

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: investorrelations@goldiam.com | Website: www.goldiam.com

NOTICE

NOTICE is hereby given that the THIRTY-SECOND ANNUAL GENERAL MEETING of the Members of GOLDIAM INTERNATIONAL LIMITED will be held on Wednesday, September 25, 2019 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, 2019, the Reports of Directors and Auditors thereon, and
- the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2019.

2. Declaration of Dividend

To confirm the interim dividend of ₹ 2/- (i.e. 20%) on each paid up equity share already paid and declare final dividend of ₹1/- (i.e. 10%) on each paid up equity share for the financial year ended March 31, 2019.

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

To appoint a Director in place of Mr.Rashesh M. Bhansali (DIN 00057931) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Revision in remuneration of Mr. Anmol Rashesh Bhansali (DIN 07931599), Whole-time Director

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

“**RESOLVED THAT** further to the resolution passed at the 31st Annual General Meeting held on September 24, 2018 for remuneration payable to Mr.Anmol Rashesh Bhansali, Whole-time Director (DIN:07931599) and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read

with Schedule V of the Act, including any statutory modification(s) or re-enactment thereof and Articles of Association of the Company and subject to such approvals as may be necessary, the consent of the Members of the Company, be and are hereby accorded for revision in the maximum remuneration payable to Mr.Anmol Rashesh Bhansali, Whole-time Director of the Company with effect from April 1, 2019 for the period of three years as per follows, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period:

Details of Remuneration:

Part A:

1. Basic Salary:

₹ 3,50,000/- per month with such increments as may be decided by the Board of Directors on recommendation of Nomination & Remuneration Committee from time to time, but subject to the maximum salary of ₹10,00,000/- 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.

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 Rashesh Bhansali, Whole-time Director, pursuant to the provision of and the ceiling limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

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 amendments made thereto from time to time and accordingly, in the event of loss or inadequacy of profit in any financial year, the salary payable to Mr.Anmol Rashesh Bhansali shall be governed by Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board and/or its committee subject to recommendation of Nomination & 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.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised subject to recommendation of Nomination & Remuneration Committee to vary or increase the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.

5. Sale, transfer or disposal of the Shares held by the Company in its material subsidiary or sell, dispose or leasing of assets of material subsidiary

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

“RESOLVED THAT in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“LODR”) and pursuant to applicable provision of the Companies Act, 2013, the rules thereunder, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other government or statutory authorities, and subject to the Memorandum and Articles of Association of the Company, the requisite approvals, if any, of any relevant statutory, regulatory or government authorities, and further subject to such terms and conditions as may be prescribed by any of the aforesaid authorities while granting such approvals, the consent of the Members of the

Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall include any committee of directors constituted by the Board) to sell or transfer or otherwise dispose of its entire investment in its subsidiary, Diagold Designs Limited (“DDL”) or sell or dispose of assets of the DDL in full or a part.

RESOLVED FURTHER THAT pursuant to the provisions of Section 304(b) of the Companies Act, 2013, as may be applicable, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment or re-enactment thereof) and in accordance with the provisions of the Articles of Association of the DDL, the consent of the members of the Company be and is hereby accorded to wind up the affairs of the DDL as the members’ voluntary winding up.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolution.”

By Order of the Board of Directors

Place: Mumbai
Date: August 12, 2019

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 enclosed 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 and 5 of the Notice, is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from Monday, September 23, 2019 to Wednesday, September 25, 2019 (both days inclusive) for final dividend 2018-19 and annual closing.
5. Dividend on Equity Shares, as recommended by the Board of Directors of the Company, for the financial year ended March 31, 2019, if declared, at the AGM, will be paid to:
 - i. those Members whose names shall appear in the Register of Members of the Company on Monday, September 23, 2019.
 - 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 Monday, September 23, 2019.
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.

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 for the financial year 2011-2012, 2012-2013, 2013-2014, 2014-15, 2015-2016, 2016-2017, 2017-18 and 2018-19 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

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.
7. Non-Resident Indian Members are requested to inform M/s. Link Intime India Private Limited:
 - 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.
 8. 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.
 9. 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 & 6th 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.
 10. 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.
 11. 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 Participant(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 2018-19 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.

12. Members may also note that the copy of Annual Report will also be available on the Company's website www.goldiam.com.
13. 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.
14. 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.
15. 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.
16. 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.
17. 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.
18. 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 32nd AGM of the Company. The Company has entered into an agreement with Link Intime India Private Limited (LI IPL) 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 22, 2019 at 9.00 a.m. and ends on September 24, 2019 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 18, 2019, may cast their vote electronically. The e-voting module shall be disabled by LI IPL 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 <https://instavote.linkintime.co.in>.
 - ii) Now click on "Shareholders-Login" to cast your votes.
 - iii) Now Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

	For members holding shares in Demat form	For members holding shares in Physical form
User-ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 Digit beneficiary ID	Event No + Folio Number registered with the Company.

- iv) If you are holding shares in demat form and had logged on to <https://instavote.linkintime.co.in> and voted on an earlier voting of any company, then your existing password is to be used.

- v) If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:
- vi) Click on “Sign Up” tab available under ‘Shareholders’ section and enter following details:-

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"> 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.
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>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"> 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).

- vii) After entering these details appropriately, members will now reach ‘Password Creation’ tab wherein they are required to mandatorily enter their login password in the new password field (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). 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 LIPL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) Now enter CAPTCHA as shown on the screen and click on “SUBMIT” tab.
- ix) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Click on the EVSN for the relevant Company i.e. Goldiam International Limited on which you choose to vote.
- x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “FAVOUR/AGAINST” for voting. Select the option FAVOUR or AGAINST as desired. The option FAVOUR implies that you assent to the Resolution and option AGAINST implies that you dissent to the Resolution.
- Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘ABSTAIN’ and the shares held will not be counted under ‘Favour/Against’.
- xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xii) 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 “YES”, else to change your vote, click on “NO” and accordingly modify your vote.
- xiii) Once you “YES” your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- xiv) You can also take a print of the votes cast by clicking on “print” option on the Voting page.
- xv) **If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.
- Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)
- NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xvi) **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 e-voting system of LI IPL: <https://instavote.linkintime.co.in> and register themselves as “Corporate/Custodian/Mutual Fund”.
- To upload a scanned copy of 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.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/ demat account shall choose the voting process separately for each of the folios/ demat account.

xvii) In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Tel : 022 - 49186000.

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 18, 2019.

xviii) 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 and on the website of LI IPL and shall be communicated to the Stock Exchanges.

19. A route map showing directions to reach the venue of the 32nd 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 12, 2019

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

Pankaj Parkhiya
Company Secretary

STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:-

Item No.4

Mr. Anmol Rashesh Bhansali was appointed as Whole-time Director of the Company for the period of five years from November 25, 2017 to November 24, 2022 by the members of the Company at 31st Annual General Meeting held on September 24, 2018.

Further the Members at the 31st Annual General Meeting of the Company by way of a special resolution, approved remuneration to Mr. Anmol Rashesh Bhansali, Whole-time Directors upto the limit as approved by Members at the 31st AGM as maximum remuneration (refer table as provided in point 2 of Clause II of 'Statement of Information provided under Schedule V') including the minimum remuneration to be paid in case Company has no profits or the profits of the Company are inadequate for a period of three years from November 25, 2017 upto November 24, 2020, as approved and recommended by the Audit Committee, Nomination and Remuneration Committee and the Board.

The Whole-time Director has provided dedicated and meritorious services and significant contribution to the overall growth of the Company. Therefore the Board is of the view that the existing upper limit remuneration in respect of Mr. Anmol Rashesh Bhansali, Whole-time Director of the Company may not be sufficient enough, therefore the approval of the members of the Company is sought for revision in the maximum limit of remuneration as provided in the resolution no. 4 as minimum remuneration with effect from April 1, 2019 for the period of three years that is upto March 31, 2022, in case of inadequacy or absence of profits, subject to the approval of the Central Government, if required

None of the Directors and Key Managerial Personnel of the Company or their relatives other than Mr. Rashesh Manhar Bhansali, Mrs. Tulsi Gupta and Mr. Anmol Rashesh Bhansali are concerned or interested financially or otherwise in the proposed resolution.

Item No.5

The Company holds 50.99% shares in its subsidiary viz. Diagold Designs Limited ("DDL"). DDL has been incurring losses for past two years and has eroded net

worth substantially. As a result, the financial health of the Company has deteriorated significantly. There is no improvement in the performance of DDL in the financial year i.e. 2018-19 as well.

In view of the above, it was decided by the Board of Directors of the Company to sell, transfer or otherwise dispose of the entire holding of the Company in its subsidiary and/or to wind up the affairs of the DDL as the members' voluntary winding up.

Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that no company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease to exercise of control over the subsidiary without passing a special resolution in its General Meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/ National Company Law Tribunal. Further no Company sell, dispose and leasing of assets amounting to more than twenty percent of the assets of its material subsidiary on an aggregate basis during a financial year without prior approval of shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a Court/Tribunal.

DDL's net worth exceeds 20% of the consolidated net worth of the Company in the immediately preceding accounting year. Pursuant to aforementioned Regulation 24, DDL will be considered as material subsidiary of the Company and the sale, transfer or disposal of shares held by the Company in DDL or sell or dispose of Assets of DDL of more than twenty percent of the total assets shall require prior approval of the shareholders of the Company through a special resolution.

The Board of Directors recommends the Special Resolution set out in the Notice for approval of members, as they feel the same to be in the interest of the Company.

Except in their capacity as shareholder of the Company, none of the directors, key managerial personnel or their relatives, have any concern or interest, financial or otherwise, in passing of the said resolution.

Annual Report 2018-19

Details of the Directors seeking appointment or re-appointment whose remuneration are proposed to be increased at the Annual General Meeting:-

Name	Mr.Rashesh Manhar Bhansali (DIN: 00057931)	Mr. Anmol Rashesh Bhansali (DIN 07931599)
Date of Birth	July 6, 1968 (Age 51 years)	August 18, 1995 (Age 24 years)
Nationality	Indian	Indian
Date of Appointment	October 10, 1986	November 25, 2017
Qualifications	Bachelors degree in Commerce	<ul style="list-style-type: none"> Wharton School, University of Pennsylvania 2013 – 2017 <i>Bachelors of Science in Business Administration</i> Gemology Institute of America 2017 <i>Completed GEM130 and GEM230, constituting two thirds of 'Diamonds and Diamond Grading' course</i> B.D. Somani International School, Mumbai, India 2009-2013 <i>IB Diploma Program with 42 points out of 45 Completed IGCSE</i> University of Pennsylvania, The Wharton School, PA 2012 <i>Completed "Leadership in the Business World" Program</i>
Expertise in specific functional area	Wide Knowledge & experience in the field of diamonds & jewellery of more than 20 years	Entered in the diamond business more than 4 years ago. He is having knowledge & experience in Diamond Business and engage in Manufacturing, Trading and Jewellery exports.
Directorships held in other Indian Public Companies (excluding Foreign Companies and Section 8 Companies)	<ul style="list-style-type: none"> Diagold Designs Limited Goldiam Jewellery Limited 	<ul style="list-style-type: none"> Goldiam Jewellery Limited
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Nomination & Remuneration and Shareholders'/Investor Grievance Committees)	Member of Audit Committee of Goldiam Jewellery Limited	Member of Nomination & Remuneration Committee of Goldiam Jewellery Limited
Number of Shares held	1,00,00,000	33,30,000
No. of Board meeting attended during 2018-2019	4 out 4	4 out 4
Relationships between Directors inter-se	Mrs.Tulsi Gupta, NENI-Daughter Mr.Anmol R. Bhansali-WD- Son	Son of Mr. Rashesh M. Bhansali and Brother of Mrs. Tulsi Gupta

ANNEXURE TO THE EXPLANATORY STATEMENT

Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 and forming part of the explanatory statement to the Notice convening the Annual General Meeting. (For Item No. 4 of 32nd AGM Notice).

I. GENERAL INFORMATION

Nature of Industry:-

Goldiam International Limited is operating in two segments viz. Jewellery manufacturing and investment activity. The founders of the Company have been in this business for 2 generations. The company grew steadily and added each process of manufacturing to its lineup, with an aim of becoming a fully integrated jewellery manufacturer.

Outstanding Achievements:-

The Company is manufacturing high quality, luxurious and creative diamond jewellery and exporting to USA, Europe and other countries. The Government of India and several other trade bodies have awarded the Company for its contribution to

Financial performance:-

Particulars	(₹ In Lakhs)	
	Current Year 31.03.2019	Previous Year 31.03.2018
Sales for the year	16982.73	12201.99
Other Income	1081.46	647.75
Total Income	18064.19	12849.74
Profit before Interest & finance charges, depreciation & taxation	3101.30	1599.90
Less: Interest & finance Charges	110.21	28.71
Operating profit before depreciation & taxation	2991.09	1571.19
Less: Depreciation, amortization & impairment of asset	197.62	176.06
Profit before Exceptional Items	2793.47	1395.13
Add: Exceptional Items	-	-
Profit before taxation	2793.47	1395.13
Current Tax & Prior Year	866.69	503.33
Deferred Tax Liability	(31.19)	(6.62)
Profit after taxation	1957.97	898.41
Total other Comprehensive Income	352.82	552.91
Total profit	2310.79	1451.33

Foreign Investments or Collaborators, if any:-

Name	Category	% of holding/stake	Type of Arrangement
Goldiam HK Limited	Body Corporate	49.93	Joint Venture
Goldiam USA	Body Corporate	100	Wholly Owned Subsidiary Company

II. INFORMATION ABOUT THE APPOINTEES

Mr. Anmol R. Bhansali	
Background details:-	Background details of Mr. Anmol R. Bhansali stated in "PROFILE OF DIRECTORS" to this Notice.

jewellery trade and being a pioneer and a role model in this industry.

Following are the achievements:-

- Outstanding Export Performance for studded Jewellery from EPZ for the years 1992; 1993; 1994; 1996; 1997; 1998 and 1999 by Gem & Jewellery Export Promotion Council.
- Late Mr. Manhar R. Bhansali, Chairman of the Company was awarded with "PIONEER OF THE YEAR" award by IDCA (Indian Diamond & Colorstone Association) on June 5, 2010.

Date or expected date of commencement of commercial production:-

The Company was incorporated on October 10, 1986 and commenced its business on May 20, 1988.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:-

- Not applicable.

Past Remuneration	The remuneration approved by members of the Company at 31st AGM convened on September 24, 2018 was ₹2.49 lakhs per month inclusive of perks as per Companies Act, 2013 read with rules made there under and schedule V of the Act.
Recognition and Awards	<ul style="list-style-type: none"> • Achieved a GPA of 3.5, receiving 'Cum Laude' honors at the Wharton School • Achieved an aggregate GPA of 3.8 in 'major' classes of Real Estate and Management at the Wharton School • UK Mathematics Challenge Intermediate Level – Gold Certificate • UK Mathematics Challenge Pink Kangaroo – Qualified and Highest Score in School • Best Student Award in Mathematics, English, Physics and Economics – Grade 10 • Best Student Overall – Certificate of Excellence for Outstanding Academic Achievement • IGCSE – First in School with Distinction – Achieved (A*) in all 8 subjects with an average of 98% • UK Mathematics Challenge Intermediate Level – Grade 10- Gold Certificate
Job Profile and his suitability:-	Entered in the diamond business more than 5 years ago. He is having knowledge & experience in Diamond Business and engages in Manufacturing, Trading and Marketing Jewellery & diamonds.
Remuneration proposed:-	The proposed remuneration is ₹3,50,000/-per month (inclusive of perks) pursuant to provision of Companies Act, 2013 read with rules made thereunder and Schedule V of the Act. subject to the maximum salary of ₹10,00,000/- per month.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from the remuneration and perquisites paid to him as Whole-time Directors as stated above and his respective shareholding held directly or indirectly in the Company and Mr.Rashesh Manhar Bhansali being the Father and Mrs.Tulsi Gupta being the sister, the Director do not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):-

Taking into consideration the size of the company, profile of Mr.Anmol Rashesh Bhansali, responsibility shouldered on him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies. Mr.Anmol Rashesh Bhansali have successfully proved their expertise in very effective manner and drove the Company towards the growth over the period of time. Hence, the Board of Directors considers that the remuneration proposed to him is justified commensurate with other organisations of the similar type, size and nature in the industry.

III. OTHER INFORMATION

Reasons of loss or inadequate profits:-

The Indian Gems and Jewellery industry is passing through an adverse phase although the future would be more optimistic if input costs, including the cost of raw material and interest, could remain generally stable. The profitability of the Company may be inadequate for making payment of the remuneration (which is in consonance with the corporate practice) to Managing/Executive Director under the Companies Act, 2013 read with schedule V of the Act.

Steps taken or proposed to be taken for improvement:-

The Company has taken up modernization from time to time. The company has installed a new generation machines and testing equipments for improved quality of products as per international standards and thereby expand the market base.

Expected increase in productivity and profits in measurable terms:-

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. The productivity is expected to increase by about 10% to 15% during the current years.

IV. DISCLOSURES

All the relevant information required to be disclosed in the Board of Directors' Report under the heading "Corporate Governance" enclosed to the Annual Report 2018-19.

The remuneration package of the managerial person is given in the resolution.

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

Road Map : Direction from Andheri Railway Station to AGM Venue

