24, 2027 as set out in the resolution.</p>
<b>Past Remuneration</b>	The remuneration approved by members of the Company at 36 <sup>th</sup> AGM convened on September 27, 2023 was Rs.1.20 crore per annum inclusive of perks as per Companies Act, 2013 read with rules made there under and schedule V of the Act.	The remuneration approved by members of the Company at 35 <sup>th</sup> AGM convened on September 28, 2022 was Rs.1.20 crore per annum inclusive of perks as per Companies Act, 2013 read with rules made there under and schedule V of the Act.
<b>Recognition and Awards</b>	Mr. Rashesh M. Bhansali has a rich and extensive experience of management and running of gems and jewellery unit for more than three decades. His vision and commitment has enabled the Company steer through the most difficult times in the history of gems and jewellery Industry in India. Due to his ability, the Company continues to be cash rich and zero debt Company to other players in the industry.	<ul style="list-style-type: none"> <li>• Achieved a GPA of 3.5, receiving 'Cum Laude' honors at the Wharton School</li> <li>• Achieved an aggregate GPA of 3.8 in 'major' classes of Real Estate and Management at the Wharton School</li> <li>• UK Mathematics Challenge Intermediate Level –<i>Gold Certificate</i></li> <li>• UK Mathematics Challenge Pink Kangaroo – Qualified and Highest Score in School</li> <li>• Best Student Award in Mathematics, English, Physics and Economics – Grade 10</li> </ul>

	<b>Mr. Rashesh M. Bhansali</b>	<b>Mr. Anmol Rashesh Bhansali</b>
		<ul style="list-style-type: none"> <li>• Best Student Overall – <i>Certificate of Excellence for Outstanding Academic Achievement</i></li> <li>• IGCSE – First in School with Distinction – Achieved (A*) in all 8 subjects with an average of 98%</li> <li>• UK Mathematics Challenge Intermediate Level – Grade 10- <i>Gold Certificate</i></li> </ul>
<b>Job Profile and his suitability:-</b>	As an Executive Chairman of the Company, he is in overall charge of day-to-day control of production, legal, secretarial, taxation, accounts, finance including interaction with Banks and Institutions. The vendor selection and right sourcing of materials at competitive rates is also managed by him. He is overall in charge of administration and the interaction with various local authorities at all levels.	Entered in the diamond business more than ten years ago. He is having knowledge & experience in Diamond Business and engages in Manufacturing, Trading and Marketing Jewellery & diamonds/lab grown diamonds. He is also spearheads the new retail business development.
<b>Remuneration proposed:-</b>	As provided in the explanatory statement to the Notice.	
<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any</b>	There is no pecuniary relationship directly or indirectly with the Company except the remuneration and details mentioned in the related party transactions in the financial statements. Relationship with other directors and key managerial personnel are as stated in the explanatory statement to the notice.	

**Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the company, profile of Mr. Rashesh Manhar Bhansali & Mr. Anmol Rashesh Bhansali, responsibility shouldered on them and the industry standard, the remuneration paid are commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.

Mr. Rashesh Bhansali is responsible for the overall affairs of the Company and has provided dedicated and meritorious services and has made significant contribution to the overall growth of the Company. The Company has achieved success in creating a brand image under his able leadership and direction.

Mr. Anmol Rashesh Bhansali, have successfully proved their expertise in very effective manner and drove the Company towards the growth over the

period of time. Further Mr. Anmol is spearhead the digital initiatives of the group under his guidance the Company has launched a B2B E-commerce website to cater to a new market segment within the US Retail Jewellery industry ([www.jewelfleet.com](http://www.jewelfleet.com)) and retail business of the Company.

Hence, the Board of Directors considers that the remuneration proposed to them are justified commensurate with other organisations of the similar type, size and nature in the industry.

**III. OTHER INFORMATION**

**Reasons for loss or inadequate profits:**

Geo-political disruptions such as the war in Ukraine and resultant volatility in the global economy, or competition, inflationary pressures or trade wars may adversely affect that outlook resulting in reduced spending which could restrict revenue growth opportunities. This could also result in steep inflation globally which could impact customer spending as well as increase GIL' cost of doing business, which

may result the profitability of the Company may be inadequate for making payment of the remuneration (which is in consonance with the corporate practice) to Managing/Executive Director under the Companies Act, 2013 read with schedule V of the Act.

**Steps taken or proposed to be taken for improvement:**

The Company has taken up modernization from time to time. The company has ventured into retail business and has opened six retail stores in Mumbai under LGD jewellery retail brand ORIGEM and Goldiam is now in the process of establishing ORIGEM's presence in the National Capital Region (NCR) and in Bengaluru. Further the Company also sell its products through Ecommerce platform and installed a new generation machines and testing equipments for improved quality of products as per international standards and thereby expand the market base.

In FY 21-22, the Company acquired 88% of Eco-Friendly Diamonds LLP (EDL). EDL is engaged in growing and manufacturing lab-created diamonds via the 'Chemical Vapor Deposition' (CVD) method. CVD diamonds are equally appealing yet more cost-effective compared to natural, mined diamonds, and are becoming increasingly popular in international

markets, already enjoying a market share of 3.1% of overall US jewellery sales. This acquisition will further consolidate Goldiam's share of this exciting and growing opportunity. On the profitability front, lab-grown diamonds enjoy generally better margins relative to natural, mined diamonds.

**Expected increase in productivity and profits in measurable terms:**

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. The productivity is expected to increase by about 10-15% during the current years.

**IV. DISCLOSURES**

All the relevant information required to be disclosed in the Board of Directors' Report under the heading "Corporate Governance" enclosed to the Annual Report 2024-25.

The remuneration package of the managerial person is given in the resolution.

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.