



## GOLKUNDA DIAMONDS & JEWELLERY LIMITED

REGD. OFF: G-30, GEMS & JEWELLERY COMPLEX - III. SEEPZ, ANDHERI (EAST), MUMBAI - 400 096 INDIA.

Tel: (91-22) 69524444 Email: [admin@golkunda.com](mailto:admin@golkunda.com) Web: [www.golkunda.com](http://www.golkunda.com)

CIN No. L36912MH1990PLC058729

Date: 02.03.2026

To,  
The Bombay Stock Exchange,  
Department of Corporate Services 25th Floor,  
P.J. Towers, Dalal Street, Mumbai- 400001.

**Subject: Corrigendum to the Notice of Extra-Ordinary General Meeting.**

**Ref : Notice of Extra Ordinary General Meeting to be held on 9th March, 2026**

Dear Sir,

In continuation to our intimation dated, 14th February, 2026 we are submitting herewith the corrigendum to the notice of Extra Ordinary General Meeting ("EGM") scheduled to be held on Monday, 9th March, 2026 at 3.00 P.M. IST THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM') FACILITY

This Corrigendum shall form an integral part of the Extra-Ordinary General Meeting Notice and shall also be available at the Company's website <http://golkunda.com/InvestorRelation/d88b565e93284d3ca66d9ef79228ded7.pdf> Please take the same on your record.

The above is for your information & record.

Thanking You

Yours Faithfully

**For Golkunda Diamonds and Jewellery Limited**

**Kopal Jain**

**Company Secretary**

**Membership No.: A50718**

**Place:Mumbai**

**Date:02.03.2026.**



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## NOTICE

### CORRIGENDUM TO THE NOTICE OF EXTRA ORDINARY GENERAL MEETING OF GOLKUNDA DIAMONDS & JEWELLERY LIMITED TO BE HELD ON MONDAY, 9<sup>th</sup> March, 2026 FOR THE ATTENTION OF SHAREHOLDERS OF THE COMPANY.

Shareholders of **Golkunda Diamonds & Jewellery Limited** are requested to take note of the following corrections to the Notice of the Extra-Ordinary General Meeting (“EGM”) scheduled to be held on **Monday, 9th March, 2026 at 3:00 P.M.**, the Notice of which was circulated to the shareholders via email on **14th February, 2026**:

The Company, upon verification of the transaction statement of **Ramesh Parisingh Jain**, has observed that he has undertaken purchase and sale transactions in the equity shares of the Company within the last 90 days prior to the Relevant Date. Accordingly, pursuant to the provisions of the **SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018**, as amended, he has become disqualified from subscribing to the proposed Preferential Issue under Regulation 159(1) of the said Regulations.

In view of the above, the Company has withdrawn the name of **Ramesh Parisingh Jain** from the list of proposed allottees to whom **50,000 (Fifty Thousand) warrants convertible into 50,000 equity shares of face value ₹10/- each** were proposed to be allotted.

Accordingly, the following changes shall be read as forming part of the Notice of the EGM:

1. The total issue size of the Preferential Issue mentioned at various places in the Notice and Annexure thereto shall be read as **12,40,000 (Twelve Lakh Forty Thousand) warrants** instead of **12,90,000 (Twelve Lakh Ninety Thousand) warrants**, as appearing on Page Nos. 1, 3, 17 and 22 of the Notice and Annexure thereto.
2. Wherever the name of **Ramesh Parisingh Jain** appears in the Notice and Annexure thereto, the name of the proposed allottee shall be read as **“Disqualified”**, and the proposed allotment quantity shall be read as **Nil** instead of **50,000 warrants**, as appearing on Page Nos. 2, 16 and 21 of the Notice and Annexure thereto.
3. Further, on Page Nos. 18 and 19, under Point (c) — *Shareholding Pattern of the Company before and after the Preferential Issue*, the following changes shall be considered:



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- a. Under the column “Post issue of equity shares after issue of equity shares under the proposed preferential issue #” — Sub-column “Total Number of Shares”:
- Point 2(B) — Individuals share capital up to ₹2 Lakhs shall be read as **12,49,547** instead of **12,09,547**.
  - Individuals share capital in excess of ₹2 Lakhs shall be read as **3,19,540** instead of **4,09,540**.
  - Sub-Total 2(B) shall be read as **31,33,130** instead of **31,83,130**.
  - II) Total Public Shareholding (2(A) + 2(B)) shall be read as **31,33,230** instead of **31,83,130**.
  - Total Shareholding (I + II) shall be read as **82,04,080** instead of **82,54,080**.
- b. Under the column “Post issue of equity shares after issue of equity shares under the proposed preferential issue #” — Sub-column “% of Shareholding”, the figures shall be read as: 0.07, 0.09, 0.48, 0.49, 0.49, 0.60, 0.87, 3.03, 4.88, 5.20, 16.19, 45.61, 45.61, 61.81, 0.00, 0.00, 7.17, 15.23, 3.89, 2.44, 0.49, 3.73, 0.40, 0.02, 4.82, 38.19, 38.19, 100.00 instead of 0.07, 0.09, 0.48, 0.48, 0.48, 0.59, 0.87, 3.01, 4.85, 5.17, 16.10, 45.34, 45.34, 61.43, 0.00, 0.00, 7.13, 14.65, 4.96, 2.42, —, 3.70, 0.40, 0.02, 4.79, 38.56, 38.57, 100.00.
4. The following changes shall be considered in Table under Point (f) — Page No. 20 and 21:-
- a. Row No. 7 shall be treated as **Disqualified**, and all corresponding amount columns shall be read as **Nil**, since the allottee stands disqualified.
- b. Under the column “Pre-Issue Shareholding as on 06.02.2026”
- Sub-column *No. of Shares* — *Total* shall be read as **38** instead of **789**.
  - Sub-column % shall be read as **0.00** instead of **0.01**
- c. Under the column “Post Issue Shareholding (Post Exercising of Conversion):”
- Sub-column *No. of Shares* — *Total* shall be read as **12,40,038** instead of **12,90,789**.
  - Sub-column % shall be read as **15.11** instead of **15.64**.
- d. Under the column “Post Issue Shareholding (Post Exercising of Conversion) — %”, the figures shall be read as: 3.47, 2.44, 2.44, 0.73, 0.61, 0.61, Nil, 0.49, 0.49, 0.49, 0.37, 0.30, 0.30, 0.30, 0.30, 0.30, 0.30, 0.24, 0.24, 0.18, 0.18, 0.12, 0.12, 0.06 instead of 3.45, 2.42, 2.42, 0.73, 0.61, 0.61, 0.61, 0.48, 0.48, 0.48, 0.48, 0.36, 0.30, 0.30, 0.30, 0.30, 0.30, 0.24, 0.24, 0.18, 0.18, 0.12, 0.12, 0.06.



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Except for the above corrections, **all other contents of the Notice of the Extra-Ordinary General Meeting dated 14th February, 2026 shall remain unchanged.**

This Corrigendum shall form an **integral part of the Notice of the EGM already circulated to the shareholders.**

Thanking You.

Yours Faithfully.

For Golkunda Diamonds and Jewellery Limited

Kopal Jain

Company Secretary

Membership No.: A50718

Place: Mumbai

Date: 02.03.2026.



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### NOTICE OF EXTRA ORDINARY GENERAL MEETING OF GOLKUNDA DIAMONDS & JEWELLERY LIMITED

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NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF GOLKUNDA DIAMONDS & JEWELLERY LIMITED WILL BE HELD ON MONDAY, THE 9th DAY OF MARCH, 2026 AT 3.00 P.M. THROUGH VIDEO CONFERENCING ('VC')/OTHER AUDIO VISUAL MEANS ('OAVM') FACILITY TO TRANSACT THE FOLLOWING BUSINESS:-

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#### ITEM NO. 1 - ISSUE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE MEMBERS OTHER THAN PROMOTER/PROMOTER GROUP:-

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI (ICDR) Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time, the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended, the Securities and Exchange Board of India (“SEBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”) and all such other approvals, consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, up to **12,40,000 (Twelve Lakh Forty Thousand)** Convertible Warrants (the “Warrants”) on a preferential basis to others i.e. persons/entities not forming part of the promoter and promoter group (“Warrant Holder(s)”) / Proposed Allottee(s), as mentioned in the statement setting out material facts, entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the face value of Re. 10/- (the “Equity Shares”) each fully paid-up against each Warrant within a period of 18 (eighteen) months from the date of allotment of Warrants, in such manner and at Rs.214/- (Rupees Two Hundred and fourteen Only) including Premium of Rs.204/- (Rupees Two Hundred and four) arrived at in accordance with the SEBI (ICDR) Regulations and upon such terms and conditions as maybe deemed appropriate by the Board in accordance with the provisions of SEBI (ICDR) Regulations (including Chapter V thereof) or other applicable laws in this respect. The details in relation to the Warrant Holders are mentioned herein below.



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Sr No.	Name of the proposed Allottees	Category (Promoter/Non Promoter)	Ultimate Beneficial Owner	No. of Warrants to be allotted
1	Vimal Kishore Parwal HUF	Non Promoter	Vimal Kishore Parwal	2,85,000
2	Fortune Bright Trading LLP	Non Promoter	Pushpa Gyanchand Mehta, Gyanchand Surajmal Mehta, Shradha M Mehta.	2,00,000
3	Shanti Gold International Limited	Non Promoter	NA*	2,00,000
4	Pankti Ankit Khokhani	Non Promoter	NA	60,000
5	Invicta Finserv Pvt Ltd	Non Promoter	Anushree Gadodia	50,000
6	Skael Enterprise Private Limited	Non Promoter	Anuj Mittal, Ruchi Mittal, Rati Agarwal, Archit Goel, Triloki Nath Agarwal.	50,000
7	<del>Ramesh Parisingh Jain</del> – <b>Disqualified</b>	<b>Non Promoter</b>	<b>NA</b>	<b>NIL</b>
8	Sanyami Kunal Doshi	Non Promoter	NA	40,000
9	D C Capital	Non Promoter	Dinesh Kumar Bhatler, Chandra Prakash Bhatler, Santoshi Bhatler, Radhika Bhatler, Suraj Karan Bhatler, Subham Bhatler, Siddharth Bhatler.	40,000
10	Ratan Corporation Private Limited	Non Promoter	Ratanchand Lunawat, Shyam Ratanchand Lunawat, Sushila Lunawat, Preeti R. Jain	40,000
11	Indra Devi Jain	Non Promoter	NA	30,000
12	Vikas Arora	Non Promoter	NA	25,000
13	Pratham Ramesh Jain	Non Promoter	NA	25,000
14	Aayushi Ramesh Bachhawat	Non Promoter	NA	25,000
15	Barkha Tibrewal	Non Promoter	NA	25,000
16	Shrenik Sanjay Kaswa	Non Promoter	NA	25,000



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17	Indeed Advisory Pvt Ltd	Non Promoter	Rajkumar Jagetia, Shakuntala Devi Jagetiya	25,000
18	Isha Bansal	Non Promoter	NA	20,000
19	Shyamsunder Basudeo Agarwal	Non Promoter	NA	20,000
20	Pushpa Dafria	Non Promoter	NA	15,000
21	Seema Anilkumar Modani	Non Promoter	NA	15,000
22	Mahesh Kumar Dhadha	Non Promoter	NA	10,000
23	Vrushabh Hastimal Gandhi	Non Promoter	NA	10,000
24	Bhavesh N Kamani	Non Promoter	NA	5,000
	<b>Total</b>			<b>12,40,000</b>

**“RESOLVED FURTHER THAT** the resultant Equity Shares to be allotted on conversion of the Warrants in terms of this resolution shall rank Pari passu in all respects with the existing Equity Shares of the Company.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient, in its discretion.”

**“RESOLVED FURTHER THAT** the aforesaid issue of the Warrants shall be on the following terms and conditions:

- i. The “relevant date” for the purpose of determining the minimum price of the Warrants under the SEBI (ICDR) Regulations is 06th February, 2026, being the date 30 (thirty) days prior to the date of passing of this Resolution by the Members of the Company. (The 30th day prior to the EGM is 7th February 2026, which falls on a Saturday. Therefore, the relevant date is set as 06th February, 2026, the immediate working day prior to holiday.)
- ii. The price of each equity share to be issued in lieu of the Warrants will be calculated in accordance with the provisions of Regulation 164 & 166A of Chapter V of the SEBI (ICDR) Regulations, 2018 as amended on the basis of the relevant date.
- iii. In accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 25% (Twenty five percent) of the consideration payable against the Warrants, shall be paid by the warrant holder(s) to the Company on or before allotment of the Warrants and the balance consideration i.e., 75% (Seventy five percent) shall be paid at the time of allotment of Equity Shares pursuant to exercise of option of conversion against each such Warrant.



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- iv. The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants.
- v. The warrant holder(s) shall be entitled to exercise the option of conversion of any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the warrant holder(s).
- vi. If the entitlement against the Warrants to apply for the Equity Shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the warrant holder(s) to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited.
- vii. In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant Holder: a) receives such number of Equity Shares that Warrant Holder would have been entitled to receive; and b) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;
- viii. Upon exercise by warrant holder the option of conversion of any or all of the warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant Holder(s), evidence of the credit of the Equity Shares to the depository account of Warrant Holder(s) and entering the name of Warrant Holder(s) in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares;
- ix. The warrants by itself until exercise of conversion option and Equity Shares allotted, does not give to the Warrant Holder(s) thereof any rights with respect to that of a shareholder(s) of the Company; and
- x. The warrants and equity shares allotted pursuant to conversion of such warrants shall be subject to lock-in as stipulated under the SEBI (ICDR) Regulations.

**“RESOLVED FURTHER THAT** the Warrants shall be issued and allotted by the Company to the Warrants Holders within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.”



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**“RESOLVED FURTHER THAT** the Board of Directors do hereby authorise to avail extension of the conversion of warrants into shares from SEBI and other authorities as applicable.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to above resolution, any one of the Directors and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Warrants and upon conversion of the Warrants into Equity Shares, listing of the said Equity Shares with the Stock Exchange and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, sign all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any duly constituted and authorized Committee of Directors or any one or more Directors/officials of the Company to give effect to this Resolution.”

By Order of the Board of Directors  
For Golkunda Diamonds and Jewellery Limited

Place: Mumbai.  
Date: 14-02-2025

Sd/-  
Kopal Jain  
Company Secretary  
Membership No.: A50718



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### **NOTES:**

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 60 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at



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<http://golkunda.com/InvestorRelation/07f0c91d1b134613ace3cbab7667ae38.pdf>. The Notice can also be accessed from the website of the Bombay Stock Exchange at [www.bseindia.com](http://www.bseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 06<sup>th</sup> March,2026 at 9:00 A.M. and ends on 8<sup>th</sup> March,2026 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 2<sup>nd</sup> March,2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 2<sup>nd</sup> of March,2026.

### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



# GOLKUNDA DIAMONDS & JEWELLERY LIMITED

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CIN No. L36912MH1990PLC058729

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;"> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>



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CIN No. L36912MH1990PLC058729

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.



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CIN No. L36912MH1990PLC058729

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**



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CIN No. L36912MH1990PLC058729

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN (138516)” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN (138516)” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**



## GOLKUNDA DIAMONDS & JEWELLERY LIMITED

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1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pskalaagarwal@gmail.com](mailto:pskalaagarwal@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries relating to E-voting you may refer to the FAQs for Shareholders and E-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call at 022 - 4886 7000 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of any grievances connected with facility for E-voting, please contact Ms. Prajakta Pawle, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013. Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) , Tel: 022 - 4886 7000.

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@golkunda.com](mailto:cs@golkunda.com) .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@golkunda.com](mailto:cs@golkunda.com) . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.



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CIN No. L36912MH1990PLC058729

Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [cs@golkunda.com](mailto:cs@golkunda.com) . The same will be replied by the company suitably.



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6. EGM Questions prior to EGM: Members who would like to express their views or ask questions during the E-EGM may write to us at our E-mail i.e. [cs@golkunda.com](mailto:cs@golkunda.com) between Wednesday 04<sup>th</sup> March, 2026 (9:00 A.M. IST) to Friday, 06<sup>th</sup> March, 2026 (5:00 P.M. IST). Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the EGM.

By Order of the Board of Directors  
For Golkunda Diamonds and Jewellery Limited

Place: Mumbai.  
Date: 14-02-2025

Sd/-  
Kopal Jain  
Company Secretary  
Membership No.: A50718



# GOLKUNDA DIAMONDS & JEWELLERY LIMITED

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CIN No. L36912MH1990PLC058729

## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO. 3 - ISSUE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE MEMBERS OTHER THAN PROMOTER/PROMOTER GROUP.-

The Board of Directors of the Company at its meeting held on 12<sup>th</sup> February, 2026 had approved issue of convertible warrants by way of preferential issue to others i.e. persons/entities not forming part of the promoter and promoter group ("Warrant Holder(s)"/"Proposed Allottee(s), subject to approval of members of the Company:

Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
1	Vimal Kishore Parwal HUF	Non Promoter	Vimal Kishore Parwal	2,85,000
2	Fortune Bright Trading LLP	Non Promoter	Pushpa Gyanchand Mehta, Gyanchand Surajmal Mehta, Shraddha M Mehta.	2,00,000
3	Shanti Gold International Limited	Non Promoter	NA *	2,00,000
4	Pankti Ankit Khokhani	Non Promoter	NA	60,000
5	Invicta Finserv Pvt Ltd	Non Promoter	Anushree Gadodia	50,000
6	Skael Enterprise Private Limited	Non Promoter	Anuj Mittal, Ruchi Mittal, Rati Agarwal, Archit Goel, Triloki Nath Agarwal.	50,000
7	<del>Ramesh Parisingh Jain</del> -Disqualified	Non Promoter	NA	NIL
8	Sanyami Kunal Doshi	Non Promoter	NA	40,000
9	D C Capital	Non Promoter	Dinesh Kumar Bhatler, Chandra Prakash Bhatler, Santoshi Bhatler, Radhika Bhatler, Suraj Karan Bhatler, Subham Bhatler, Siddharth Bhatler.	40,000
10	Ratan Corporation Private Limited	Non Promoter	Ratanchand Lunawat, Shyam Ratanchand Lunawat, Sushila Lunawat, Preeti R. Jain	40,000
11	Indra Devi Jain	Non Promoter	NA	30,000
12	Vikas Arora	Non Promoter	NA	25,000
13	Pratham Ramesh Jain	Non Promoter	NA	25,000
14	Aayushi Ramesh Bachhawat	Non Promoter	NA	25,000



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15	Barkha Tibrewal	Non Promoter	NA	25,000
16	Shrenik Sanjay Kaswa	Non Promoter	NA	25,000
17	Indeed Advisory Pvt Ltd	Non Promoter	Rajkumar Jagetia, Shakuntala Devi Jagetiya	25,000
18	Isha Bansal	Non Promoter	NA	20,000
19	Shyamsunder Basudeo Agarwal	Non Promoter	NA	20,000
20	Pushpa Dafria	Non Promoter	NA	15,000
21	Seema Anilkumar Modani	Non Promoter	NA	15,000
22	Mahesh Kumar Dhadha	Non Promoter	NA	10,000
23	Vrushabh Hastimal Gandhi	Non Promoter	NA	10,000
24	Bhavesh N Kamani	Non Promoter	NA	5,000
	<b>Total</b>			<b>12,40,000</b>

\* Shanti Gold International Limited is a listed company so UBO not Applicable.

The allotment of the Warrants is subject to the proposed allottees not having sold any Equity Shares of the Company during the 90 trading days preceding the 'relevant date'. The proposed allottees have represented that they have not sold any equity shares of the Company during the 90 trading days preceding the relevant date.

The relevant disclosures as required in terms of the Act and Regulation 163 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI (ICDR) Regulations") are as under:

a) Object(s) of the issue through preferential issue:

The proceeds from the preferential issue will be utilized as under:-

Sr No.	Particulars	Amount (Rs. In Crs.)
1.	Working Capital requirement	15.6060/-
2.	Establishment of the Domestic Manufacturing unit of Jewellery.	6.00/-
3.	General Corporate Purpose	6.00/-
	<b>Total</b>	<b>27.6060/-</b>

**Number of warrants to be issued:**

It is proposed to issue of **12,40,000 warrants convertible into 12,40,000 equity shares** of Rs. 10/- each on preferential basis, to others i.e. entities not forming part of the promoter and promoter group.



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b) Intent of the Promoters / Directors / Key Management Persons of the Company to subscribe to the preferential issue:

The preferential issue of warrants is being made to entities other than those forming part of the Promoter and Promoter Group. None of the Promoters, Directors, or Key Managerial Personnel of the Company are participating in or subscribing to the said preferential issue.

c) Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after the Preferential Issue offer would be as under:

Category	Pre-issue Shareholding As on relevant date 06th Feb 2026		Post issue of equity shares after issue of equity shares under the proposed preferential issue #	
	Total No. of Shares	% Of Shareholding	Total No. of Shares	% Of Shareholding
<b>1. Shareholding of Promoter and Promoter Group</b>				
<b>1(A) Individual/Hindu Undivided Family</b>				
POOJA ASHISH DADHA	5700	0.08	5700	<b>0.07</b>
DITI DADHA	7701	0.11	7701	<b>0.09</b>
ARVIND K DADHA HUF	39500	0.57	39500	<b>0.48</b>
ASHISH DADHA HUF	40000	0.57	40000	<b>0.49</b>
HEM SINGH DADHA HUF	40000	0.57	40000	<b>0.49</b>
KANTIKUMAR DADHA HUF	49000	0.70	49000	<b>0.60</b>
KUSUM DADHA	71617	1.03	71617	<b>0.87</b>
ASHISH DADHA	248278	3.57	248278	<b>3.03</b>
KANTIKUMAR H DADHA	400158	5.75	400158	<b>4.88</b>
ARVIND K DADHA	426635	6.13	426635	<b>5.20</b>
<b>SUB TOTAL 1 (A)</b>	<b>1328589</b>	<b>19.08</b>	<b>1328589</b>	<b>16.19</b>
<b>1 (B) Any other (specify)</b>				
<b>Bodies Corporate</b>				
NEVERLOOSE PROPERTIES AND INVESTMENT PVT LTD	3742261	53.74	<b>3742261</b>	<b>45.61</b>
<b>SUB TOTAL 1 (B)</b>	<b>3742261</b>	<b>53.74</b>	<b>3742261</b>	<b>45.61</b>
<b>I) TOTAL PROMOTERS (1(A)+ 1(B))</b>	<b>5070850</b>	<b>72.81</b>	<b>5070850</b>	<b>61.81</b>



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CIN No. L36912MH1990PLC058729

<b>2. Shareholding of Public</b>				
<b>2 (A) Institutions</b>				
Mutual Fund	-	-	-	-
Venture Capital Funds	-	-	-	-
Alternate Investment Funds	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-
Foreign Portfolio Investor	-	-	-	-
Financial Institutions / Banks	100	0.00	100	0.00
Insurance Companies	-	-	-	-
Provident Funds/ Pension Funds	-	-	-	-
Central Government/ State Government(s)/ President of India	-	-	-	-
<b>Sub Total 2 (A)</b>	<b>100</b>	<b>0.00</b>	<b>100</b>	<b>0.00</b>
<b>2 (B) Non-Institutions</b>				
Investor Education and Protection Fund (IEPF)	588593	8.45	588593	7.17
Individuals share capital up to Rs. 2 Lacs	1154547	16.58	1249547	15.23
Individuals share capital excess of Rs. 2 Lacs	89540	1.29	319540	3.89
NBFCs registered with RBI	-	-	-	-
Employee Trusts	-	-	-	-
Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-
<b>Any Other (specify)</b>				
Trusts	-	-	-	-
LLP	1	0.00	200001	2.44
Firms	-	-	40000	0.49
Hindu Undivided Family	20808	0.30	305808	3.73
Non-Resident Indians	7864	0.11	32864	0.40
Clearing Member	1302	0.02	1302	0.02
Bodies Corporate	30475	0.44	395475	4.82
<b>Sub Total 2 (B)</b>	<b>1893130</b>	<b>27.18</b>	<b>3133130</b>	<b>38.19</b>
<b>II) Total Public Shareholding (2 (A)+ (2 B))</b>	<b>1893230</b>	<b>27.19</b>	<b>3133230</b>	<b>38.19</b>
<b>Total Shareholding (I+ II)</b>	<b>6964080</b>	<b>100.00</b>	<b>8204080</b>	<b>100.00</b>

#Assuming exercising conversion of all the Warrants by the proposed allottees.



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CIN No. L36912MH1990PLC058729

**d) The time within which the preferential allotment shall be completed:**

The warrants shall be allotted within a period of 15 (fifteen) days from the date of passing of the Resolution by the Shareholders of the Company provided where the allotment is pending on account of any approval from any regulatory authority / Central Government the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

**e) Identity of the natural person(s) who are the ultimate beneficial owner(s) of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s):** The Details of ultimate beneficial owners has given in the notice wherever required.

**f) The percentage of post-preferential issued capital that may be held by the said allottee(s) and change in control, if any, in the Company consequent to the preferential issue:**

Sr. No.	Name Of the Proposed Allottees	Category (Promoter/Non-Promoter)	Ultimate Beneficial Owner	Pre-Issue Shareholding as on (06.02.2026)		No. Of Convertible Warrants to Be Allotted	Post Issue Shareholding (Post Exercising Of Conversion)	
				NO. OF SHARES	%		NO. OF SHARES	%
1	Vimal Kishore Parwal HUF	Non Promoter	Vimal Kishore Parwal	0	-	2,85,000	2,85,000	3.47
2	Fortune Bright Trading LLP	Non Promoter	Pushpa Gyanchand Mehta, Gyanchand Surajmal Mehta, Shraddha M Mehta.	0	-	2,00,000	2,00,000	2.44
3	Shanti Gold International Limited	Non Promoter	NA*	0	-	2,00,000	2,00,000	2.44
4	Pankti Ankit Khokhani	Non Promoter	NA	0	-	60,000	60,000	0.73
5	Invicta Finserv Pvt Ltd	Non Promoter	Anushree Gadodia	0	-	50,000	50,000	0.61
6	Skael Enterprise Private Limited	Non Promoter	Anuj Mittal, Ruchi Mittal, Rati Agarwal, Archit Goel, Triloki Nath Agarwal.	0	-	50,000	50,000	0.61
7	<del>Ramesh Parisingh Jain</del> - Disqualified	Non Promoter	NA	NIL	NIL	NIL	NIL	NIL



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8	Sanyami Kunal Doshi	Non Promoter	NA	0	-	40,000	40,000	<b>0.49</b>
9	D C Capital	Non Promoter	Dinesh Kumar Bhatler, Chandra Prakash Bhatler, Santoshi Bhatler, Radhika Bhatler, Suraj Karan Bhatler, Subham Bhatler, Siddharth Bhatler.	0	-	40,000	40,000	<b>0.49</b>
10	Ratan Corporation Private Limited	Non Promoter	Ratanchand Lunawat, Shyam Ratanchand Lunawat, Sushila Lunawat, Preeti R. Jain	0	-	40,000	40,000	<b>0.49</b>
11	Indra Devi Jain	Non Promoter	NA	0	-	30,000	30,000	<b>0.37</b>
12	Vikas Arora	Non Promoter	NA	0	-	25,000	25,000	<b>0.30</b>
13	Pratham Ramesh Jain	Non Promoter	NA	0	-	25,000	25,000	<b>0.30</b>
14	Aayushi Ramesh Bachhawat	Non Promoter	NA	0	-	25,000	25,000	<b>0.30</b>
15	Barkha Tibrewal	Non Promoter	NA	0	-	25,000	25,000	<b>0.30</b>
16	Shrenik Sanjay Kaswa	Non Promoter	NA	0	-	25,000	25,000	<b>0.30</b>
17	Indeed Advisory Pvt Ltd	Non Promoter	Rajkumar Jagetia, Shakuntala Devi Jagetiya	0	-	25,000	25,000	<b>0.30</b>
18	Isha Bansal	Non Promoter	NA	0	-	20,000	20,000	<b>0.24</b>
19	Shyamsunder Basudeo Agarwal	Non Promoter	NA	0	-	20,000	20,000	<b>0.24</b>
20	Pushpa Dafria	Non Promoter	NA	0	-	15,000	15,000	<b>0.18</b>
21	Seema Anilkumar Modani	Non Promoter	NA	0	-	15,000	15,000	<b>0.18</b>
22	Mahesh Kumar Dhadha	Non Promoter	NA	38	0.00	10,000	10,038	<b>0.12</b>
23	Vrushabh Hastimal Gandhi	Non Promoter	NA	0	-	10,000	10,000	<b>0.12</b>
24	Bhaves N Kamani	Non Promoter	NA	0	-	5,000	5,000	<b>0.06</b>
	<b>Total</b>			<b>38</b>	<b>0.00</b>	<b>12,40,000</b>	<b>12,40,038</b>	<b>15.11</b>



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#Assuming exercising conversion of all the Warrants by the proposed allottees.

The proposed preferential allotment will not result in any change in management control of the Company.

### **g) Pricing of the preferential issue:**

In terms of SEBI ICDR Regulations, the Relevant Date has been reckoned as 6<sup>th</sup> February, 2026 for the purpose of computation of issue price of the said Equity Shares.

The Equity Shares of the Company are listed on BSE Limited ("BSE") and are frequently traded thereat. Accordingly, the minimum issue price will be calculated in terms of the pricing formula prescribed under Regulation 164 & 166A of SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the minimum price at which the Equity Shares may be issued computes to Rs.213.40 (Two hundred and thirteen rupees and forty paise) per Equity Share, being higher of the following:

- a. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date, i.e., Rs.213.40 (Two hundred and thirteen rupees and forty paise) per Equity Share; and
- b. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the Relevant Date i.e., Rs.200.54 (Two hundred rupees and fifty four paise) per Equity Share.
- c. the price determined under the valuation report from the independent registered valuer is Rs.213.40 (Two hundred and thirteen rupees and forty paise) per Equity Share.
- d. the Articles of Association of the company does not provide any other method of determination of the Price which results in a floor price higher than that determined under ICDR Regulations, 2018.

The pricing of the Equity Shares to be allotted on preferential basis is INR. 214.00/- (Rupees Two hundred and fourteen), which is higher than the above mentioned price.

The issue price at which the offer or invitation is made is arrived at on the basis of Valuation Report issued by CA Anurag Singal, Registered Valuer (Registration No: IBBI/RV/06/2022/14679).

Name and Address of Valuer who performed Valuation:

Anurag Singal

Chartered Accountants

Address: Suite- 2AB,Vivekanand House,



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268/2/B/2, G.T. Road, Kolkata-711204  
Firm Registration No: 0333188E  
Membership No: 067099 Registration No: IBBI/RV/06/2022/14679

### h) Relevant Date:

The Relevant Date for the purpose of pricing shall be Friday, 6<sup>th</sup> February, 2026.

### i) Certificate and Report:

**a) Auditors' Certificate:** The Certificate from the Statutory Auditors of the Company, certifying that the proposed preferential issue of Equity Shares is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations shall be available on the Company's Website <http://golkunda.com/InvestorRelation/67bcd30e0f394c44bc5df09f148f2a17.pdf> and at the Registered Office of the Company.

**b) Certificate from Practicing Company Secretary :** The Certificate from the Practicing Company Secretary pursuant to Regulation 163(2) of the ICDR Regulations, 2018 certifying that issue is being made in compliance with the requirements of the ICDR Regulations, 2018 shall be available on the Company's Website <http://golkunda.com/InvestorRelation/2b3b184d9f9d45f7bf0675f866707f60.pdf> and at the Registered Office of the Company.

**c) Report of a registered valuer:** The Company has obtained a valuation report from CA Anurag Singal I am independent registered valuer (registration no. IBBI/RV/06/2022/14679) and the minimum price for the preferential issue determined by such independent registered valuer is Rs.213.40 (Two hundred and thirteen rupees and forty paise) per Equity Share in accordance with Regulation 164 & 166A of the SEBI ICDR Regulations. The same is also available on the website of the company at <http://golkunda.com/InvestorRelation/169f6760a7aa41baa5081fdd96534220.pdf> and at the Registered Office of the Company.

### j) Lock in Period:

The Warrants allotted on a preferential basis and the Equity Shares to be allotted pursuant to exercise of option attached to Warrants shall be subject to lock-in as per SEBI (ICDR) Regulations.

As per Regulation 167(6) of the SEBI (ICDR) Regulations, the entire pre-preferential shareholding of the above proposed allottee(s), if any, shall be locked-in from the Relevant Date up to the period of 90 Trading days from the date of allotment of warrant.

### k) The time within which the preferential issue shall be completed:



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As required under the SEBI (ICDR) Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the Shareholders of the Company. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

### **l) Undertakings**

In terms of SEBI (ICDR) Regulations, the Company hereby undertakes that:

- (i) It shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- (ii) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Warrants / Equity Shares shall continue to be locked- in till the time such amount is paid by the proposed allottees.
- (iii) None of the Company, its Directors or Promoters are categorized as a willful defaulter or a fraudulent borrower. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- (iv) None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- (v) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- (vi) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.
- (vii) The Company shall re-compute the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price (if required) is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the proposed allottee.



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(viii) As per Reg 163(1)(j) of SEBI ICDR 2018 The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non promoter- The Current and Proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter is unchanged.

m) **Principal terms of assets charged as securities: Not Applicable**

The Board recommends the resolution as set out above for approval of the shareholders as a Special Resolution.

**By Order of the Board of Directors  
For Golkunda Diamonds and Jewellery Limited**

Place: Mumbai.  
Date: 14-02-2025

Sd/-  
Kopal Jain  
Company Secretary  
Membership No.: A50718