



Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

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

Website: www.goldiam.com **E-mail:** investorrelations@goldiam.com

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

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

To

The Members of Goldiam International Limited,

NOTICE is hereby given, in accordance with the provision of Section 110 and other applicable provisions of the Companies Act, 2013 ("the **Act**") read with the Companies (Management and Administration) Rules, 2014 as amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) ("the **Rules**") read with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated 15th June 2020, 33/2020 dated September 28, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated December 08, 2021 and 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), that the Resolutions appended below are proposed to be passed by the Members of Goldiam International Limited as Special Resolution by way of Postal Ballot only by voting through electronic means ("remote e-Voting").

In compliance with the aforesaid MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board at its meeting held on February 8, 2024, has appointed, Mr. Rajnikant Shah, Practising Company Secretary (Membership No. 1629 COP No. 700), as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from February 22, 2024 at 9.00 AM (IST) and ends on March 22, 2024 at 5.00 P.M. (IST) Members desiring to exercise their vote through the remote e-voting are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on March 22, 2024. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time. The Company has engaged the services of Link Intime India Pvt. Ltd. ("**LI IPL**") for the purpose of providing remote e-voting facility to its Members.

The Scrutinizer will submit his report to the Chairman or Company Secretary of the Company, upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on March 23, 2024. The result of the postal ballot along with Scrutinizer's report will be posted on the Company's website- www.goldiam.com and on website of LI IPL- <https://instavote.linkintime.co.in/> as well as on websites of Stock Exchanges i.e. www.bseindia.com and www.nseindia.com.

In the event the draft Resolutions as set out is assented to by requisite majority of Members by means of an E-voting, they shall be deemed to have been passed as Special Business at General Meeting. Special Resolutions shall be declared as passed if the number of votes cast in favour are not less than three times the number of votes cast, if any, against the said Resolutions. The resolution, if passed by the requisite majority shall be deemed to have been passed on Friday, March 22, 2024 i.e., the last date specified for receipt of votes through the e-voting process.

SPECIAL BUSINESS

1. Approval of 'Goldiam – ESOP Scheme 2024'

To consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

“RESOLVED that based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the relevant Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with all circulars and notifications issued thereunder ('SBEB Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to the introduction and implementation of 'Goldiam-Employee Stock Option Scheme 2024' (ESOP 2024) and authorising the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers including the powers conferred by this resolution and Regulation 5 of the SBEB Regulations and Listing Regulations) to exercise its powers including the powers conferred by this resolution to adopt and implement the ESOP 2024, the salient features of which are furnished in the Explanatory Statement.

RESOLVED FURTHER that consent be and is hereby accorded to the Board to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding 10,00,000 [Ten lakhs] employee stock options ('Options') to the eligible employees of the Company and/or group company(ies) including subsidiary company(ies) and/or associate company(ies) of the Company, exclusively working in India or outside [other than employee who is a promoter or person belonging to the promoter group of the Company, Independent Directors and Director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company], as determined in terms of the Scheme, exercisable into not exceeding 10,00,000 [Ten lakhs] equity shares of the face value of ₹ 2 (Rupee Two only) each fully paid-up, where one (1) Option would convert into one (1) equity share upon exercise, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2024.

RESOLVED FURTHER that the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the existing equity shares of the Company.

RESOLVED FURTHER that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation, split, change in capital structure of the Company, as applicable from time to time, if any additional Options are granted or equity shares are issued by the Company to the grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and equity shares specified above shall be deemed to be increased to the extent of such additional Options granted or equity shares issued.

RESOLVED FURTHER that in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable by the grantees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the employees who have been granted Options under the ESOP 2024 and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER that the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under the Scheme on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEB Regulations, Listing Regulations and other applicable laws.

RESOLVED FURTHER that the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations, Listing Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds and things, as it may, in its absolute discretion, deem necessary including authorising or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Scheme as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER that the Board be and is hereby authorised to modify, change, vary, alter, amend, suspend or terminate the Scheme at any time subject to compliance with applicable laws and regulations and further subject to consent of the Members by way of a special resolution to the extent required under SBEB Regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereto in conformity with the provisions of the Act, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force.”

2. Approval to extension and grant of Employee Stock Option Scheme to the eligible employees of group company(ies) including subsidiary company(ies) and/or associate company(ies) under ‘Goldiam– ESOP Scheme 2024’

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

“RESOLVED that based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with the relevant Rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with all circulars and notifications issued thereunder (‘SBEB Regulations’), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the applicable provisions of the Foreign Exchange Management Act, 1999, the rules and regulations framed thereunder and any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board has constituted to exercise its powers including the powers conferred by this resolution and Regulation 5 of the SBEB Regulations and Listing Regulations) to extend the benefit and coverage and to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options (‘Options’) under ‘Goldiam – Employee Stock Option Scheme 2024’ (‘ESOP 2024’) to the eligible employees of group company(ies) including subsidiary company(ies) and/or associate company(ies) who are working on exclusive basis in or outside India [other than employee who is a promoter or person belonging to the promoter group of the Company, Independent Directors and Director(s) holding directly or indirectly more than 10% of the outstanding equity shares of the Company], within the ceiling of total number of Options and equity shares, as specified in ESOP 2024 along with such other terms and in such manner in accordance with the provisions of the applicable laws and the provisions of ESOP 2024.

RESOLVED FURTHER that the Board be and is hereby authorised to modify, change, vary, alter, amend, suspend or terminate the Scheme at any time subject to compliance with applicable laws and regulations and further subject to consent of the Members by way of special resolution to the extent required under SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereto in conformity with the provisions of the Act, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force.”

Date: February 8, 2024
Place: Mumbai

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

Pankaj Parkhiya
Company Secretary & Compliance Officer
Membership No: [ACS 30395]

Registered office:

Gems & Jewellery Complex, M.I.D.C., SEEPZ,
Andheri (E), Mumbai - 400 096
Tel.: (022) 28291893/28290396/28292397: Fax: (022) 28292885
E-mail: investorrelations@goldiam.com, Website: www.goldiam.com
CIN: L36912MH1986PLC041203

NOTES & INSTRUCTIONS:

1. The explanatory statement pursuant to Section 102 of the Companies Act read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed special business is annexed hereto.
2. In compliance with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated 15th June 2020, 33/2020 dated September 28, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 respectively issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), this Postal Ballot Notice is being sent only through electronic mode to all the members, whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) on February 16, 2024 “the cut-off date”, which will be considered for the purposes of voting.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted through this Notice. For this purpose, the Company has entered into an agreement with Link Intime India Pvt. Ltd. (“LI IPL”) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting will be provided by LI IPL.
4. In line with MCA Circulars, the Notice has also been placed on Company’s website www.goldiam.com, website of LI IPL at <https://instavote.linkintime.co.in/>, websites of stock exchange i.e., www.bseindia.com and www.nseindia.com.
5. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on Date February 16, 2024. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only.
6. **Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investorrelations@goldiam.com or to the RTA at rnt.helpdesk@linkintime.co.in along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register the e-mail address, Members may write to investorrelations@goldiam.com.**
7. Mr. Rajnikant Shah, Practising Company Secretary (Membership No. 1629 COP No. 700), has been appointed as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
8. After completion of the scrutiny, the Scrutinizer will submit report to the Chairman or Company Secretary of the Company after verifying the votes cast through remote e-voting on or before 5.00 pm on March 23, 2024. The result will be announced by the Chairperson or Company Secretary of the Company at the Registered Office of the Company at Gems & Jewellery Complex, M.I.D.C., SEEPZ, Andheri (E), Mumbai - 400 096. The results declared along with scrutinizer’s report shall be placed on the Company’s website i.e. www.goldiam.com besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting i.e., March 22, 2024.

9. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can also send an email to investorrelations@goldiam.com.

Instructions for Members for Remote e-Voting are as under:

Voting through electronic means

In terms of the Circular issued by the Securities and Exchange Board of India dated December 9, 2020, on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual Demat account holders, by way of single login credential, through their Demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Pursuant to provisions of section 108 and any other applicable provisions of the Companies Act, 2013, if any, read with Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide its members with the facility of “remote e-voting” (e-voting), to enable them to cast their votes electronically. The Company has entered into an agreement with Link Intime India Private Limited (LIPL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

The voting period begins on February 22, 2024 at Time 9.00 a.m. and ends on March 22, 2024 at Time 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Date February 16, 2024 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given as follows:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. • After successful login of Easi / Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period. • If the user is not registered for Easi/Easiest, option to register is available at https:// web.cdslindia.com/myeasi./Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E-voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME.</p>	<ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: <ul style="list-style-type: none"> - A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. E. Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D,’ shall provide their Folio number in ‘D’ above <ul style="list-style-type: none"> • 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). • Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit.’ 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 7. After selecting the desired option i.e. Favour / Against, click on ‘Submit.’ A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes,’ else to change your vote, click on ‘No’ and accordingly modify your vote.

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
 - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

EXPLANATORY STATEMENT

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

The following statement sets out all the material facts relating to the businesses mentioned under Resolution Nos.1 and 2 of the accompanying Notice along with the disclosures as required under Regulation 6(2) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SBEB Regulations').

Item Nos. 1 & 2

The Company believes that equity-based compensation Scheme are an effective tool to reward the talents working with the Company. Further, equity-based compensation is considered to be an integral part of employee compensation across sectors, which enables alignment of the rewards with the long-term value creation for the shareholders. Further, it helps in creating ownership culture, and to retain, motivate and attract talents in light of growing business.

The Company is currently witnessing growing market opportunities, business growth including addressing of business competitions which has resulted in consistent demand for talents for critical roles. Apart from this, emergence of new skillsets relevant for the Company's growing business has resulted in changed dynamics of the talent market. This has necessitated in bringing out a meaningful reward strategy for attraction of new talents and retention of both existing and new critical resources in leadership positions, or holding critical roles as required in businesses.

In view of the above and in order to enable the employees (including that of subsidiaries and associates, if any) to participate in the long-term growth and financial success of the Company, the Company proposes to implement a "Goldiam ESOP Scheme 2024" ('the Scheme'), however, the criteria to select employees for grant would be determined by the Nomination & Remuneration Committee (Committee) based on factors such as length of service, grade, individual performance ratings over past few years, present contribution, potential contribution, conduct, etc. as it may deem relevant.

Accordingly, the Nomination & Remuneration Committee and the Board of Directors of the Company at their respective meetings held on February 8, 2024, had approved the Scheme 2024, subject to approval of the Shareholders.

As per the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (SBEBSE Regulations), the implementation of the Scheme, to the eligible employees of the Company requires prior approval of the shareholders by way of a special resolution. Accordingly, the approval of shareholders is being sought for implementation of "Goldiam ESOP Scheme 2024" to the eligible employees of the Company and its subsidiaries and associates, if any, as per the terms of the Scheme.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6(2) of the SBEBSE Regulations, the salient features of the Scheme are given as under:

1. Brief Description of the Scheme(s):

This proposed Scheme called the Goldiam ESOP Scheme 2024 is intended to reward the Eligible Employees of the Company and its subsidiary and associate company(ies) in India and abroad, for their performance and to motivate them to contribute to the growth and profitability of the Company. Your Company also intends to use this Scheme to retain talent in the organization as it views options as instruments that would enable the Employees to share the value they create for the Company and align individual objectives of employees with objectives of the Company in the years to come.

The Company contemplates to enable the implementation of the Scheme by dealing in/ acquiring Equity Shares directly from the Company ("Primary Shares").

2. Total number of Options to be granted:

Options exercisable into Equity Shares of Rs. 2/- (Rupees Two Only) each totalling to not more than 10,00,000 options would be available for being granted to employees and Directors of the Company and its present and future subsidiaries and associates under the Scheme. Each option when exercised would be converted into one Equity Share of Rs. 2/- (Rupees Ten Only) each fully paid up.

The Board is authorized to re-grant such lapsed / cancelled options as per the provisions of the Scheme, within overall ceiling.

SEBI Regulations require that in case of any corporate action(s) such as merger, demerger etc. or change in capital structure such as rights issues, bonus issues, sub-division / consolidation of the nominal value of shares, a fair and reasonable adjustment needs to be made to the Options granted. Accordingly, if any additional Equity Shares are required to be issued for making such fair and reasonable adjustment, the ceiling of Equity Shares shall be deemed to be increased to the extent of such additional Equity Shares issued/to be issued. Further the Board and/or Nomination and Remuneration Committee shall in such cases also have the power to make appropriate adjustments to the number of shares to be allotted pursuant to the exercise of the Options, the Exercise price and other rights and obligation under the Options granted.

3. Identification of classes of employees entitled to participate in the Employee Stock Option Scheme(s):

Following classes of employees are entitled to participate in the Scheme:

- a) Permanent employees of the Company working in India or out of India;
- b) Directors of the Company; and
- c) Permanent employees and Directors of the subsidiary and associate company(ies).

Following persons are not eligible:

- (i) an employee who is a Promoter or belongs to the Promoter Group;
- (ii) a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- (iii) an Independent Director within the meaning of the Companies Act, 2013.

4. Vesting:

The Options granted shall vest so long as the employee continues to be in the employment of the Company or the subsidiary or associate company or as the case may be. The Board may, at its discretion, lay down the period of time and/or specify certain performance metrics on the achievement of which the granted Options may vest (subject to the minimum vesting period as specified below). The vesting of the Options may also happen in tranches in accordance with the above-mentioned conditions.

The Nomination and Remuneration Committee may, at its discretion, lay down certain performance metrics on the achievement of which such options would vest, the detailed terms and conditions relating to such vesting, and the proportion in which options granted would vest subject to the minimum vesting period of 1 (one) year.

The exact proportion in which and the exact period over which the Options would vest would be determined by the Board.

5. Requirements of vesting and period of vesting:

The Nomination and Remuneration Committee shall specify in the Grant Letter the period and the manner in which the Options shall vest, which may include time-based conditions or performance conditions as may be specified by them.

6. Maximum Period within which Options shall be vested:

The granted options shall vest within 4 (Four) years from the date of grant of Options or as may be decided by the Nomination and Remuneration Committee.

7. Exercise Price or Pricing Formula:

The exercise price shall be decided by the Nomination and Remuneration Committee on the date of Grant or from time to time as per its complete discretion but shall not be lower than the face value of the Share (presently Rs. 2/- per share).

The Company shall be entitled to recover from the employee any tax that may be levied upon or in relation to the Options, by whatever name called, whether at time of Grant, Vesting, Exercise or Sale of Options.

8. Exercise Period and the process of Exercise:

The Exercise Period shall be a period of 5 (five) years from the date of Vesting of the Option or as such period may be determined by the Nomination and Remuneration Committee.

The Grantee may at any time during the Exercise Period, but subject to fulfillment of all the conditions of the Grant and such administrative procedures as may be determined by the Nomination and Remuneration Committee, exercise at the discretion of the Grantee all or any of the Vested Options by submitting an application to the Nomination and Remuneration Committee to allot to the Grantee the Shares pursuant to the Vested Options, accompanied by payment of the Exercise Price in respect of such Shares and such other writing, if any, as the Nomination and Remuneration Committee, may specify.

The options shall lapse if not exercised within the specific exercise period.

9. Appraisal Process for determining the eligibility of the employees to ESOP:

The appraisal process for determining the eligibility of the employee will be specified from time to time and at such times as deemed fit by the Nomination and Remuneration Committee after this Scheme comes into effect, the Nomination and Remuneration Committee shall, based on the various criteria for selection of the Employees (which criteria shall be decided from time to time by the Board or the Nomination and Remuneration Committee for assessing the contribution of Employees), decide on the Employees who are eligible for a Grant under the Scheme and the terms and conditions thereof.

10. Maximum number of Options to be issued per employee and in aggregate:

The aggregate number of Options that may be granted to any specific employee of the Company or of its subsidiary or associate company under the Scheme, in any financial year and in aggregate under the Scheme shall be less than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company.

11. Transferability of Employee Stock Options

Options shall not be transferable. During the lifetime of the Employee the Options shall be exercisable only by such Employee, and in case of death or permanent incapacity of an Employee shall be exercisable by the Employee's designated legal heirs or nominees, as the case may be.

12. Route of Scheme implementation:

The Scheme shall be implemented and administered directly by the Company.

13. Source of Shares:

The Scheme contemplates new Issue of Shares by the Company ("Primary Shares").

14. Accounting Policies:

The Company shall comply with the disclosure and the accounting policies as per the applicable Ind-AS and as per Regulation 15 of the SEBI Regulations.

15. Method of option valuation:

To calculate the employee compensation cost, the Company shall use the Fair Value Method for valuation of the Options granted.

16. Period of lock-in:

The Shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period restriction in general. Usual restrictions as may be prescribed under the applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, shall apply.

17. Terms & conditions for buyback, if any, of specified securities/Options covered granted under the Scheme:

Subject to the provisions of the applicable laws, the Board/NRC shall determine the procedure for buy-back of the specified securities/Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

Pursuant to Regulation 6(1) of SBEB Regulations and Section 62(1)(b) of the Act, approval of the Members is being sought, by way of a special resolution, for approval of the Scheme and issue of shares to the eligible employees of the Company under the said Scheme as detailed in Resolution No.1 of this Postal Ballot Notice. Further, pursuant to Regulation 6(3)(c) of SBEB Regulations and Section 62(1)(b) of the Act, approval of the Members is being sought, by way of a separate special resolution for extending and granting the Options under the Scheme to the eligible employees of group company(ies) including subsidiary company(ies) and/or associate company(ies) as detailed in Resolution No.2 of this Notice.

The issue of the said equity shares would be well within the Authorised Share Capital of the Company.

The copies of the draft Scheme setting out the terms and conditions of the Scheme and the relevant resolutions passed by the NRC/Board referred to in the resolutions, would be available for inspection by the Members. Please refer to Note 9 given in the Notice on inspection of documents.

None of the Directors and key managerial personnel of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under the ESOP 2024.

The Board recommends the Resolutions set out at Item Nos.1 and 2 in this Notice, for approval of the Members by way of Special Resolutions.

Date: February 8, 2024
Place: Mumbai

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

Pankaj Parkhiya
Company Secretary & Compliance Officer
Membership No: [ACS 30395]

Registered office:

Gems & Jewellery Complex, M.I.D.C., SEEPZ,
Andheri (E), Mumbai - 400 096
Tel.: (022) 28291893/28290396/28292397: Fax: (022) 28292885
E-mail: investorrelations@goldiam.com, Website: www.goldiam.com
CIN: L36912MH1986PLC041203