



INTERNATIONAL GEMOLOGICAL INSTITUTE LIMITED

(formerly known as International Gemmological Institute (India) Limited)

CIN: L46591MH1999PLC118476

Registered Office: 702, 7th Floor, The Capital, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051, Maharashtra, India

Website: www.igi.org | **Email id:** investor.relations@igi.org | **Tel.:** 022 4035 2550

NOTICE

Notice is hereby given that the Twenty-Eighth (28th) Annual General Meeting ("AGM") of the Shareholders of International Gemological Institute Limited will be held on **Friday, 14th August, 2026**, at **11:00 a.m.** Indian Standard Time (IST) through Video Conferencing facility or Other Audio-Visual Means ("VC/OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2026 (i.e., 1st January, 2025 to 31st March, 2026), together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Tejas Naphade (DIN: 10219144), who retires by rotation and being eligible, offers himself for re-appointment.

**By Order of the Board of Directors
For International Gemological Institute Limited**

**Nitika Dalmia
Company Secretary and Compliance Officer**

Place: Mumbai

Date: 23rd July, 2026

Registered Office:

702, 7th Floor, The Capital, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051, Maharashtra, India

NOTES:-

1. Pursuant to the Circular No. 14/2020 (dated 8th April, 2020), Circular No.17/2020 (dated 13th April, 2020), Circular No. 20/2020 (dated 5th May, 2020), Circular No. 02/2021 (dated 13th January, 2021), Circular No. 19/2021 (dated 8th December, 2021), Circular No. 21/2021 (dated 14th December, 2021), Circular No. 2/2022 (dated 5th May, 2022), Circular No. 10 & 11/2022 (dated 28th December, 2022), Circular No. 09/2023 (dated 25th September, 2023), Circular No. 09/2024 (dated 19th September, 2024) and General Circular No. 03/2025 (dated 22nd September, 2025) issued by the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 (dated 12th May, 2020), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 (dated 15th January, 2021), SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 (dated 13th May, 2022), SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 (dated 5th January, 2023), SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 (dated 7th October, 2023) and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 (dated 3rd October, 2024) (hereinafter referred to as 'Circulars'), AGM will be held through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), where physical attendance of the Shareholders at the AGM venue is not required. Further, all resolutions in the meeting shall be passed through the facility of e-Voting / electronic system.
2. In accordance with the Circulars, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-Voting.
3. Corporate Shareholders are requested to send a duly certified copy of the Board resolution / authority letter, authorising their representative(s) to attend and vote on their behalf at the meeting at investor.relations@igi.org
4. Since the AGM will be held through VC, the route map, proxy form and attendance slips are not annexed to this Notice.
5. In compliance with the Circulars, the financial statements including Board's Report, Auditors' Report or other documents required to be attached therewith (together referred to as "Annual Report 2025-26") and Notice of AGM are being sent in electronic mode to Shareholders whose e-mail addresses are registered with the Company or the Depository Participant(s) ('DPs') as on Friday, 17th July, 2026 and to all other persons so entitled. The Company shall send a physical copy of the Annual Report to those Shareholders who specifically request for the same at investor.relations@igi.org mentioning their DP ID and Client ID.
6. In line with the Circulars, the Notice calling the AGM along with Annual Report 2025-26 has also been uploaded on the website of the Company at www.igi.org. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of National Securities Depository Limited ('NSDL') (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

Additionally, in accordance with Regulation 36(1)(b) and 58(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') the Company is also sending a letter to Shareholders whose e-mail addresses are not registered with the Company or its Registrar and Share Transfer Agent viz. KFin Technologies Limited ('RTA')/ DPs providing the exact web-link of Company's website from where the Annual Report for financial year 2025-26 can be accessed.

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

During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 ("Act") the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and other documents will be available electronically for inspection without any fee by the Shareholders upon login at NSDL e-Voting system at <https://www.evoting.nsdl.com>.

8. Mr. Tushar Shridharani, Practicing Company Secretary (COP - 2190), has been appointed as the Scrutiniser to scrutinise the e-Voting process in a fair and transparent manner.
9. The Scrutiniser shall submit, not later than 2 working days of conclusion of the meeting, a consolidated Scrutiniser's 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 counter sign the same.

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10. The Results shall be declared by the Chairman or the person authorised by him in writing not later than 2 working days of conclusion of the AGM of the Company. The Results declared alongwith the Scrutiniser's Report shall be placed on the Company's website (www.igi.org) and on the website of NSDL (www.evoting.nsdl.com) immediately after the result is declared by the Chairman or a person authorised by him. The Results shall also be immediately forwarded to the Stock Exchanges where shares of the Company are listed i.e., BSE Limited and National Stock Exchange of India Limited.
11. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. Friday, 14th August, 2026.

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

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended) and the Circulars, the Company is providing facility of remote e-Voting to its Shareholders in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Shareholder using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL

The remote e-voting period begins on Tuesday, 11th August, 2026, at 9:00 A.M. (IST) and ends on Thursday, 13th August, 2026 at 5:00 P.M. (IST). 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 cut-off date i.e. Friday, 7th August, 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 Friday, 7th August, 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 9th December, 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 https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 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. 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.

Type of shareholders	Login Method
	- 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 - 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 held 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. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 & voting during the meeting. Additionally, there are 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. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot 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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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

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

- 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, your Password/OTP and a Verification Code as shown on the screen.

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

- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL)	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*****.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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 and last 8 digits of client ID for CDSL account. The.pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
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.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number, your PAN, your name and your registered address etc.
 - c) 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" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" 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

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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser and to the Company at the email id viz. tushar@tusharshri.com and investor.relations@igi.org, respectively, with a copy marked to 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.

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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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.com

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

1. Shareholders holding shares 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 investor.relations@igi.org. If you are an Individual Shareholder 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.**
2. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated 9th December, 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 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 AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the 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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Members will be provided with a facility to attend the 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.

Procedure to raise questions/seek clarifications with respect to Annual Report:

- Shareholders are requested to send their questions mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@igi.org till Monday, 10th August, 2026, 5:00 p.m. Such questions by the shareholders shall be taken up during the meeting and replied suitably.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/folio number, email id, mobile number at investor.relations@igi.org till Monday, 10th August, 2026, 5:00 p.m.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM, depending on the availability of time.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING

Details as required pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, as applicable are provided hereunder:

1.	Name Director Identification Number	Mr. Tejas Naphade DIN: 10219144
2.	Date of Birth Age	24 th November, 1991 34 years
3.	Nationality	Indian
4.	Qualification	- Bachelor of Technology, Indian Institute of Technology, Bombay - Master of Technology, Indian Institute of Technology, Bombay - Master's degree in business administration from the Leland Stanford Junior University
5.	Brief resume including profile, experience and expertise in specific functional areas	Mr. Tejas Naphade is a Managing Director within the private equity business group of Blackstone Advisors India Private Limited and has 10 years of experience in private equity. He holds a bachelor's and master's degree of technology in electrical engineering from the Indian Institute of Technology, Bombay and was also awarded 'Institute Silver Medal' from the Indian Institute of Technology, Bombay. He also holds a master's degree in business administration from the Leland Stanford Junior University.
6.	Terms and Conditions of re-appointment	In terms of Section 152(6) of the Companies Act, 2013, he is liable to retire by rotation.
7.	Remuneration last drawn and sought to be paid	Nil

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8.	Original date of appointment	26 th July, 2023
9.	Shareholding in the Company	Nil
10.	Relationship with other Directors, Manager or Key Managerial Personnel	Not related
11.	Number of Board meetings attended during the year	2025-26 – 11 out of 14 2026-27 till the date of the Notice: - 2 out of 2
12.	Names of other public limited companies in which directorships held as on 31 st March, 2026	Quality Care India Limited
13.	Committee Memberships / Chairmanships in the Company as on 31 st March, 2026	Member of Risk Management Committee
14.	Membership / Chairmanship of Committees of other Boards* as on 31 st March, 2026	Member of Audit Committee - Quality Care India Limited
15.	Listed entities in which the Director has resigned in past three years	Nil

*Pursuant to Regulation 26 of the Listing Regulations, only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.