



March 08, 2023

To,	To,
The General Manager-Listing,	The Manager (Listing),
BSE Limited,	National Stock Exchange of India Limited
Phiroze Jeejeebhoy Towers,	Exchange Plaza, Bandra Kurla Complex,
Dalal Street, Mumbai - 400 001	Mumbai - 400051
Scrip Code: 533189	Symbol: GOENKA

Sub: Notice of Extras Ordinary General Meeting

Dear Sir/Madam,

We wish to inform you that, pursuant to Regulation 29 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015, ("Listing Regulations"), an Extras Ordinary General Meeting of Members of Goenka Diamond & Jewels Limited is scheduled to be held on Friday, March 31, 2023 at 11:00 A.M. Bungalow No. C - 114, Shivaji Marg, Vijaypath, Tilak Nagar, Jaipur - 302 004.

Enclosed is Notice convening EGM.

This is for your information and record.

Thanking you

Yours faithfully,

Vishal Bidawatjika
Interim Resolution Professional

GOENKA DIAMOND AND JEWELS LIMITED

Corp. Off.: 1305, Panchratna, Opera House, Mumbai - 400 004. Tel.: (022) 2361 3102, 2362 0222 Fax: (022) 2367 6020
Regd. Off.: 401, Panchratna, M.S.B. Ka Rasta, Johari Bazar, Jaipur 302 003, India Tel.: (0141) 2574175 Fax: (0141) 2573305
e-mail: accounts@goenkadiamonds.com Website: www.goenkadiamonds.com CIN : L36911RJ1990PLC005651



NOTICE

NOTICE is hereby given that Extra Ordinary General Meeting of the Members of **GOENKA DIAMOND AND JEWELS LIMITED ("the Company")** will be held on Friday, March 31, 2023, at 11.00 a.m. at Bungalow No. C - 114, Shivaji Marg, Vijaypath, Tilak Nagar, Jaipur – 302 004 to transact the following business:

Special Business

- 1. To re-appoint Mr. Bhau Dhure (DIN : 08067074) as an Independent Director of the Company for the period of five year w.e.f. February 06, 2023**

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

"RESOLVED THAT pursuant to provisions of Section 149 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Bhau Dhure (DIN: 08067074) as an Independent Director of the Company with effect from February 06, 2023 for a term of five years on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto.

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard".

- 2. To re-appoint Mrs. Dhara Shah (DIN : 08067855) as an Independent Director of the Company for the period of five year w.e.f. February 06, 2023**

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

"RESOLVED THAT pursuant to provisions of Section 149 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mrs. Dhara Shah (DIN: 08067855) as an Independent Director of the Company with effect from February 06, 2023 for a term of five years on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto.

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard".

Place: Mumbai

Date: February 18, 2023

Registered office:

401, Panchratana,

M. S. B. Ka Rasta,

Johari Bazar,

Jaipur-302003

CIN: L36911RJ1990PLC005651

E-mail id: cs@goenkadiamonds.com

By Order of the Board of Directors

Vishal Bidawatjika

Interim Resolution Professional

Extra Ordinary General Meeting

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under item No. 1 and 2 of the Notice, is annexed hereto.
2. A Member entitled to attend and vote at the Extra Ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and 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/or 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.
3. Members/ Proxies are requested to bring the Attendance Slip(s) duly filled in. Attendance slip is separately sent to Shareholders along with this Notice.
4. Shareholders are requested to bring their copy of Notice to the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a duly certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Extra Ordinary General Meeting.
6. In case of joint holders attending the Extra Ordinary General Meeting, member present or in case both members are present the person whose name is appearing as first holder will be entitled to vote.
7. While members holding shares in physical form may write to the Registrar and Transfer Agents, (M/s KFin Technologies Limited) for any changes in their addresses and bank mandates, members holding shares in electronic form may inform the same to their Depository Participants.
8. Members who hold their shares in dematerialized form are requested to write their client ID and DP ID number and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participant(s) with whom they are maintaining their D'emat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
11. Electronic Copy of this Notice along with the attendance slip carrying e-voting procedure & instructions is sent to the members whose e-mail ids are registered with the RTA of the Company. In case of members who have not registered e-mail ids, the Company has sent physical copy of this Notice, along with the attendance slip carrying e-voting procedure & instructions. However, the member who has not received the electronic copy or the physical copy may write to the Company at cs@goenkadiamonds.com, and the Notice will be sent to them. Kindly also note that the Copy of this Notice is also available on the website of the Company. The Attendance slip carrying e-voting procedure & instructions is separately attached with this Notice.
12. Members may also note that even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. In this regard, the shareholders may also send requests to the Company's designated e-mail id: cs@goenkadiamonds.com
13. Pursuant to provisions of Section 108 of Companies Act, 2013, and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right



to vote for the resolutions to be passed at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by KFin Technologies Limited (Kfin). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting'). The procedures and instructions for e-voting along with the user id and password are mentioned in the attendance slip which is separately attached to this Notice.

14. The members would be able to cast their votes at the meeting through ballot paper if they have not availed the remote e-voting facility. If the vote is cast through remote e-voting facility, then the vote cast through ballot paper at the meeting will not be recognized. However, members who have cast their votes through e-voting prior to the meeting may also attend the meeting.
15. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner as on the cut-off date i.e. March 24, 2023.
16. For the purpose of e-voting, please note that the Login Id and password are mentioned in the attendance slip sent to share holders along with this Notice. Also note that in case of shareholders holding their D'mat account with NSDL, Login Id will be the combination of 8 digit DP ID + 8 digit Client ID. In case of shareholders holding their D'mat account with CDSL, Login Id will be their 16 digit Beneficiary ID. In case of shareholders holding shares in physical form, Login Id will be Event Number + Folio Number.
17. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. March 24, 2023 may use his existing login id if he is already registered on the e-voting portal of Kfin; or he may create his login id based on the guideline as mentioned at point number 16 above, as also the password by following the instructions as given on the e-voting portal of Kfin. In case of difficulty, if any, the shareholder may write to the Kfin on the e-mail Id shivakumar.n@kfintech.com or to Mr. Shiva Kumar, Contact No. 040- 6716 1565 at KFin Technologies Limited, Unit- Goenka Diamond & Jewels Limited, Selenium Tower B, Plot 31-32, Gachibowli, , Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032, requesting for the Login ID and Password. Such email / letter sent to Kfin should mention basic details including PAN Number, registered mobile number, registered email id and 'DP ID & Client ID' or 'Folio Number' (in case the shares are held in physical form). After receipt of the login credentials, please follow the procedures and instructions for e-voting as mentioned in the attendance slip which is separately attached to this Notice.
18. In accordance with the amendments to Regulation 40 of Listing Regulations, to be made effective later, the Securities and Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed securities and has decided that request for effecting transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited and Central Depository Services (India) Limited). Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to avoid any adverse consequences associated with physical shares.
19. Relevant documents referred to in the accompanying Notice and the statement pursuant to section 102 (1) of the Companies Act, 2013 are available for inspection at the Registered office of the Company during the Business hours on all days except, Sundays and all public holidays upto the date of EGM;

Place: Mumbai
Date: February 18, 2023

Registered office:
401, Panchratana,

M. S. B. Ka Rasta,
Johari Bazar,
Jaipur-302003
CIN: L36911RJ1990PLC005651
E-mail id: cs@goenkadiamonds.com

By Order of the Board of Directors

Vishal Bidawatjika
Interim Resolution Professional

Extra Ordinary General Meeting

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech , on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences March 31, 2023 at 9:00 A.M.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and EGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. II. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” V. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p>



	<p>I. To register click on link : https://eservices.nSDL.com</p> <p>II. Select “Register Online for IDeAS” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>II. Proceed with completing the required fields.</p> <p>V. Follow steps given in points 1</p> <p>.</p> <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nSDL.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>II. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>V. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.</p> <p>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com</p> <p>II. Click on New System Myeasi</p> <p>II. Login with your registered user id and password.</p> <p>V. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>V. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>II. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>II. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>V. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Extra Ordinary General Meeting

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., "Goenka Diamond and Jewels Limited - EGM" and click on "Submit"
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".



- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id vishal_manseta@rediffmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”
- B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:
 - xiii. Members who have not registered their email address and in consequence the Notice of EGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to inward.ris@kfintech.com.
 - xiv. Alternatively, member may send an e-mail request at the email id inward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of EGM and the e-voting instructions.
 - i. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through voting system available during the EGM.
 - ii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the EGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
- xv. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact at evoting@kfintech.com or call KFintech’s toll free No. 1-800-309-4001 for any further clarifications.
- II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on March 24, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Extra Ordinary General Meeting

1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the EGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

The results of the electronic voting shall be declared to the Stock Exchanges after the EGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.

Explanatory Statement

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos.1 and 2 of the accompanying Notice:

Point No. 1.

Mr. Bhau Dhure (DIN : 08067074) was appointed as an Independent Director of the Company from February 06, 2018. His first term of five years completed on February 06, 2023. As per the provisions of section 149 of the Companies Act, 2013 he is eligible to be re-appointed as an Independent Director for the next term of five years. As per provisions of the SEBI (LODR) any appointment and/or re-appointment of director needs to be approved by the members in the next meeting of members or within 3 months of such appointment and/or re-appointment.

In view of the above statutory provisions, it is proposed to re-appoint Mr. Bhau Dhure as an Independent Director of the Company and it is set for the approval of the members.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr. Bhau Dhure as an Independent Director for a further period of five year, commencing from February 06, 2023.

Mr. Bhau Dhure is a commerce graduate from the Mumbai University and has an experience in Banking and finance sector.

Mr. Bhau Dhure is not disqualified from being re-appointed as an Independent Director in terms of Section 149 of the Act and has given his consent to act as an Independent Director of the Company. Mr. Bhau Dhure satisfies all the conditions as set out in Section 149 of the Act, for being eligible for his appointment. He is Chairman of Audit Committee and Stakeholder Relationship Committee and Member of Nomination and Remuneration Committee.

It is proposed to seek the Members’ approval for the re-appointment of Mr. Bhau Dhure as an Independent Director, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013

The profile of Mr. Bhau Dhure is enclosed in this Notice



The Board therefore recommends the resolution for your approval.

None of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

Point No. 2

Mrs. Dhara Shah (DIN : 08067855) was appointed as an Independent Director of the Company from February 06, 2018. Her first term of five years completed on February 06, 2023. As per the provisions of section 149 of the Companies Act, 2013 he is eligible to be re-appointed as an Independent Director for the next term of five years. As per provisions of the SEBI (LODR) any appointment and/or re-appointment of director needs to be approved by the members in the next meeting of members or within 3 months of such appointment and/or re-appointment.

In view of the above statutory provisions, it is proposed to re-appoint Mrs. Dhara Shah as an Independent Director of the Company and it is set for the approval of the members.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mrs. Dhara Shah as an Independent Director for a further period of five year, commencing from February 06, 2023.

She is also a woman director of the company. She is from Arts and Economics stream. She is a member of Audit committee, Stakeholders Relationship committee and Nomination and Remuneration committee of the company. She has good experience in working with renowned people in the field of Finance, management and Economics.

It is proposed to seek the Members' approval for the re-appointment of Mrs. Dhara Shah as an Independent Director, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013

The profile of Mrs. Dhara Shah is enclosed in this Notice

The Board therefore recommends the resolution for your approval.

None of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

Disclosure pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Extra Ordinary General Meeting

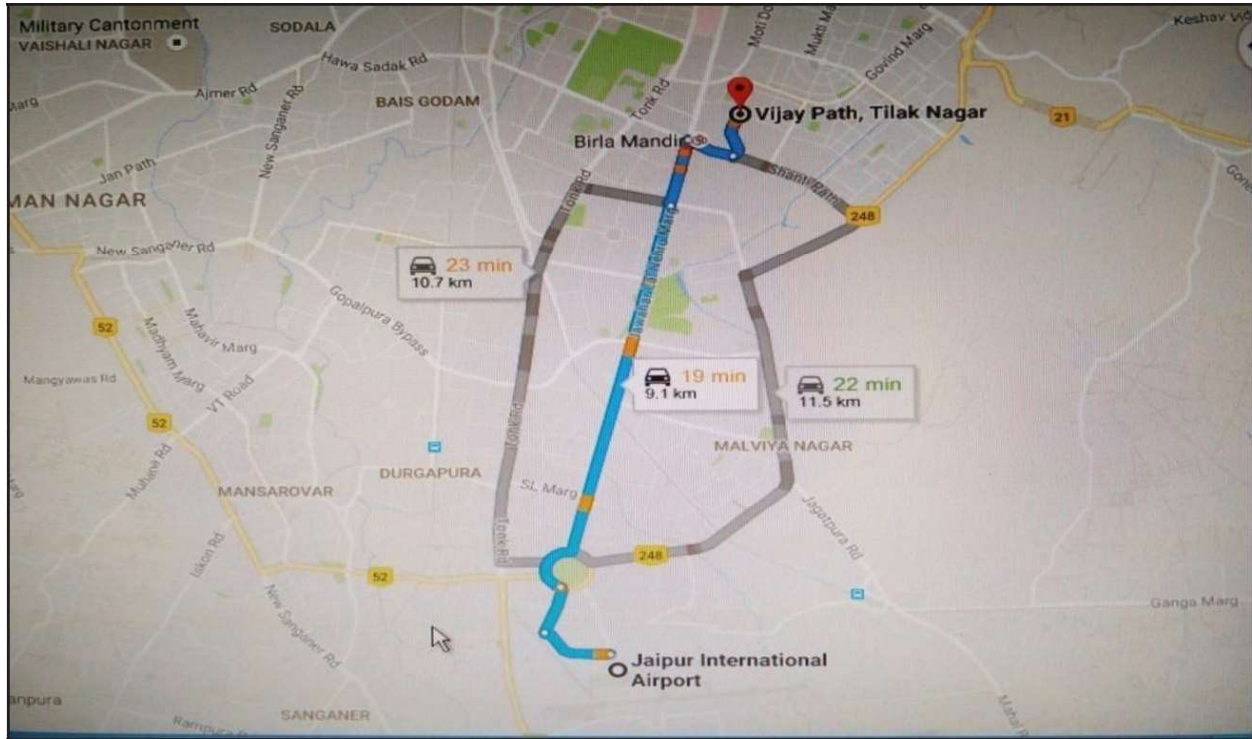
Profile

Name of the Director Mr. Bhau Sanjay Dhure and Mrs. Dhara Atul Shah

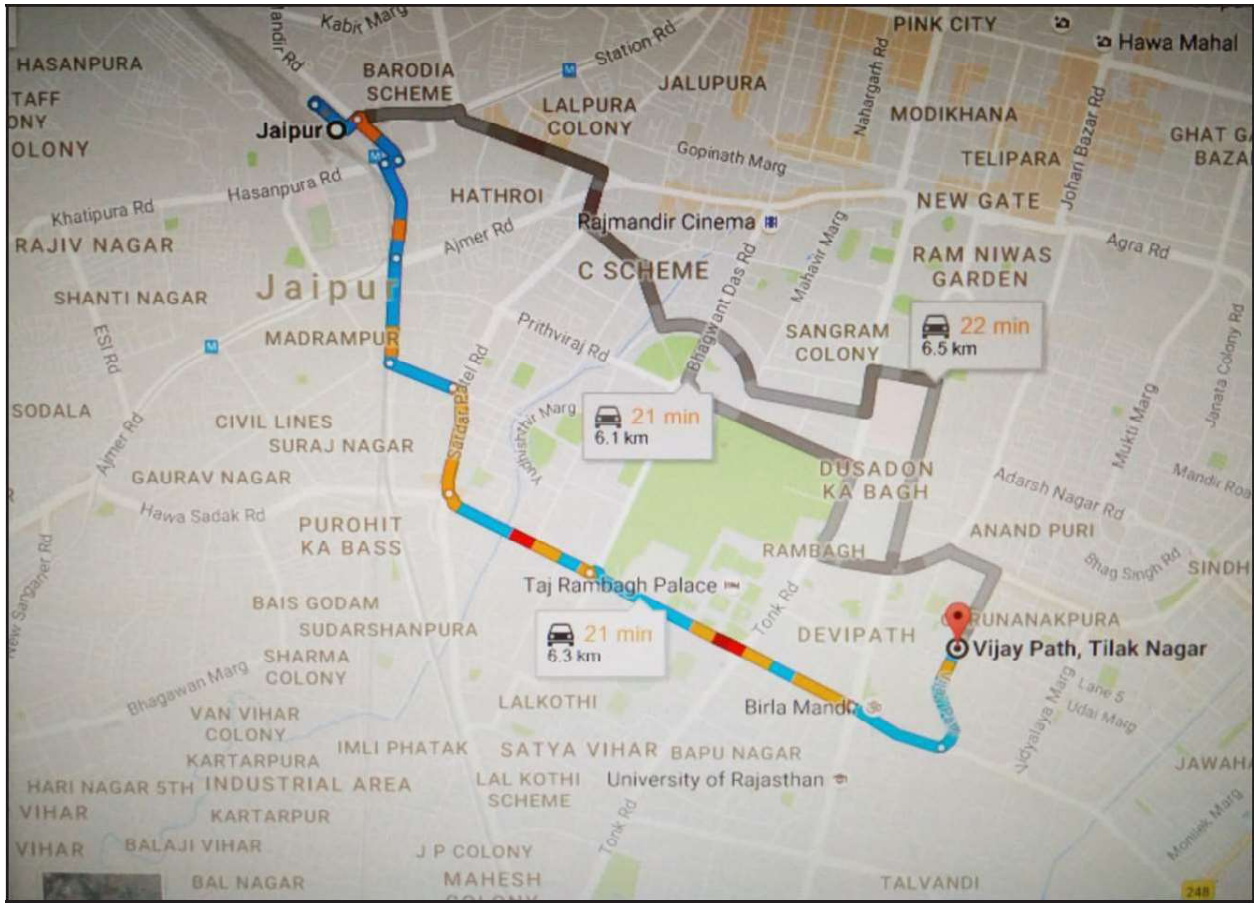
Category	Independent Director	Independent Director
Date of Birth	11/03/1996	10/10/1986
Nationality	Indian	Indian
DIN No.	08067074	08067855
Qualification	Bachelor of Commerce from University of Mumbai	Studied Arts and Economics stream
Expertise in specific functional Area	He is having versatile experience in Banking and Credit management	she is having the experience in the field of Finance, management and Economics
Directorships held in other Listed public Companies as on Date (excluding foreign Companies and Section 8 companies)	NIL	NIL
Chairmanships/ Memberships of the Committees of the Board of Directors of the Company as on Date	a) Audit Committee – Chairman b) Nomination and Remuneration Committee –Member c) Stakeholder Relationship Committee – Chairman	a) Audit Committee – Member b) Nomination and Remuneration Committee –Member c) Stakeholder Relationship Committee – Member
Disclosure of Relationship between Directors inter-se & Key Managerial Personnel	N.A	N.A
Nos. of Shares held in the Company	Nil	Nil



ROUTE MAP TO THE VENUE OF EXTRA ORDINARY GENERAL MEETING
ROAD MAP: JAIPUR INTERNATIONAL AIRPORT TO VIJAYPATH, TILAK NAGAR, BEHIND BIRLA MANDIR



**ROAD MAP: JAIPUR RAILWAY STATION TO VIJAYPATH,
TILAK NAGAR, BEHIND BIRLA MANDIR**





GOENKA DIAMOND AND JEWELS LIMITED

CIN: L36911RJ1990PLC005651

GOENKA DIAMOND AND JEWELS LIMITED

CIN No.: L36911RJ1990PLC005651

Registered Office: 401, Panchratna, M. S. B. Ka Rasta, Johari Bazar, Jaipur – 302003

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: **Goenka Diamond and Jewels Limited**

CIN : L36911RJ1990PLC005651

Registered Office : 401, Panchratna, M. S. B. Ka Rasta, Johari Bazar, Jaipur – 302003

Name of the Member(s) :
Registered Address:
E-mail Id :
Folio No./Client ID :
DPID:

I/We being member(s) of Shares of the above mentioned company, hereby appoint

1	Name		Signature
	Address		
	E-mail id		
	Or failing him/her		
2	Name		Signature
	Address		
	E-mail id		
	Or failing him/her		
3	Name		Signature
	Address		
	E-mail id		
	Or failing him/her		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the March 31, 2023 At 11 a.m. at Bungalow No. C -114, Shivaji Marg, Vijaypath, Tilak Nagar, Jaipur – 302 004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolutions
1	<p>To re-appoint Mr. Bhau Dhure (DIN : 08067074) as an Independent Director of the Company for the period of five year w.e.f. February 06, 2023 :</p> <p>“RESOLVED THAT pursuant to provisions of Section 149 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Bhau Dhure (DIN: 08067074) as an Independent Director of the Company with effect from February 06, 2023 for a term of five years on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto.</p>

Extra Ordinary General Meeting

	<p>“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard”.</p>
2	<p>To re-appoint Mrs. Dhara Shah (DIN : 08067855) as an Independent Director of the Company for the period of five year w.e.f. February 06, 2023</p> <p>“RESOLVED THAT pursuant to provisions of Section 149 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mrs. Dhara Shah (DIN: 08067855) as an Independent Director of the Company with effect from February 06, 2023 for a term of five years on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto.</p> <p>“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company and Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard”.</p>

Form No. MGT- 12
Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Goenka Diamond & Jewels Limited
Registered Office: 401, Panchratna, MSB Ka Rasta, Jaipur – 302 003
CIN: L36911RJ1990PLC005651

BALLOT PAPER

S. No	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:

No.	Item No.	No. of Shares	I assent to the resolution	I dissent from the resolution
1.	To re-appoint Mr. Bhau Dhure (DIN : 08067074) as an Independent Director of the Company for the period of five year w.e.f. February 06, 2023			
2.	To re-appoint Mrs. Dhara Shah (DIN : 08067855) as an Independent Director of the Company for the period of five year w.e.f. February 06, 2023			

*Detailed Resolution is given in the EGM Notice

Place:

Date:

Signature of share holder



CIN: L36911RJ1990PLC005651

Registered Office: 401, Pancharatna, M.S.B. ka Rasta, Jaipur – 302003 Rajasthan (India)

Tel: +91 - 0141 - 2574175 Fax: +91 – 0141 – 2573305 E-mail: cs@goenkadiamonds.com

ATTENDANCE SLIP

Please fill in this Attendance Slip and hand it over at the entrance of the Hall.

Sr. No. :

Name and Address of the Shareholder :

Folio / Client ID/ DP ID no. :

Joint Holder :

Number of shares held :

Name of the Proxy/ Representative :

I hereby record my presence at the Extra Ordinary General Meeting of the Company at Bungalow No. C -114, Shivaji Marg, Vijaypath, Tilak Nagar, Jaipur – 302 004, Rajasthan at 11.00 A.M. on Friday, March 31, 2023.

(Signature of Member/Proxy)

-----x-----x-----x-----x-----x-----x-----x-----x-----
Notice of the Extra Ordinary General Meeting is enclosed along with this attendance slip.

E-Voting

The Company is pleased to provide e-voting facility to the shareholders of the Company through KFin Technologies. Ltd. (KFin) to enable them to cast their votes electronically.

The Company has appointed Mr. Vishal Manseta, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on **March 24, 2023 being the cut-off date for the purpose**. Members having Shares of the Company either in physical or in dematerialized form as on the Cut-off date, may cast their vote electronically.

E-Voting Information

EVSN (Electronic Voting sequence number)	User ID	Password / PIN

The process and instructions for e-voting are as under:

A. In case a Member receives an email from KFin [for members whose email IDs are registered with the Company/ Depository Participants (s)]:

(i) Launch internet browser by typing the URL: [https:// evoting.kfintech.com](https://evoting.kfintech.com).

(ii) Enter the login credentials (i.e. User ID and Password mentioned in the main body of the e-mail).

iii) In case of shareholders holding their D’mat account with NSDL, Login Id will be the combination of 8 digit DP ID + 8 digit Client ID. In case of shareholders holding their D’mat account with CDSL, Login Id will be their 16 digit Beneficiary ID. In case of shareholders holding shares in physical form, Login Id will be Event Number + Folio Number. However, if you are already registered with Kfin for e-voting, you can use your existing Login ID and password for casting your vote.

(iv) After entering these details appropriately, Click on "LOGIN".

(v) You will now reach password change Menu wherein you are required to mandatorily change your password, if you are logging in for the first time. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(vi) You need to login again with the new credentials.

(vii) On successful login, the system will prompt you to select the "EVENT" i.e., Goenka Diamond & Jewels Limited.

(viii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

(ix) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.

(x) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

(xi) You may then cast your vote by selecting an appropriate option and click on "Submit".

(xii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on all the Resolution(s).

(xiii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e mail ID: vishal_manseta@rediffmail.com with a copy marked to evoting@Kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."

B. In case a Member receives physical copy of the Notice of EGM [for members whose Email IDs are not registered with the Company/ Depository Participants (s):

(i) User ID and initial password are provided above.

(ii) Please follow all steps from Sr. No. (i) to (xiii) as mentioned in (A) above, to cast your vote.

C. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. March 24, 2023 may use his existing Login Id if he is already registered on the e-voting portal of Kfin; or he may create his Login Id based on the guideline as mentioned at sr. no. (iii) of point (A) Above, as also the password by following the instructions as given on the e-voting portal of Kfin. In case of difficulty, if any, the shareholder may write to the Kfin on the email Id evoting@Kfintech.com or einward.ris@kfintech.com or to Mr. N Shiva Kumar, Contact No. 040-67162222 at Kfin Technologies Limited, Unit- Goenka Diamond & Jewels Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, requesting for the Login ID and Password. Such email / letter sent to Kfin should mention basic details including PAN Number, registered mobile number, registered email id and 'DP ID & Client ID' or 'Folio Number' in case the shares are held in physical form. After receipt of the above credentials from Kfin, please follow all the steps from Sr. No. (i) to (xiii) as mentioned in (A) above, to cast the vote.

D. In case of any queries relating to e-voting please visit Help & FAQ section of <http://evoting.Kfintech.com> (Kfin Website).

E. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

F. The remote e-voting period commences on March 28, 2023 at 9.00 a.m. and ends on March 30, 2023 at 5.30 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being March 24, 2023, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be entitled to vote through ballot paper at the EGM.

G. The members would be able to cast their votes at the meeting through ballot paper if they have not availed the remote e-voting facility. If the vote is cast through remote e-voting facility, then the vote cast through ballot paper at the meeting will not be recognized.

H. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

I. The Company has engaged the services of Kfin Technologies Limited ("Kfin") as the Agency to provide e-voting facility.

J. The Board of Directors of the Company has appointed Mr. Vishal N. Manseta, Practicing Company Secretary as Scrutinizer to scrutinize remote e-voting process and voting through ballot paper in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

K. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner as on the cut-off date i.e. March 24, 2023.

L. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. March 31., 2023.

M. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 3 days from the conclusion of the EGM, a consolidated scrutinizers' report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

N. The Chairman or a person authorised by him in writing will declare the result of voting forthwith. The result will be available on the website of the Company (www.goenkadiamonds.com) and on Service Provider's website (<https://evoting.Kfintech.com>) and the same will be intimated to the BSE Limited and the National Stock Exchange of India Limited.

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech , on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences March 28, 2023 at 9:00 A.M.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and EGM are explained herein below:
 - Step 1** : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2** : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

- i) [Login method for remote e-Voting for Individual shareholders holding securities in demat mode.](#)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsd.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsd.com II. Select “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsd.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1

	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option.Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.

¶A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.-In case of Demat account, User ID will be your DP

ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on “LOGIN”.

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Goenka Diamond and Jewels Limited - EGM’ and click on “Submit”

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on “Submit”.

xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id vishal_manseta@rediffmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_Even No.”

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address and in consequence the Notice of EGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link:

<https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.

ii Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of EGM and the e-voting instructions.

i. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through voting system available during the EGM.

ii. A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the EGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.

I. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.

II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on March 24, 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

III. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/> , the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the EGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- IV. The results of the electronic voting shall be declared to the Stock Exchanges after the EGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.