

# *Annual Report*

**2017-2018**



**Goldiam  
International  
Limited**

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY



## BOARD OF DIRECTORS

<b>Rashesh M. Bhansali</b>	<i>Executive Chairman</i>
<b>Ajay M. Khatlawala</b>	<i>Director - Independent</i>
<b>Dr. R. Srinivasan</b>	<i>Director - Independent</i>
<b>Pannkaj C Ghadiali</b>	<i>Director - Independent</i>
<b>Tulsi Gupta</b>	<i>Non-Executive Non - Independent Director</i>
<b>Anmol R. Bhansali</b>	<i>Additional Executive Director (Appointed w.e.f. 25.11.2017)</i>

## BOARD COMMITTEES

### Audit Committee

Ajay M. Khatlawala  
Dr. R. Srinivasan  
Pannkaj C Ghadiali  
Rashesh M. Bhansali

### Stake Holder Relationship Committee

Dr. R. Srinivasan  
Rashesh M. Bhansali  
Ajay M. Khatlawala

### Company Secretary & Compliance Officer

Pankaj J. Parkhiya

### Chief Financial Officer

Darshana Patel

## AUDITORS

J.D. Zatakia & Co., Chartered Accountants

## BANKERS

The Hongkong & Shanghai Banking Corporation Ltd.  
YES Bank Limited  
Standard Chartered Bank  
Punjab National Bank  
Kotak Mahindra Bank Limited  
Citibank N.A.

## REGISTERED OFFICE

Goldiam International Limited  
CIN: L36912MH1986PLC041203  
Gems & Jewellery Complex, MIDC,  
SEEPZ, Andheri (East), Mumbai - 400 096  
Website: [www.goldiam.com](http://www.goldiam.com) E-mail: [goldiam@vsnl.com](mailto:goldiam@vsnl.com)

## DIAMOND PROCUREMENT OFFICE

The Capital Office No. 1107, A Wing,  
11th Floor, Plot No. C-70, G Block,  
Bandra (East), Mumbai 400051.

## REGISTRAR AND TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd.  
C-101, 247 Park, L. B. S. Marg,  
Vikhroli (West), Mumbai - 400 083  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

## Corporate Social Responsibility Committee

Ajay M. Khatlawala  
Tulsi Gupta  
Rashesh M. Bhansali

## Share Transfer Committee

Ajay M. Khatlawala  
Rashesh M. Bhansali  
Tulsi Gupta

## Nomination & Remuneration Committee

Ajay M. Khatlawala  
Dr. R. Srinivasan  
Pannkaj C Ghadiali

## Listing

BSE Limited  
National Stock Exchange of India Limited

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## GOLDIAM INTERNATIONAL LIMITED CIN: L36912MH1986PLC041203

Registered Office Address: Gems & Jewellery Complex, M.I.D.C., SEEPZ, Andheri (East), Mumbai – 400 096.

Tel: (022) 2829 1893, 2829 0396, 2829 2397 | Fax: (022) 2829 2885, 2829 0418

Email: [goldiam@vsnl.com](mailto:goldiam@vsnl.com) | Website: [www.goldiam.com](http://www.goldiam.com)

## NOTICE

NOTICE is hereby given that the THIRTY-FIRST ANNUAL GENERAL MEETING of the Members of GOLDIAM INTERNATIONAL LIMITED will be held on Monday, September 24, 2018 at 11.00 a.m. at TRIBUNE 1' Banquet Hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai-400093 to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of annual audited Financial Statement and Reports thereon

To receive, consider and adopt:

- the audited Standalone financial statement of the Company for the financial year ended March 31, 2018, the Reports of Directors and Auditors thereon, and
- the audited consolidated financial statement of the Company for the financial year ended March 31, 2018.

#### 2. Declaration of Dividend

To declare a Dividend for the financial year ended March 31, 2018. The Board recommended a Dividend of ₹1.50 (@15%) per Equity Share of ₹10/- each, fully paid-up.

#### 3. Appointment of Director in place of those retiring by rotation

To appoint a Director in place of Mrs. Tulsi Gupta (DIN 06905143) who retires by rotation and, being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS

#### 4. To re-appoint Mr. Ajay M. Khatlawala (DIN 00124042) as an Independent Director

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

**"RESOLVED THAT** pursuant to Section 149, 152 of the Companies Act, 2013 ("the Act") and such other applicable provisions, if any, of the Act and the Rules made thereunder, read with Schedule IV of the Act, Mr. Ajay M. Khatlawala (DIN 00124042), whose term of office expires at this 31st Annual General Meeting, be and is hereby re-appointed as an Independent Director, for a further term of five consecutive years commencing from the conclusion of this 31st Annual

General Meeting till the conclusion of the 36th Annual General Meeting of the Company."

#### 5. Approval for confirmation of appointment of Dr. Raghavachari Srinivasan (DIN 00003968) as Independent Director pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018

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

**"RESOLVED THAT**, in continuation of the resolution passed by the members at the 30th Annual General Meeting of the Company held on September 27, 2017 and pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with applicable rules made there under, and regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("new provision") to be effective from April 1, 2019 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and subject to such other laws, Rules, Regulations etc. as may be applicable in this regard, and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors vide its resolution dated August 13, 2018, the consent of the members be and is hereby accorded to continue with the appointment of Dr. Raghavachari Srinivasan (DIN 00003968), as a Non-Executive Independent Director of the Company beyond the age of 75 years from the period beginning from April 1, 2019 (being the date on which the new provision becomes effective) till the expiry of his tenure as an Independent Director as per the terms of appointment;

**RESOLVED FURTHER THAT**, any Directors and/ or the Company Secretary and Compliance Officer of the Company be and are hereby authorized severally to take such steps as may be necessary for obtaining necessary approvals- statutory, contractual or otherwise, if any, in relation to the above and to settle all matters arising out of and incidental thereto and to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the said Resolution."

## 6. Appointment of Mr. Anmol Rashesh Bhansali (DIN 07931599) as Whole-Time Director:

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

**“RESOLVED THAT** in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anmol Rashesh Bhansali (DIN 07931599), who was appointed as an Additional Director of the Company with effect from November 25, 2017 pursuant to Section 161 of the Act and Article 120 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 (New Provision) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such sanctions, as may be necessary, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Anmol Rashesh Bhansali (DIN 07931599) as Whole-time Director of the Company, for a period of 5 (five) years with effect from November 25, 2017, liable to retire by rotation and to pay the remuneration subject to aggregate limit of ₹ 2,49,000/- p.m., as detailed below for the period of three years with the effect from November 25, 2017:

### Details of Remuneration:

#### Part A:

1. Gross Salary: ₹ 2,49,000/- per month

#### Part B:

1. Car for Office Use.
2. Telephone at residence for business use to be reimbursed from the Company, or from Residence Subject to self-certification basis on production of bills includes mobile bill.
3. Membership fees of two clubs.
4. Gratuity:

Gratuity shall be payable as per the provisions of the payment of Gratuity Act, 1972 as amended from time to time.

## 5. Leave and Bonus:

As per the Company policy

**RESOLVED FURTHER THAT** in case the Company does not earn any profits or earns inadequate profits, the remuneration mentioned above will be considered as maximum remuneration payable to Mr. Anmol R. Bhansali, Whole-Time Director, pursuant to the provision of and the ceiling limits prescribed under Schedule V of the Companies Act, 2013. However, in case company does not earn any profits or earns inadequate profits the remuneration payable to Whole Time Director may exceed the above ceiling subject to such other approvals, if any necessary.

**RESOLVED FURTHER THAT** Mr. Anmol Rashesh Bhansali, Whole Time Director shall be entitled to Commission of 5% of net profit inclusive of Salary, as per the ceiling fixed under Section 197 and Schedule V and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereto from time to time and accordingly, in the event of loss or inadequacy of profit in any financial year, the remuneration mentioned above will be considered as maximum remuneration payable to Mr. Anmol R. Bhansali.

**RESOLVED FURTHER THAT** the Board and/or its committee subject to recommendation of Nomination and Remuneration Committee be and is hereby in its absolute discretion to decide/determine, fix and/or vary/alter/modify within the limit stated above, the remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Mr. Anmol Rashesh Bhansali, Whole-time Director from time to time and to comply with all legal provisions and to do all such acts, deeds, things and matters etc., as may be considered necessary, desirable, expedient or proper to give effect to this resolution.”

## 7. Approve to pay existing remuneration to Mr. Rashesh Manhar Bhansali, Executive Chairman for the remaining period of his tenure.

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

**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 (New provision) including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such sanctions, as may be necessary, approval of the members

of the Company be and is hereby accorded to pay the minimum (existing) remuneration, as detailed below, to Mr. Rashesh M. Bhansali (DIN-00057931), Executive Chairman for remainder of duration of appointment i.e. up to January 31, 2021 with the effect from April 1, 2018.

## Details of Remuneration:

### Part A:

1. Basic Salary: ₹10,00,000/- per month

By Order of the Board of Directors

### Part B:

1. Car for Office Use.
2. Telephone at residence for business use to be reimbursed from the Company, or from Residence Subject to self-certification basis on production of bills.
3. Membership fees of two clubs.
4. Gratuity:  
Gratuity shall be payable as per the provisions of the payment of Gratuity Act, 1972 as amended from time to time.
5. Leave and Bonus:  
As per the Company policy

**RESOLVED FURTHER THAT** in case the Company does not earn any profits or earns inadequate profits the remuneration mentioned above will be considered as maximum remuneration payable to Mr. Rashesh M. Bhansali, Executive Chairman, pursuant to the provision of and the ceiling limits prescribed under Section II, III, IV and V of Part II of Schedule V of the Companies Act, 2013, however, in case the company does not earn any profits or earns inadequate profits the remuneration payable to Executive Chairman may exceed the above ceiling subject to such other approvals, if any necessary.

**RESOLVED FURTHER THAT** Mr. Rashesh M. Bhansali, Executive Chairman shall be entitled to Commission of 5% of net profit inclusive of Salary, as per the ceiling fixed under Section 197 and Schedule V and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amendments made thereto from time to time and accordingly, in the event of loss or inadequacy of profit in any financial year, the remuneration mentioned above will be considered as maximum remuneration payable to Mr. Rashesh Manhar Bhansali.

**RESOLVED FURTHER THAT** the Board and/or its committee subject to recommendation of Nomination and Remuneration Committee be and is hereby in its absolute discretion to decide/determine, fix and/or vary/alter/modify within the limit stated above, the

remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Mr. Rashesh M. Bhansali, Executive Chairman from time to time and to comply with all legal provisions and to do all such acts, deeds, things and matters etc., as may be considered necessary, desirable, expedient or proper to give effect to this resolution.”

Place: Mumbai  
Date: August 13, 2018

**Pankaj Parkhiya**  
**Company Secretary**

Regd. Office:  
Gems & Jewellery Complex,  
M.I.D.C., SEEPZ, Andheri (E),  
Mumbai - 400 096.

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING” OR “AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

2. The details of the Directors proposed to be appointed/re-appointed, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is attached to this Notice.

3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 to 7 of the Notice, is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from Saturday, September 15, 2018 to Monday, September 24, 2018 (both days inclusive) for annual closing.
5. Dividend on Equity Shares, as recommended by the Board of Directors of the Company, for the financial year ended March 31, 2018, if declared, at the AGM, will be paid to:
  - i. those Members whose names shall appear in the Register of Members of the Company, after giving effect to all valid share transfers in physical mode lodged with the Company / RTA on or before Friday, September 14, 2018.
  - ii. those 'Beneficial Owners' entitled thereto, in respect of shares held in electronic mode, whose names shall appear in the statements of beneficial ownership furnished by respective Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on Friday, September 14, 2018.
6. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Members who have not yet encashed their final and/or interim dividend for the financial year 2011-2012, 2012-2013, 2013-2014, 2014-15, 2015-2016 and 2016-2017 are requested to approach the Company or the Company's Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd. The details of unpaid dividend is also available on the website of the Company [www.goldiam.com](http://www.goldiam.com)

Further pursuant to the provisions of Section 124(6) of the Companies Act, 2013, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Investor Education and Protection Fund established by the Government. Members who have not yet encashed their final and/or interim dividend warrant(s) for seven consecutive years are requested to approach the Company or Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd.
7. Members are requested to notify immediately any change in their address or bank account particulars:
  - To the Registrar and Transfer Agents of the Company for shares held in physical form; and
  - Directly to their respective Depository Participants with whom they are maintaining their demat accounts and not to the Company/ Registrar and Transfer Agents, for shares held in electronic form.
8. Non-Resident Indian Members are requested to inform M/s. Link Intime India Private Limited , immediately of :
  - Change in their residential status on return to India for permanent settlement.
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
9. In all correspondences with the Company, members holding shares in physical form are requested to quote their Folio numbers and those holding shares in electronic form are requested to quote their DP ID number and Client ID number.
10. SEBI vide SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 & BSE Circular No. LIST/COMP/15/2018-19 and LIST/COMP/17/2018-19 dated 5th & 16th July, 2018 respectively by which they have directed all the listed companies to record the PAN, Bank account details of all their shareholders and advise them to dematerialise their physical securities. Relevant letter of the same sending along with the Annual Report 2017-18 to Shareholders.
11. Members desirous of obtaining any information concerning the accounts are requested to write to the Company at least 10 days before the date of the meeting so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.
12. In terms of Section 101 and 136 of the Companies Act, 2013 read together with Rules made thereunder, the copy of the Annual Report including Financial Statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with the Company or with the share transfer agent of the Company or with their respective Depository Participants (s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode. To support the 'Green Initiative', the Members who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email addresses with the Registrar & Transfer Agent of the Company.
13. Members may also note that the copy of Annual Report will also be available on the Company's website [www.goldiam.com](http://www.goldiam.com).



14. All documents referred to in the accompanying Notice and the Explanatory Statement, and other statutory register shall be open for inspection at the Registered Office of the Company between (11.00 am to 1.00 pm) on all working days except Sunday and public holiday up to and including the date of the Annual General Meeting of the Company.
15. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their copies of Annual Report with them along with the Attendance slip duly signed and completed quoting their Folio No., in case shares are held in physical form or their DP ID number and Client ID number in case the shares are held in electronic form.
16. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013; and the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
17. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
18. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Pvt. Ltd., for consolidation into a single folio.
19. Voting through electronic means  
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 from a place other than venue of the AGM), to enable them to cast their votes for the businesses to be transacted at the 31st AGM of the Company. The Company has entered into an agreement with Central Depository Services (India) Ltd. (CDSL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the venue of the AGM, apart from the remote e-voting facility provided prior to the date of AGM. The members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Instructions for members for voting electronically are as under:-

- (A) The voting period begins on September 21, 2018 at 9.00 a.m. and ends on September 23, 2018 at 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 September 17, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (B) In case of members receiving e-mail:
  - i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - ii) Now click on "Shareholders" to cast your votes.
  - iii) Now Enter your User ID

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

- iv) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- v) If you are a first time user follow the steps given below:



	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip in the PAN field.</li> </ul>
Date of Birth (DOB) OR Dividend Bank Details	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format</p> <p>OR</p> <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant Company i.e. Goldiam International Limited on which you choose to vote.
- xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Rakesh Dalvi, Deputy Manager - Add. A-Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compound, N. M. Joshi Marg, Lower Parel (E), Mumbai 400013, Phone No. 1800 22 55 33.

The voting right of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date September 17, 2018.

xx) The Company has appointed Mr. Rajnikant Shah, Practising Company Secretary (Membership No. 1629 COP No. 700), as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Scrutinizer shall immediately after

the conclusion of voting at the AGM, will first count the votes cast at the meeting, there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, during the remote e-voting and voting at the AGM, not later than three days of conclusion of the meeting, to the Chairman or a person, authorized by him in writing. The Chairman or a person, authorized by him in writing, shall declare the results of the AGM forthwith. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.goldiam.com](http://www.goldiam.com) and on the website of CDSL and shall be communicated to the Stock Exchanges.

20. A route map showing directions to reach the venue of the 31st AGM is given along with this Annual Report as per requirement of the Secretarial Standards-2 on General Meetings.

By Order of the Board of Directors

Place: Mumbai

Date: August 13, 2018

Regd. Office:

Gems & Jewellery Complex,  
M.I.D.C., SEEPZ, Andheri (E),  
Mumbai - 400 096.

**Pankaj Parkhiya**  
**Company Secretary**