

Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

| | |
|---|-----------------|
| Date of result of postal ballot | October 7, 2014 |
| Total number of shareholders on record date: | 9329 |
| No. of shareholders present in the meeting either in person or through proxy: | |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |
| No. of Shareholders attended the meeting through Video Conferencing: | |
| Promoters and Promoter Group: | Not Applicable |
| Public: | Not Applicable |

Agenda 1:

Providing Security under Section 180(1) (a) of the Companies Act, 2013, in connection with the Borrowing of the Company.

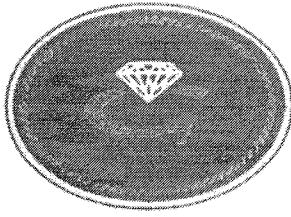
Resolution Required: Special Resolution. **Mode of Voting:** E-voting & Postal Ballot

| Promoter/ Public | No. of shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3) = [(2)/(1)]*100 | No. of votes -in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) = [(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]* 100 |
|--------------------------------------|------------------------------|----------------------------------|--|--------------------------------------|-------------------------------------|--|--|
| Promoter & Promoter Group | 14198100 | 14198100 | 100 | 14198100 | Nil | 100 | Nil |
| Public – Institutional holders | 8400 | Nil | Nil | Nil | Nil | Nil | Nil |
| Public- Other | 10739496 | 3025499 | 28.17170 | 3024814 | 685 | 99.97736 | 0.02264 |
| Total | 24945996 | 17223599 | 69.04354 | 17222914 | 685 | 99.99602 | 0.00398 |



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:goldiam@vsnl.com, Website: www.goldiam.com



Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

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Agenda 2:

Authorization for Loans & Investments by the Company.

Resolution Required: Special Resolution. **Mode of Voting:** E-voting & Postal Ballot

| Promoter/Pu blic | No. of shares held (1) | No. of Votes Polled (2) | % of Votes Polled on outstanding shares (3) = [(2)/(1)]*100 | No. of votes -in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6) = [(4)/(2)]*100 | % of Votes against on votes polled (7) = [(5)/(2)]* 100 |
|--------------------------------------|---------------------------------|-------------------------------|--|--------------------------------------|-------------------------------------|--|--|
| Promoter & Promoter Group | 14198100 | 14198100 | 100 | 14198100 | Nil | 100 | Nil |
| Public – Institutional holders | 8400 | Nil | Nil | Nil | Nil | Nil | Nil |
| Public-Other | 10739496 | 3025499 | 28.17170 | 3023314 | 2185 | 99.92778 | 0.07222 |
| Total | 24945996 | 17223599 | 69.04354 | 17221414 | 2185 | 99.98731 | 0.01269 |

As per the consolidated results of the Postal Ballot (including e-voting), Resolution as specified in the notice of Postal Ballot, are passed by special resolution.

For **GOLDIAM INTERNATIONAL LIMITED**

ANITA KATE
COMPANY SECRETARY



Registered Office

Gems & Jewellery Complex, Santacruz Electronics Export Processing Zone, Andheri (East), Mumbai – 400096, India.
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Neetu Agrawal & Co.

Company Secretaries

SCRUTINIZER'S REPORT

06.10.2014

To,
The Chairman,
Goldiam International Limited.
Gems & Jewellery Complex,
M.I.D.C., Seepz,
Andheri (East), Mumbai - 400 096.

Subject: Scrutinizer's Report on Postal Ballot conducted pursuant to the Provisions of Section 110 of Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I, Neetu Agrawal, Proprietor of Neetu Agrawal & Co., Practicing Company Secretaries, was appointed as the Scrutinizer for Postal Ballot of Goldiam International Limited (the Company), having its registered office at Gems & Jewellery Complex, M.I.D.C, Seepz, Andheri (East), Mumbai - 400 096, for the purpose of scrutinizing the E-Voting process & Physical Postal Ballot forms in a fair and transparent manner and ascertaining the requisite majority on E-Voting & Physical Postal Ballot forms carried out as per the Provisions of Companies Act, 2013 and Sub rule (xi) of Rule 20 & 22 of Companies (Management and Administration) Rules, 2014, on the resolutions referred to in this report.

We submit our report as under:

1. The Company has completed on 01st September, 2014 the dispatch of Postal Ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members/ List of beneficiaries as on 22nd August, 2014.

B-104, Adarsh Park Society, Behind Ajay Nagar, Shivaji Chowk, Bhiwandi, Thane - 421 302.

Email - neetugoel1802@gmail.com

(Mo) - 09168381812



2. The E-Voting period remained open from 9.00 a.m on Tuesday, the 2nd September, 2014 up to 6.00 p.m. on Wednesday, the 1st October, 2014.
3. Particulars of all Postal Ballot forms received from the members have been entered in a register maintained in the electronic form.
4. I have downloaded the data of E-Voting after the E-Voting module was disabled by the Central Depository Services India Limited (CDSL) on 2nd October, 2014 at 6.00 p.m.
5. The Postal Ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Postal Ballot forms.
6. The Postal Ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company /list of beneficiaries as on 22nd August, 2014.
7. The Company has availed the E-Voting facility offered by Central Depository Services Limited (CDSL) for conducting E-Voting by the Shareholders of the Company.
8. The E-Voting data was scrutinized by me for verification of votes cast in favour and against the Resolution.
9. All Postal Ballot forms received on 02nd October, 2014 upto 6.00. p.m., the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
10. I did not find any defaced or mutilated ballot paper.
11. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to E-Voting & Physical Postal Ballot forms. My responsibility as a Scrutinizer for E-Voting Process & Physical Postal Ballot forms is restricted to make Scrutinizer's Report through electronic means



downloaded from Central Depository Services Limited (CDSL), E-Voting system & Physical Postal Ballot forms received from shareholders of the Company.

I, now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

A. Special Business:

i. Resolution - I

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”.

RESULTS:

a. E-Voting

| Vote (In Favour/ Against/ Invalid) | Number of Members Voted Through E-Voting System | Number of Votes Casted by Them | % of Total Number of Valid Votes Casted |
|------------------------------------|---|--------------------------------|---|
| Voted In Favour | 22 | 1,45,15,962 | 99.99790% |
| Voted Against | 03 | 305 | 0.00210% |
| Invalid Votes | NIL | NIL | NIL |

b. Postal Ballot forms



| Vote (In Favour/ Against/ Invalid) | Number of Members Voted Through E-Voting System | Number of Votes Casted by Them | % of Total Number of Valid Votes Casted |
|---------------------------------------|---|-----------------------------------|---|
| Voted In Favour | 03 | 27,06,952 | 99.98596% |
| Voted Against | 01 | 380 | 0.01404% |
| Invalid Votes | NIL | NIL | NIL |

c. Combined Summary of E-Voting and Postal Ballot Forms

| Vote (In Favour/ Against/ Invalid) | Number of Members Voted | Number of Votes Casted by Them | % of Total Number of Valid Votes Casted |
|---------------------------------------|----------------------------|-----------------------------------|---|
| Voted In Favour | 25 | 1,72,22,914 | 99.99602% |
| Voted Against | 04 | 685 | 0.00398% |
| Invalid Votes | NIL | NIL | NIL |

ii. Resolution – II

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 anybody corporate(s)/ person(s); (b) to give any guarantee or provide security in connection with a loan made to



anybody corporate(s)/ person(s); and (c) to acquire by way of subscription, purchase or otherwise, securities of anybody 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 finalize 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.”



RESULTS:

a. E-Voting

| Vote (In Favour/ Against/ Invalid) | Number of Members Voted Through E-Voting System | Number of Votes Casted by Them | % of Total Number of Valid Votes Casted |
|---------------------------------------|---|-----------------------------------|---|
| Voted In Favour | 21 | 1,45,14,462 | 99.98757% |
| Voted Against | 04 | 1,805 | 0.01243% |
| Invalid Votes | NIL | NIL | NIL |

b. Postal Ballot forms

| Vote (In Favour/ Against/ Invalid) | Number of Members Voted Through E-Voting System | Number of Votes Casted by Them | % of Total Number of Valid Votes Casted |
|---------------------------------------|---|-----------------------------------|---|
| Voted In Favour | 03 | 27,06,952 | 99.98596% |
| Voted Against | 01 | 380 | 0.01404% |
| Invalid Votes | NIL | NIL | NIL |

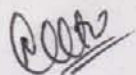
c. Combined Summary of E-Voting and Postal Ballot Forms

| Vote (In Favour/ Against/ Invalid) | Number of Members Voted | Number of Votes Casted by Them | % of Total Number of Valid Votes Casted |
|---------------------------------------|----------------------------|-----------------------------------|---|
| Voted In Favour | 24 | 1,72,21,414 | 99.98731% |
| Voted Against | 05 | 2,185. | 0.01269% |
| Invalid Votes | NIL | NIL | NIL |



12. The Resolutions accordingly stand passed with requisite majority.
13. The Register, all other papers and relevant records relating to electronic voting & Postal Ballot forms shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Postal Ballot process and thereafter the same will be handed over to the Company.
14. Based on this report, you may accordingly declare the result on two Special Resolutions mentioned in the Postal Ballot Notice.

**FOR NEETU AGRAWAL & CO.
COMPANY SECRETARY**



**NEETU V. AGRAWAL
PROPRIETOR**



Place: Mumbai