

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY CIN:L36912MH1986PLC041203

September 26, 2019

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

Dear Sir/Madam,

Sub: <u>Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulation,</u> 2015 -Details regarding the voting results at 32nd Annual General Meeting held on September 25, 2019.

In compliance with the Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we submit herewith the voting results at the 32nd Annual General Meeting of the Company held on Wednesday, September 25, 2019 at 11.00 a.m. (concluded at 11.50 a.m.) at the TRIBUNE 1' Banquet hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai- 400 093.

The mode of voting was by way of Remote e-voting and Poll. The agenda wise details of the voting are provided in the Annexure enclosed herewith.

Further consolidated Scrutinizer's Report on remote e-voting and poll is also enclosed herewith.

You are requested to take the note of the same.

Thanking you,

Yours faithfully, For **Goldiam International Limited**

Pankaj Parkhiya (ACS 30395) Company Secretary & Compliance Officer Encl: a/a

Registered Office



MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY CIN:L36912MH1986PLC041203

Annexure

Details of voting of the business transacted as per the Notice of 32nd Annual General Meeting held on September 25, 2019 as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Date of the AGM	September 25, 2019
Total number of shareholders on record date	9815
No. of shareholders present in the meeting either in person or through	
proxy:-	46
Promoters and Promoter Group:	2
Public:	44
No. of shareholders attended the meeting through Video Conferencing:	NIL
Promoters and Promoter Group:	NIL
Public:	NIL

Resolution 1:

To receive, consider and adopt the Audited Standalone financial statement of the company for the financial year ended 31st March, 2019, the Reports of Board and Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of the Auditors thereon.

Whether promoter/promoter in the No group interested are agenda/resolution? of No. of % of Votes No. No. % of Votes in % Promoter/ Mode of No. of of of Voting polled on Public shares votes Votesvotesfavour on Votes in outstandin (Postal held polled in against votes polled against on Ballot (1) g shares favour (5) $(6)=[(4)(2)]^*$ votes (2) 100 not (3)=[(2)/(1)](4) polled *100 Applica (7) = [(5)(2)]*100 ble) E-Voting 14424672 14424672 100.00 14424672 100.00 Promoter 0 0.00 and Poll 0 0.00 0 0 0.00 0.00 promoter 14424672 100.00 14424672 0 100.00 Total 14424672 0.00 Group Public 34401 0 0.00 0 0 0.00 **E-Voting** 0.00 Institution 0 0.00 Poll 0 0 0.00 0.00 al holders Total 34401 0 0.00 0 0 0.00 0.00 Public- non **E-Voting** 8506923 885335 10.41 885335 0 100 0.00 Institutions Poll 7247 0.09 7247 0 100 0.00 Total 892582 10.50 892582 0 100 8506923 0.00 Total 22965996 15317254 66.70 15317254 0 100 0.00

Type of resolution: Ordinary Resolution

Registered Office

Gems & Jewellery Complex, Santacruz Electronics Export Processing Zone, Andheri (East), Mumbai – 400096. India Phones: (022)28291893, 28290396, 28292397 Fax: (022)28292885, 28290418 Email:- <u>investorrelations@goldiam.com</u> website: www.goldiam.com

FOR GOLDIAM INTERNATIONAL LIMITED

COMPANY SECRETARY



MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY CIN:L36912MH1986PLC041203

Details of Invalid Votes					
Category	No. of votes				
Promoter and promoter Group	0				
Public Institutional holders	0				
Public- non Institutions	0				

Resolution 2:

To confirm the Interim Dividend of Rs. 2/- (i.e. 20%) on each paid up equity shares already paid and declare final dividend of Rs.1/- (i.e. 10%) on each paid up equity shares for the financial year ended March 31,2019.

Type of resolution: Ordinary Resolution

Whether promoter/promoter group are interested in the No								
agenda/resol	ution?			4				
Promoter/	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of
Public	Voting	shares	votes	polled on	Votes-	votes-	favour on	Votes in
	(Postal	held	polled	outstandin	in	against	votes polled	against on
	Ballot	(1)	(2)	g shares	favour	(5)	(6)=[(4)(2)]*	votes
	not			(3)=[(2)/(1)]	(4)		100	polled
	Applica			*100	645 B ¹			(7)=[(5)(2)
	ble)]*100
Promoter	E-Voting	14424672	14424672	100.00	14424672	0	100.00	0.00
and	Poll		0	0.00	0	0	0.00	0.00
promoter	Total	14424672	14424672	100.00	14424672	0	100.00	0.00
Group								
Public	E-Voting	34401	• 0	0.00	0	0	0.00	0.00
Institution	Poll	the second	0	0.00	0	0	0.00	0.00
al holders	Total	34401	0	0.00	0	0	0.00	0.00
Public- non	E-Voting	8506923	885335	10.41	885335	0	100	0.00
Institutions	Poll		7247	0.09	7247	0	100	0.00
	Total	8506923	892582	10.50	892582	0	100	0.00
Tota	al	22965996	15317254	66.70	15317254	0	100	0.00
Details of In	valid Vote	S						•
0.			NT C					

Category	No. of votes	
Promoter and promoter Group	0	
Public Institutional holders	0	
Public- non Institutions	0	

FOR GOLDIAM INTERNATIONAL LIMITED

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COMPANY SECRETARY



MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY CIN:L36912MH1986PLC041203

Resolution 3:

To appoint a Director in place of Mr. Rashesh N. Bhansali (DIN: 00057931) who retires by rotation and, being eligible, offers himself for reappointment.

Type of resolution: Ordinary Resolution

Whether promoter/promoter group are interested in the No agenda/resolution?								
Promoter/	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of
Public	Voting		votes	polled on	Votes-	votes-	favour on	Votes in
	(Postal	held	polled	outstandin	in	against	votes polled	against on
	Ballot	(1)	(2)	g shares	favour	(5)	(6)=[(4)(2)]*	votes
	not			(3)=[(2)/(1)]	(4)		100	polled
1.2413	Applica			*100				(7)=[(5)(2)
	ble)]*100
Promoter	E-Voting	14424672	14424672	100.00	14424672	0	100.00	0.00
and	Poll		0	0.00	0	0	0.00	0.00
promoter	Total	14424672	14424672	100.00	14424672	0	100.00	0.00
Group								
Public	E-Voting	34401	0	0.00	0	0	0.00	0.00
Institution	Poll		0	0.00	0	0	0.00	0.00
al holders	Total	34401	0	0.00	0	0	0.00	0.00
Public- non	E-Voting	8506923	885335	10.41	885335	0	100	0.00
Institutions	Poll		7247	0.09	7247	0	100	0.00
	Total	8506923	892582	10.50	892582	0	100	0.00
Tota	al	22965996	15317254	66.70	15317254	0	100	0.00

Details of Invalid Votes					
Category	No. of votes				
Promoter and promoter Group	0				
Public Institutional holders	0				
Public- non Institutions	0				

FOR GOLDIAM INTERNATIONAL LIMITED

COMPANY SECRETARY

Registered Office



MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY CIN:L36912MH1986PLC041203

Resolution 4:

To approve Revision in remuneration of Mr. Anmol Rashesh Bhansali (DIN: 07931599), Whole-Time Director

Type of resolution: Special Resolution

Whether promoter/promoter group are interested in the No agenda/resolution?								
Promoter/	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of
Public	Voting		votes	polled on	Votes-	votes-	favour on	Votes in
	(Postal	held	polled	outstandin	in	against	votes polled	against on
	Ballot	(1)	(2)	g shares	favour	(5)	$(6)=[(4)(2)]^*$	votes
	not			(3)=[(2)/(1)]	(4)		100	polled
	Applica			*100				(7)=[(5)(2)
	ble)]*100
Promoter	E-Voting	14424672	14424672	100.00	14424672	0	100.00	0.00
and	Poll		0	0.00	0	0	0.00	0.00
promoter	Total	14424672	14424672	100.00	14424672	0	100.00	0.00
Group								
Public	E-Voting	34401	0	0.00	0	0	0.00	0.00
Institution	Poll		0	0.00	0	-0	0.00	0.00
al holders	Total	34401	0	0.00	0	0	0.00	0.00
Public- non	E-Voting	8506923	885335	10.41	885335	0	100	0.00
Institutions	Poll		7247	0.09	7247	0	100	0.00
	Total	8506923	892582	10.50	892582	0	100	0.00
Tota	al	22965996	15317254	66.70	15317254	0	100	0.00

Details of Invalid Votes					
Category	No. of votes				
Promoter and promoter Group	0				
Public Institutional holders	0	-			
Public- non Institutions	0				

FOR GOLDIAM INTERNATIONAL LIMITED COMPANY SECRETARY

Registered Office



MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY CIN:L36912MH1986PLC041203

Resolution 5:

To approve Sale, Transfer or disposal of the Shares held by the Company in its material subsidiary or sell, dispose or leasing of assets of material subsidiary, viz. Diagold Designs Limited.

Type of resolution: Special Resolution

Whether promoter/promoter group are interested in the No agenda/resolution?								
Promoter/	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of
Public	Voting (Postal	shares	votes polled	polled on outstandin	Votes- in	votes- against	favour on votes polled	Votes in against on
	Ballot	(1)	(2)	g shares	favour	(5)	(6)=[(4)(2)]*	votes
	not Applica ble)			(3)=[(2)/(1)] *100	(4)		100	polled (7)=[(5)(2)]*100
Promoter	E-Voting	14424672	14424672	100.00	14424672	0	100.00	0.00
and	Poll		0	0.00	0	0	0.00	0.00
promoter Group	Total	14424672	14424672	100.00	14424672	0	100.00	0.00
Public	E-Voting	34401	0	0.00	0	.0	0.00	0.00
Institution	Poll		0	0.00	0	0	0.00	0.00
al holders	Total	34401	0	0.00	0	0	0.00	0.00
Public- non	E-Voting	8506923	885335	10.41	885335	0	100	0.00
Institutions	Poll		7247	0.09	7247	0	100	0.00
	Total	8506923	892582	10.50	892582	0	100	0.00
Tota	al	22965996	15317254	66.70	15317254	0	100	0.00

Details of Invalid Votes						
Category	No. of votes					
Promoter and promoter Group	0					
Public Institutional holders	0					
Public- non Institutions	0					

Yours faithfully,

For Goldiam International Limited

nh Pankaj Parkhiya (ACS 30395)

Company Secretary

Registered Office

R. N. SHAH & ASSOCIATES

Company Secretaries

Rajnikant N. Shah

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

Ref. No.

Phone (O): 2836 9965/6697 1219 Mobile: 93247 60604/88500 91172 E-mail : <u>rnshah1954@yahoo.com</u> Website: rnshahassociates.com **OFFICE:** Office No. 306, Apollo Complex, R. K. Singh Marg, Off. Parsi Panchayat, Old Nagardas Road, Andheri (East), <u>Mumbai – 400 069.</u> Date: 26th September, 2019

FORM MGT-13

Scrutinizer (s) Report

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

To,

The Chairman,

32nd Annual General Meeting of the Equity Shareholders of

GOLDIAM INTERNATIONAL LIMITED,

Held on 25th September, 2019 at 11.00 A.M.

At Tribune 1', Banquet Hall, 6th Floor, Hotel Tunga International,

M.I.D.C Central Road, Andheri (East), Mumbai- 400 093.

I, RAJNIKANT NAROTTAMDAS SHAH, appointed as a scrutinizer pursuant to Section 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 (as substituted by notification dated 19th March, 2015) and pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations. 2015, for the purpose of scrutinizing the remote e-voting process and voting by poll taken of below mentioned Resolutions at the Annual General Meeting of Equity Share Holders of GOLDIAM INTERNATIONAL LIMITED held on 25th September, 2019 TRIBUNE 1', Banquet Hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai – 400 093, submit my Report as under:

A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 A.M. on Sunday, 22nd September, 2019 to close on Tuesday, 24th September, 2019 at 5.00 P.M.

 The Annual Report containing the Notice was sent by electronic mode to those members who's E-mail Ids were registered with the Depository Participants and for other members, hard copy of Annual Report containing the Notice was event by Courier. 3. The e-voting event was unblocked on September 25, 2019 around 11.50 a.m. in presence of two witnesses, namely Ms. Rina Khawadkar residing at 44/879, Manav CHS Azad Nagar 3, Veera Desai Road, Andheri (West), Mumbai-58 and Mr. Ronit Shah residing at Flat No. 102, Building no. 1, SSS Nagar, Sion (East) Mumbai-37 who are not in employment of the Company.

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

(Ms. Rina Khawadkar)

(Mr. Ronit Shah)

B. Relating to voting by Poll:

- 1. After the time fixed for closing of the poll by the Chairman, the ballot box were opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorisations lodged with the Company.
- 2. There was no polling paper which was incomplete or found defective.

C. Result of E-voting and voting by Poll is as under:

- 1. The voting rights were reckoned as on September 18, 2019, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and at the meeting.
- 2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on September 25, 2019 at around 11.50 a.m. The ballot boxes were opened and polling papers were removed and examined.
- 3. Thereafter, the details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-voting Website of Link Intime India Pvt. Ltd. (Link Intime) (https://instavote.linkintime.co.in).

he combined result of remote e-voting and poll is as under:

To receive, consider and adopt the Audited Standalone financial statement of the company for the financial year ended 31st March, 2019, the Reports of Board and Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of the Auditors thereon.

	Remote	Voting by	Total	
	E-Voting	Poll		
No. of Members	-			
present and voting (in	. 8	26	34	
person or by proxy)				
Number of votes cast			в	
by them	15310007,	7247	15317254	
% of Total number of				
Valid votes cast	100	100	100	

i) Voted in favour of Ordinary Resolution

ii) Voted against of Ordinary Resolution

Marina and and a state of the second	Remote	Voting by	Total
	E-Voting	Poll	
No. of Members			
present and voting (in	Nil	Nil	Nil
person or by proxy)			
Number of votes cast			
by them	Nil	Nil	Nil
% of Total number of	6		
Valid votes cast	Nil	Nil	Nil

iii) Invalid Votes

	Remote	Voting by	Total
и	E-Voting	Poll	
No. of Members			
present and voting (in	Nil	Nil	Nil
person or by proxy)			
Number of votes cast			
by them	Nil	Nil	Nil



To confirm the Interim Dividend of Rs. 2/- (i.e. 20%) on each paid up equity shares already paid and declare final dividend of Rs.1/- (i.e. 10%) on each paid up equity shares for the financial year ended March 31, 2019.

	Remote	Voting by	Total
	E-Voting	Poll	
No. of Members			
present and voting (in	- 8	26	34
person or by proxy)			
Number of votes cast			
by them	15310007	7247	15317254
	7		
12			
% of Total number of			
Valid votes cast	100	100	100

i) Voted in favour of Ordinary Resolution

ii) Voted against of Ordinary Resolution

	Domoto	Vating by	Total
	Remote	Voting by	Total
	E-Voting	Poll	
No. of Members			
present and voting (in	Nil	Nil	Nil
person or by proxy)			
Number of votes cast		•	
by them	Nil	Nil	Nil
% of Total number of			
Valid votes cast	Nil	Nil	Nil

iii) Invalid Votes

	Remote	Voting by	Total
	E-Voting	Poll	
No. of Members present			
and voting (in person or	Nil	Nil	Nil
by proxy)		÷	
Number of votes cast by			
them	Nil	Nil	Nil



To appoint a Director in place of Mr. Rashesh N. Bhansali (DIN: 00057931) who retires by rotation and, being eligible, offers herself for reappointment.

	Remote	Voting by	Total
Ŧ	E-Voting	Poll	
No. of Members	-		
present and voting (in	8	26	34
person or by proxy)			
Number of votes cast			
by them	15310007,	7247	15317254
% of Total number of			
Valid votes cast	100	100	100

i) Voted in favour of Ordinary Resolution

ii) Voted against of Ordinary Resolution

	Remote	Voting by	Total
	E-Voting	Poll	
No. of Members			
present and voting (in	Nil	Nil	Nil
person or by proxy)		•	
Number of votes cast			
by them	Nil	Nil	Nil
% of Total number of			
Valid votes cast	Nil	Nil	Nil

iii) Invalid Votes

	Remote E-Voting	Voting by Poll	Total
No. of Members			
present and voting (in	Nil	Nil	Nil
person or by proxy)			
Number of votes cast			
by them	Nil	Nil	Nil



To approve Revision in remuneration of Mr. Anmol Rashesh Bhansali (DIN: 07931599), Whole-Time Director

	Remote	Voting by	Total
	E-Voting	Poll	
No. of Members			
present and voting (in	8	26	34
person or by proxy)			
Number of votes cast			
by them	15310007	7247	15317254
% of Total number of			
The second			
Valid votes cast	100	100	100

iv) Voted in favour of Special Resolution

v) Voted against of Ordinary Resolution

	Remote	Voting by	Total
	E-Voting	Poll	
No. of Members			
present and voting (in	Nil	Nil	Nil
person or by proxy)			
Number of votes cast			
by them	Nil	Nil	Nil
% of Total number of			
Valid votes cast	Nil	Nil	Nil

vi) Invalid Votes

	Remote	Voting by	Total
	E-Voting	Poll	
No. of Members			
present and voting (in	Nil	Nil	Nil
person or by proxy)			
Number of votes cast			
by them	Nil	Nil	Nil



To approve Sale, Transfer or disposal of the Shares held by the Company in its material subsidiary or sell, dispose or leasing of assets of material subsidiary, viz. Diagold Designs Limited.

	Remote	Voting by	Total
r	E-Voting	Poll	
No. of Members present and voting (in person or by proxy)	- 8	26	34
Number of votes cast by them	15310007	7247	15317254
% of Total number of Valid votes cast	100	100	100

vii) Voted in favour of Ordinary Resolution

viii) Voted against of Ordinary Resolution

· · · ·	Remote	Voting by	Total
	E-Voting	Poll	
No. of Members	25		
present and voting (in	Nil	Nil	Nil
person or by proxy)			
Number of votes cast		•	
by them	Nil	Nil	Nil
% of Total number of			
Valid votes cast	Nil	Nil	Nil

ix) Invalid Votes

	Remote	Voting by	Total
	E-Voting	Poll	
No. of Members			5
present and voting (in	Nil	Nil	Nil
person or by proxy)		14	
Number of votes cast			
by them	Nil	Nil	Nil



- 5. A compact Disc (CD) containing a list of Equity Shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid for each resolution, if any is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to Mr. Rashesh M. Bhansali, Chairman, to hand over the same to person as may be authorised by the Board for safe keeping.

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Thanking you,

Yours Faithfully,

Wh

(RAJNIKANT N. SHAH) PROPRIETOR, R. N. SHAH & ASSOCIATES COMPANY SECRETARIES F.C.S. 1629 C.P. 700

PLACE: MUMBAI DATE: 26TH SEPTEMBER, 2019