



GOLDIAM INTERNATIONAL LIMITED

CIN: L36912MH1986PLC041203

Registered Add: 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: goldiam@vsnl.com Website: www.goldiam.com

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO PROVISIONS OF SECTION 110 OF THE COMPANIES ACT, 2013

Dear Members,

Notice is hereby given pursuant to Provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rule 22 of Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), to pass the resolutions set out below through postal ballot (including electronic voting).

1. Providing Security under Section 180(1) (a) of the Companies Act, 2013, in connection with the Borrowing of the Company.
2. Authorization for Loans & Investments by the Company.

The Resolutions and Explanatory Statement pertaining to the said Resolutions, pursuant to Section 102 of the Act, setting out the relevant material facts and reasons for which such resolution proposed, are appended herewith for your consideration along with a 'Postal Ballot Form' and self-addressed postage pre-paid Business Reply Envelope ("BRE").

The Board of Directors of the Company ("the Board"), in compliance with Rule 20 and 22 of the Rules, has appointed Ms. Neetu Agrawal (Membership No. 25791), Practicing Company Secretary, as a Scrutinizer, for conducting the said Postal Ballot process in a fair and transparent manner.

If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read with the instructions printed on the Form enclosed herewith and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage pre-paid BRE to Scrutinizer on or before the closing of business hours on (6.00 p.m.) Wednesday, October 1, 2014. Please note that any Postal Ballot Form (s) received thereafter will be treated as not having been received.

For e-voting, please read carefully the "Procedure/Instructions for e-voting" enumerated in the notes to this Notice.

In Compliance with Clause 35B of the Listing Agreement and the Provisions of Section 110 of the Act read with the Rules, the Company is pleased to provide e-voting facility as an alternate, to all its members, to enable them to cast their votes electronically, instead of physical Postal Ballot Form. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its members. E-voting is optional. In case a member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the scrutinizer.

The Scrutinizer, after completion of the scrutiny of Postal Ballots (including e-voting), will submit his report to the Chairman or Managing Director of the Company. The result of the voting will be declared in accordance with Provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 on Tuesday, October 7, 2014 at the Registered office of the Company. The results of the said Postal Ballot along with the Scrutinizer's report will be hosted on the Company's website www.goldiam.com and will be communicated to Bombay Stock Exchange (BSE) & National Stock Exchange of India Limited (NSE), where equity shares of the Company are listed. The results of Postal Ballot shall also be announced through newspaper advertisement. The Resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

SPECIAL RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT

ITEM NO. 1: Providing Security under Section 180(1) (a) of the Companies Act, 2013, in connection with the Borrowing of the Company.

To consider and, if thought fit, to pass with or without modifications the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of the earlier resolution passed under Provisions of Section 293 (1) (a) of the Companies Act, 1956, at the Annual General Meeting held on August 24, 1994 and subject to the approvals, wherever necessary of the Financial Institutions/Banks/Insurance Companies/Lending institutions and other Corporate Bodies or persons, from which the Company has obtained/ will obtain financial assistance in all necessary forms, the consent of the Company be and is hereby accorded to the Board of Directors of the Company under Provisions of Section 180(1) (a) of Companies Act, 2013, to mortgage, hypothecate and/or to create charge and other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the Company on all or any part of the immovable and movable properties of the Company wherever situated, both present and future and/or to hypothecate the assets (fixed and/ or entire current assets – present or future) of the Company, or the whole or substantially the whole of the undertaking or undertakings of the Company and/or to pledge the investments/shares/any other securities of the Company, in such form and in such manner as the Board of Directors may think fit for securing any loans and/or advances already obtained or that may be obtained from any Financial Institutions / Banks and other Lending Institutions / Insurance Companies or other corporate bodies and/ or persons, and/or to secure any debentures issued and / or loans, hire purchase and/or lease, portfolio management transaction(s) for finance and other credit facilities and all interest, compound/additional interest by way of liquidated damages, commitment charges, front-end fees, pre-payment to premium, gross up tax, cost, charges, expenses and all other monies payable by the Company to the concerned lenders within the overall borrowing limit of ₹250 Crores (Rupees Two Fifty Crores Only).

RESOLVED FURTHER THAT the Board of Directors or such Committee/ or person/(s) as authorised by the Board of Directors be and are hereby authorised to finalize the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and/or movable properties of the Company on such terms and conditions as may be decided by the Board of Directors or such Committee in consultation with the lenders and for reserving the aforesaid right and for performing all such acts, things and deeds as may be necessary for giving full effect to this resolution".

ITEM NO. 2: Authorization for Loans & Investments by the Company.

To consider and, if thought fit, to pass with or without modifications the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in supersession of the Board Resolution passed under Provisions of Section 372A & 292 (1) (d) of the Companies Act, 1956, and pursuant to the Provisions of Section 186 & 179 (3) of Companies Act, 2013 and any other applicable Provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”) (a) to give any loan to any body corporate(s)/ person(s); (b) to give any guarantee or provide security in connection with a loan made to any body corporate(s)/ person(s); and (c) to acquire by way of subscription, purchase or otherwise, securities of any body corporate(s) (i) to the extent of ₹250 crores (Rupees Two Hundred and Fifty Crores Only) outstanding at any time; or (ii) exceeding 60% of the paid-up share capital, free reserves and securities premium account of the Company; or (iii) 100% of its free reserves and securities premium account, whichever is higher, on such terms and conditions, as the Board may think fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to decide and finalize the terms and conditions of the above limit upto which such investments in securities/loans/guarantee, that may be given or made, as may be determined by the Board and to appoint Stock Brokers, Advisers, Portfolio Managers, Depository Participants or such other Persons as they may deem necessary and to negotiate and finalise the terms and conditions of their appointment within the aforesaid limits including to sign such documents, deeds, application forms, agreements, letters, power of attorney, transfer instructions, demat instructions and such other documents including disinvestments of such securities as may be deemed appropriate and to do all other acts, deed, matters and things as may be deemed necessary or expedient for giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Common Seal of the Company, would be affixed on the required documents in the presence and against the signature of Mr. Manhar R. Bhansali, Chairman, or Mr. Rashesh M. Bhansali, Vice Chairman & Managing Director of the Company, who shall countersign the same in token thereof and are hereby severally authorized to carry the Common Seal of the Company to the place of execution for affixing the same on required documents.”

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

Sd/-

ANITA KATE

Company Secretary

Place: Mumbai
Date: 13th August, 2014

NOTES:

1. Voting period commences on Tuesday, September 2, 2014 (9.00 a.m.) and ends on Wednesday, October 1, 2014 (6.00 p.m.), for the members exercising their voting either by Postal Ballot Form or through E-voting.
2. An Explanatory Statement pursuant to Provisions of Section 102 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014 ('the Rules') in respect of the item number 1 to 2 is annexed hereto.
3. The Notice is being sent to all the members by the prescribed mode under Rules (and also electronically by email to those members who have registered their email IDs with the Company), whose names appear in the Register of Members/Record of Depositories as on the Specified Date, August 22, 2014. The voting rights shall be reckoned in proportion to the paid – up equity shares registered in the name of the Member as on specified date August 22, 2014.
4. Resolutions passed by the members through this Postal Ballot are deemed to have been passed in the General Meeting of the Company.
5. The Postal Ballot Form and the Self-Addressed Business Reply Envelope are enclosed for use by the Members.
6. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.goldiam.com
7. Members who are holding shares in electronic form are requested to notify any correction/change in their name/address immediately to the Depository Participants. In the event of non-availability of member's latest address either in Company's records or in Depository Participants records (National Securities Depository Limited/ Central Depository Services (India) Limited), Members are likely to miss notices and other valuable correspondence sent by the Company.
8. Members who hold shares in physical form are requested to notify any correction in their particulars like change in address, bank particulars, etc. to the Company's Registrar and Share Transfer Agents (RTA), “Link Intime India Private Limited” at C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai – 400078.
9. Members are requested to register their e-mail ids with Registrar and Transfer Agent (RTA).
10. Members are requested to kindly mention their Folio Number/ DP ID & Client ID Number (in case of Demat Shares) in all their correspondence with the Company's Registrar in order to reply to their queries promptly.
11. Instruction for Voting:
 1. Voting through Physical Postal Ballot Form:

Please refer “instructions” appearing in the Postal Ballot Form, which is being enclosed along with this Postal Ballot Notice.
 2. Voting through electronic voting (e-voting) form

(A) In case of members receiving e-mail:
 - i) Log on to the e-voting website www.evotingindia.com

- ii) Click on “Shareholders” tab to cast your votes.
- iii) Now, select the Electronic Voting Sequence Number – “EVSN” along with “COMPANY NAME” from the drop down menu and click on “SUBMIT”.
- iv) Now Enter your User ID:

	For members holding shares in Demat form	For members holding shares in Physical form
User-ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 Digit beneficiary ID	Folio Number registered with the Company.

- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	*Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
DOB	#Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- (B) In case of members receiving the physical copy:
- a. Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (C) The voting period beings on Tuesday, September 2, 2014 (9.00 a.m.) and ends on Wednesday, October 1, 2014. (6.00 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 22nd August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (D) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE

Explanatory Statement as required by Provisions of Section 102 of the Companies, Act, 2013 ('Act') and Explanation about reasons for the passing of the special resolutions as required under rule 22(1) of the Companies (Management and Administration) Rules, 2014.

Item No. 1.

In terms of the ordinary resolution passed by the Shareholders at the Annual General Meeting held on August 24, 1994 pursuant to the Provisions of Section 293 (1) (a) of the Companies Act, 1956, consent of the Members was obtained for authorizing the Board of Directors to secure borrowings by way of creating charge and/or mortgage both present and future on the immovable and movable properties of the Company.

The mortgage and/or charge on any of the movable and/or immovable properties and/or the whole or any part of undertaking(s) of the Company, to secure borrowings of the Company or any of its subsidiary, affiliate or associate Company, with a power to the charge holders to take over the management of the business and concern of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Provisions of Section 180(1)(a) of the Companies Act, 2013. Hence, it is necessary for the members to pass a special resolution under the said Section.

The resolution proposed at item no. 1 is to seek the permission of members for empowering the Board/committee of Director to mortgage and/or charge the immovable and/or movable properties of the Company to secure the Borrowing by the Company from the lenders aggregating upto ₹ 250 crores (Rupees Two Hundred Fifty Crores Only).

Further, Provisions of Section 110 (1) (a) of the Companies Act, 2013, read with Rule 22, of Companies (Management and Administration) Rules, 2014, provides that Company shall obtained any such consent only through Postal Ballot. Hence, consent of the shareholders is solicited for passing Special Resolution by way of Postal Ballot.

The Board of Directors recommends passing of the Special resolution set out in item no. 1 of the Notice.

None of the directors or key managerial personnel and / or their relatives is deemed to be interested or concerned in this resolution.

Item No. 2.

The Board of Directors of a Company has set the limit of ₹135 crores which is not exceeding the limit of 60 % of its paid-up share capital and free reserves or 100 % of its free reserves of the Company in terms of Provisions of Section 372A of the Companies Act, 1956 (the Act), for business purposes.

The Scope of Provisions of Section 186 of the Companies Act, 2013 (Corresponding Provisions of Section 372A of the Companies Act, 1956) to make loans, give guarantees, provide securities to and make investments in the securities of other bodies corporate is extended to every person in addition to Body Corporate. Moreover making any investments/ providing loans or giving guarantees or providing security to body corporate(s) and other person(s) exceeding (i) the limits 60% of the aggregate of the paid-up share capital and free reserves and securities premium account or (ii) 100% of its free reserves and securities premium account, whichever is higher; requires prior approval of shareholders by means of a special resolution.

A Situation may arise which may necessitate to the Company for making further investments/ providing loans or giving guarantees or providing security to body corporate(s) and other person(s) above the aforesaid limit. Therefore it is considered desirable to have the prior consent of the Members for fixing a higher limit for such purpose, namely (i) to the extent of ₹ 250 Crores or (ii) 60% of the aggregate of the paid-up share capital ,free reserves and securities premium account or (iii) 100% of its free reserves and securities premium account, whichever is higher.

It is also necessary to empower the Board by the Members to make any loan(s) to any body corporate(s)/ person(s) and/or to give any guarantee(s)/ provide any security(ies), in connection with loan(s) made to any body corporate(s)/ person(s) and /or to acquire by way of subscription, purchase or otherwise the securities of body corporate(s) in India or abroad, to the extend the limit specified above.

Further, Provisions of Section 110 (1) (a) of the Companies Act, 2013, read with Rule 22, of Companies (Management and Administration) Rules, 2014, provides that Company shall obtained any such consent only through Postal Ballot. Hence, consent of the shareholders is solicited for passing Special Resolution by way of Postal Ballot.

The Board of Directors recommends passing of the Special resolution set out in item no. 2 of the Notice.

None of the directors or key managerial personnel and / or their relatives is deemed to be interested or concerned in this resolution.

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

Place: Mumbai
Date: 13th August, 2014

Sd/-
ANITA KATE
Company Secretary



GOLDIAM INTERNATIONAL LIMITED

CIN: L36912MH1986PLC041203

Registered Add: 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: goldiam@vsnl.com Website: www.goldiam.com

POSTAL BALLOT FORM

Serial No. :

Sr.No.	Particulars	
1.	Name(s) of member(s) (in block letters): (including joint holder, if any)	
2.	Registered Address of the Sole/ First Named member	
3.	Folio No./DP ID No. & Client ID No.* (* Applicable to members holding Shares in dematerialized form)	
4.	Number of Share (s) held	
5.	EVSN (E-Voting Sequence Number)	140816038

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the businesses as stated in the Postal Ballot Notice of the Company dated 13th August, 2014, by conveying my/ our assent or dissent to the said Resolutions by placing the tick (√) mark at the appropriate boxes below:

Item No.	Description	Type Of Resolution	No Of Shares	I/We Assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
1	Providing Security under Section 180(1) (a) of the Companies Act, 2013, in connection with the Borrowing of the Company.	Special Resolution			
2	Authorization for Loans & Investments by the Company.	Special Resolution			

Place:

Date:

Signature of Member

- Notes: 1. Please read carefully the instruction printed overleaf before exercising your vote.
2. Last date for receipt of Postal Ballot form: Wednesday, October 1, 2014 (6.00 p.m.).
3. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot form in all respects and send it to the Scrutinizer in the attached self-addressed Business Reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the members will also be accepted.
2. The self-addressed Business Reply Envelope bears the name of the Scrutinizers appointed by the Company and the address to which the Postal Ballot Form has to be dispatched.
3. This form should be completed and signed by the sole/first named member. In the absence of first named member, in case of joint holding, the form may be completed and signed by the first named member and in his absence by the next named member. The signature of the member on this Postal Ballot form should be as per the specimen signature registered with the Company or furnished by NSDL/CDSL to the Company, in respect of shares held in the physical form or dematerialized form, respectively.
4. In case of shares held by Companies, trusts, societies, etc. the duly completed Postal Ballot form should be accompanied by a certified true copy of the Board Resolution/ Authority with attested specimen signatures of the duly authorised signatory (ies). Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of a member of the Company must be accompanied by the attested true copy of Power of Attorney. If the same is already registered with the Company or the Registrar, please quote the Registration Number beneath the signature.
5. Member are requested not to send any other papers along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelopes as all such envelopes will reach directly to the scrutinizers and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
6. The votes should be cast either in favour of or against the Resolution(s) by putting the tick mark in the column provided for assent or dissent. Postal Ballot form bearing (✓) in both the column will render the form invalid. Incomplete, unsigned, incorrectly filed or bearing more than one (✓) Postal Ballot Form will be subject to rejection by the scrutinizer.
7. The member need not use all the votes nor needs to cast all the votes in the same way.
8. There will be only one Postal Ballot Form for every Folio/DP ID & Client ID irrespective of the number of joint Member(s). The photocopy of the Postal Ballot Form will not be considered valid.
9. Duly completed Postal Ballot form should reach the Scrutinizers not later than the closing of business hours on Wednesday, October 1, 2014 (6.00 p.m.). Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
10. Voting right shall be reckoned on the paid-up value of the shares registered in the name of the member as on 22nd August, 2014.
11. Votes will be considered invalid on the following grounds:
 - i. If the member's signature does not tally.
 - ii. If the member has marked all his shares both favour and also against the resolution.
 - iii. If the Ballot paper is unsigned
 - iv. If the Ballot paper is filed in pencil or signed in pencil
 - v. If the Ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
12. The scrutinizer's decision on the validity of the Postal Ballot will be final.
13. The results of the Postal Ballot will be declared at the registered office of the Company as specified in the notice. The results and report of the of the Scrutinizers will also be hosted on the Company's website www.goldiam.com and the results will thereafter be published in newspapers, for the information of members.