



# 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](http://www.goldiam.com) E-mail: [investorrelations@goldiam.com](mailto: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 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]*

VOTING STARTS ON	VOTING ENDS ON
Tuesday, June 2, 2026 at 9:00 A.M. (IST)	Wednesday, July 1, 2026, at 5:00 P.M. (IST)

To,  
The Members of Goldiam International Limited,

**NOTICE** is hereby given that pursuant to the provisions of Sections 108, 110 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in compliance with the applicable guidelines / circulars / rules issued by the Ministry of Corporate Affairs ('MCA') inter alia including General Circular No. 03/2025 on 22nd September 2025, issued by MCA ('MCA Circulars') from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations, including any statutory modifications or re-enactment thereof for the time being in force, the resolution appended below is proposed to be passed as an Ordinary Resolution for approval of the Members of Goldiam International Limited ("**Company**"), by way of Postal Ballot, through voting only by electronic means ('remote e-Voting').

An explanatory statement pursuant to Section 102, 110 and other applicable provisions of the Act, pertaining to the Ordinary Resolution setting out the material facts and reasons thereof, is appended to this Notice.

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 / MUFG Intime India Private Limited, Registrar and Transfer Agent ('RTA') / 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. Hence, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business envelope is not being sent to the Members.

Pursuant to Rule 22(5) of the Rules, the Board at its meeting held on May 27, 2026, 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 9.00 AM (IST) on Tuesday, June 2, 2026 and ends at 5.00 P.M. (IST) on Wednesday, July 1, 2026. 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 July 1, 2026. 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 MUFG Intime India Pvt. Ltd. (Formerly known as Link Intime India Pvt. Ltd) (“MIPL”) 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/E-voting shall be declared within 2 (two) working days from the conclusion of remote e-voting and the same, along with the Scrutinizer’s Report, will be placed on the website of the Company at [www.goldiam.com](http://www.goldiam.com) and on website of MIPL- <https://instavote.linkintime.co.in/> as well as on websites of Stock Exchanges i.e. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

The Notice is also available on the website of the Company at [https://www.goldiam.com/pdf/postal-ballot/2026-27/Postal Ballot Notice-Issue of Bonus shares-27-05-2026-GIL.pdf](https://www.goldiam.com/pdf/postal-ballot/2026-27/Postal%20Ballot%20Notice-Issue%20of%20Bonus%20shares-27-05-2026-GIL.pdf), BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), on which the equity shares of the Company are listed and on the website of MIPL- <https://instavote.linkintime.co.in/>

The resolution, if passed by the requisite majority shall be deemed to have been passed on Wednesday, July 1, 2026 i.e., the last date specified for receipt of votes through the e-voting process.

## **SPECIAL BUSINESS**

### **1. Issuance of Bonus Shares:**

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

“**RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Exchange Management Act, 1999 (“FEMA”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the Articles of Association of the Company and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) for capitalization of a sum not exceeding Rs.7,52,78,562/- (Rupees Seven Crore Fifty Two Lakhs Seventy Eight Thousand and Five Hundred Sixty Two only) out of capital redemption reserves and / or securities premium account and / or free reserve and / or retained earnings of the Company (as per the audited financial statements for the year ended March 31, 2026), as may be considered appropriate for the purpose of issue and allotment of bonus equity shares of Rs. 2/- (Rupee Two only) each credited as fully paid-up to eligible members of the Company holding equity shares of Rs. 2/- (Rupee Two only) each whose names appear in the Register of Members / Register of Beneficial Owners on a ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 1:3 i.e., 1 (One) new fully paid-up equity share of Rs. 2/- (Rupee Two only) each for every 3 (Three) existing fully paid-up equity share of Rs.2/- (Rupee Two only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

**RESOLVED FURTHER THAT** the bonus equity shares to be allotted pursuant to this Resolution shall at all times be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid-up equity shares of the Company.

**RESOLVED FURTHER THAT** in accordance with the provisions of the SEBI ICDR Regulations, the bonus equity shares to be issued and allotted pursuant to this Resolution shall be allotted only in dematerialised form and shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s).

**RESOLVED FURTHER THAT** in respect of Members holding equity shares in physical form as on the Record Date, the Company shall credit the corresponding bonus equity shares to a separate demat suspense account until the same are credited by the Company to the respective beneficiary accounts of such Members, subject to the Act, SEBI Listing Regulations, SEBI ICDR Regulations or any other applicable laws, regulations, rules and guidelines as may be issued by MCA, SEBI or any other authority in this regard, and the voting rights of such bonus equity shares held in the demat suspense escrow account shall remain frozen.

**RESOLVED FURTHER THAT** the issue and allotment of bonus equity shares to the extent that they relate to non-resident Indians (NRIs), foreign institutional investors (FIIs), persons of Indian origin (PIOs), overseas corporate bodies (OCBs) and other foreign investors shall be subject to the receipt of such approvals, permissions or sanctions, if any, from the Reserve Bank of India and/or any other regulatory authority, as may be required.

**RESOLVED FURTHER THAT** consequent to the issue of bonus equity shares, the Board or the Nomination and Remuneration Committee of the Board be and is hereby authorised to make appropriate adjustment with respect to the Stock Options ('Options') granted, exercise price and / or number of shares to be issued against stock options and number of stock options vested/ to be vested on the employees of the Company / its subsidiary companies under the existing "Goldiam Employee Stock Option Scheme 2024" pursuant to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all necessary steps for listing of the bonus equity shares on the recognised stock exchange(s) where the equity shares of the Company are presently listed, in accordance with the provisions of the SEBI Listing Regulations and other applicable laws, rules and regulations.

**RESOLVED FURTHER THAT** as a result of implementation of this Resolution, any Member(s) who becomes entitled to a fraction of new equity share(s) to be allotted as bonus share(s), the Company shall not issue any share or coupon in respect of such fractional share(s), however, the total number of such new equity share(s) representing such fractional entitlement of all the Members of the Company, shall be allotted by the Board to a nominee or nominee(s) or trustee or trustee(s) to be appointed by the Board, who shall hold such fractional share(s) as trustee(s) for the equity shareholders who shall have been entitled to such fractional share(s) in case the same were issued / allotted to them and such nominee(s) or trustee(s) will sell such share(s) allotted by the Company representing such fractional share(s), as soon as possible, at the prevailing market rate(s) and the net sale proceeds of such share(s) / fractional share(s), after adjusting the cost and the expenses in respect thereof, be distributed among such Member(s) who are entitled to such fractional share(s) in the proportion of their respective holdings and/or their respective fractional entitlement thereof.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, t the Board and the Company Secretary be and are hereby severally authorised t to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

Date: May 27, 2026  
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](mailto:investorrelations@goldiam.com), Website: [www.goldiam.com](http://www.goldiam.com)  
CIN: L36912MH1986PLC041203

## NOTES & INSTRUCTIONS:

1. The explanatory statement pursuant to Section 102 read with Section 110 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 Item No.1 forms part of this Postal Ballot Notice.
1. In accordance with the Circulars issued by the Ministry of Corporate Affairs ('MCA Circulars') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company is sending the Postal Ballot Notice in electronic form only, instead of dispatching the hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-voting only. 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") as at the end of working hours on May 29, 2026 and shares in physical form whose names shall appear on the Register of Members as on May 29, 2026 "the cut-off date", which will be considered for the purposes of voting.
2. 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 business to be transacted through this Notice. For this purpose, the Company has entered into an agreement with MIPL 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 MIPL.
3. In line with MCA Circulars, the Notice has also been placed on Company's website [www.goldiam.com](http://www.goldiam.com), website of MIPL at <https://instavote.linkintime.co.in/>, websites of stock exchange i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
4. 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 May 29, 2026. 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.
5. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:

I	<a href="#">Commencement of e-Voting</a>	Tuesday, June 2, 2026
ii	<a href="#">Conclusion of e-Voting</a>	Wednesday, July 1, 2026
(both days inclusive)		

The facility for voting through electronic means will be disabled for voting by MIPL upon expiry of the aforesaid voting period.

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](mailto:investorrelations@goldiam.com) or to the RTA at [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) 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](mailto: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. The results of the Postal Ballot/E-voting shall be declared within 2 (two) working days from the conclusion of remote e-voting and the same 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,, 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](http://www.goldiam.com) besides being communicated to the Stock Exchanges 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., July 1, 2026.
9. All documents referred to in the Notice and the Explanatory Statement shall be made available for inspection by the Members of the Company, without payment of fees upto and including the date of declaration of results of Postal Ballot. Members desirous of inspecting the same may send their requests at [investorrelations@goldiam.com](mailto:investorrelations@goldiam.com) from their registered e-mail addresses mentioning their names and folio numbers/demat account numbers.
10. Members holding shares in physical form: to the Company's RTA, in prescribed Form ISR - 1 and other forms as per instructions mentioned in the form. The Company has already sent requisite communication to the members for furnishing these details. The formats can be downloaded from RTA's website at <https://web.in.mpms.mufg.com/KYC-downloads.html> or from the Company's website at <http://goldiam.com/investors-kyc-updation-and-others.html> .

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

**Voting through electronic means**

In terms of the Securities and Exchange Board of India circular No. SEBI/HO/CFD/PoD2/CIR/P/015 dated November 11, 2024 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. 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 MUFG Intime India Private Limited (MIPL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

The voting period begins on Tuesday, June 2, 2026 at Time 9.00 a.m. and ends on Wednesday, July 1, 2026 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 May 29, 2026 may cast their vote electronically. The e-voting module shall be disabled by MIPL 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 style="text-align: center;"><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<p><b>1. METHOD 1 – NSDL OTP based login</b></p> <p>a) Visit <span style="float: right;">URL:</span>  <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a></p> <p>b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.</p> <p>c) Enter the OTP received on your registered email ID/ mobile number and click on login.</p> <p>d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</p> <p>e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p>
	<p><b>METHOD 2 – NSDL IDeAS facility</b></p> <p><b>1. Individual Shareholders registered with NSDL IDeAS facility</b></p> <p>a) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and click on “Beneficial Owner” icon under “Login”.</p> <p>b) Enter User ID and Password. Click on “Login”</p> <p>c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</p> <p>d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p>
	<p style="text-align: center;"><b>OR</b></p> <p><b>2. Shareholders who have not registered for NSDL IDeAS facility</b></p> <p>a) To register, visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> and select “Register Online for IDeAS Portal” or click on <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>b) Proceed with updating the required fields.</p> <p>c) Post successful registration, user will be provided with Login ID and password.</p> <p>d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</p> <p>e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</p>
	<p><b>METHOD 3 – NSDL e-voting website</b></p> <p><b>1. Individual Shareholders directly visiting the e-voting website of NSDL</b></p>

	<ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a></li> <li>b) Click on the “Login” tab available under ‘Shareholder/Member’ section.</li> <li>c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.</li> <li>e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ul>
<p style="text-align: center;"><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p><b>Method 1 – CDSL e-voting page</b></p> <ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a>.</li> <li>b) Go to e-voting tab.</li> <li>c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.</li> <li>d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</li> <li>e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ul> <p><b>Method 2 – CDSL Easi/ Easiest facility:</b></p> <p><b>1. Individual Shareholders registered with CDSL Easi/ Easiest facility</b></p> <ul style="list-style-type: none"> <li>a) Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>b) Click on New System Myeasi Tab</li> <li>c) Login with existing my easi username and password</li> <li>d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.</li> <li>e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ul> <p style="text-align: center;"><b>OR</b></p> <p><b>2. Shareholders who have not registered for CDSL Easi/ Easiest facility:</b></p> <ul style="list-style-type: none"> <li>a) To register, visit URL: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></li> <li>b) Proceed with updating the required fields.</li> <li>c) Post registration, user will be provided username and password.</li> <li>d) After successful login, user able to see e-voting menu.</li> <li>e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ul>

<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<p>Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.</p> <ul style="list-style-type: none"> <li>• Login to DP website</li> <li>• After Successful login, user shall navigate through “e-voting” option.</li> <li>• Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.</li> <li>• After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.</li> </ul>
<p><b>Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode</b></p>	<p>Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on <u>the cut-off date for e-voting</u> may register for InstaVote as under:</p> <p>a) Visit URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <p><b><u>Shareholders who have not registered for INSTAVOTE facility:</u></b></p> <p>b) Click on “<b>Sign Up</b>” under ‘SHARE HOLDER’ tab and register with your following details:</p> <p><b>A. User ID:</b> NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID. CDSL demat account – User ID is 16 Digit Beneficiary ID. Shareholders holding shares in physical form – User ID is <u>Event No + Folio Number</u> registered with the Company.</p> <p><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p><i>*Shareholders holding shares in <b>NSDL form</b>, shall provide ‘D’ above</i> <i>**Shareholders holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i></p> <ul style="list-style-type: none"> <li>❖ Set the password of your choice (The password should contain <u>minimum 8 characters</u>, at least <u>one special Character (!#\$%&amp;*)</u>, at least <u>one numeral</u>, at least <u>one alphabet</u> and at least <u>one capital letter</u>).</li> <li>❖ Enter Image Verification (CAPTCHA) Code</li> <li>❖ Click “Submit” (You have now registered on InstaVote).</li> </ul>

**Shareholders who have registered for INSTAVOTE facility:**

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.
  - A. User ID: Enter your User ID
  - B. Password: Enter your Password
  - C. Enter Image Verification (CAPTCHA) Code
  - D. Click “Submit”
  
- d) Cast your vote electronically:
  - A. After successful login, you will be able to see the “Notification for e-voting”.
  - B. Select ‘View’ icon.
  - C. E-voting page will appear.
  - D. 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).
  - E. 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.

**Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
  - A. ‘Investor ID’ –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - C. ‘Investor PAN’ - Enter your 10-digit PAN.
  - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

### STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.  
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.

OR

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## **Forgot Password:**

### **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Further Click on “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

### **User ID:**

*NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.*

*CDSL demat account – User ID is 16 Digit Beneficiary ID.*

*Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.*

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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”.

## EXPLANATORY STATEMENT

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

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED FROM TIME TO TIME.**

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**As required by Section 102 of the Companies Act, 2013, The following Statement sets out all material facts relating to the Special Business (Item No.1) mentioned in the Notice of Postal Ballot:**

With a view to reward the Members for their continued support and to encourage the participation of investors by making equity shares of the Company affordable and increasing the liquidity of the equity shares, the Board of Directors of the Company at its meeting held on Wednesday, May 27, 2026, approved and recommended to the Members, issuance of 1 (One) bonus equity share of face value of Rs. 2/- (Rupees Two only) each for every 3 (three) existing fully paid-up equity share of Rs.2/- (Rupees Two only) each by capitalizing a sum not exceeding Rs.7,52,78,562/- (Rupees Seven Crore Fifty Two Lakhs Seventy Eight Thousand and Five Hundred Sixty Two only) out of capital redemption reserves and / or securities premium account and / or free reserve and / or retained earnings of the Company, as may be considered appropriate as at March 31, 2026. The proposed issuance of bonus shares is authorized by the Articles of Association of the Company, and the Company is compliant with the requirements under Section 63 of the Companies Act, 2013 ('Act') and Regulation 293 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for issuance of bonus shares.

Pursuant to Section 63 of the Companies Act, 2013, the Company can issue the fully paid-up Bonus Shares by capitalizing the reserves and surplus and further the Articles 168 and 169 of the Articles of Association of the Company permit capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including capital redemption reserves and / or securities premium account and / or free reserve and / or retained earnings), or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

In terms of Section 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals, the issue of bonus equity shares requires members' approval. The bonus issue shall be implemented within two months from the date of the meeting of its Board of Directors i.e. May 27, 2026, wherein the decision to announce the bonus issue was taken subject to Members' approval. Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 1 of this Postal Ballot Notice.

Members are requested to note that, in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only. Accordingly, members holding shares in physical form are requested to provide such information and details as may be required, relating to his / her / its demat account with a depository participant, to the Company / its Registrar and Transfer Agent on or before Wednesday, July 1, 2026, to enable the Company to issue the bonus equity shares in dematerialized form.

With respect to the entitlement of bonus shares of Members holding equity shares in physical form and who fail to provide their demat account details to the Company by the timeline as stated above, the said bonus shares shall be credited in dematerialised form to a separate demat suspense account, till they are credited to the beneficiary demat accounts of the respective Members upon receipt of requisite documents. The voting rights on the bonus equity shares held in the said demat account shall remain frozen.

The Board, accordingly, recommends passing of the resolution as set out at item no. 1 of this Notice for the approval of the members as an Ordinary resolution.

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

Date: May 27, 2026  
Place: Mumbai

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

Sd/-  
**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](mailto:investorrelations@goldiam.com), Website: [www.goldiam.com](http://www.goldiam.com)  
CIN: L36912MH1986PLC041203