



# Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

September 24, 2018

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001. <b>Scrip Code: 526729</b>	To, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Mumbai- 400 051. <b>Scrip Code: GOLDIAM EQ</b>
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Dear Sir/Madam,

**Sub: Outcome of the 31<sup>st</sup> Annual General Meeting of the Company**

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we wish to inform you that the 31<sup>st</sup> Annual General Meeting of the Company was held on September 24, 2018 at 11.00 a.m. at the TRIBUNE 1' Banquet hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai - 400093.

Pursuant to provisions of the Companies act, 2013, Rules framed thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015, the Company had extended the remote e-voting facility to the member of the Company in respect of resolutions to be passed at the meeting. The remote e-voting commenced at 09.00 a.m. on September 21, 2018 and ended at 5.00 p.m. on September 23, 2018.

The facility for voting through Poll was made available at the meeting for Members who had not cast their vote through remote e-voting. The Board of Directors had engaged the services of Central Depository Services India Limited (CDSL) as the agency to provide e-voting facility and had appointed Mr. Rajnikant Shah, Practicing Company Secretary as the Scrutinizer for the purpose of scrutinizing the Poll and remote E-voting process.

The details of voting results (E-voting and Poll) on the resolutions covered under Item Nos. 1 to 7 as set in the notice convening the 31<sup>st</sup> Annual General Meeting of the Company would be separately communicated in the prescribed format along with the scrutinizers report thereon.

We enclose herewith the gist of proceedings at the 31<sup>st</sup> Annual General Meeting held today.

You are requested to take note of the same.

Yours faithfully,

For **Goldiam International Limited**

  
**Pankaj Parkhiya**  
**Company Secretary & Compliance Officer**

Encl.:- As above

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Gems & Jewellery Complex, Santacruz Electronics Export Processing Zone, Andheri (East), Mumbai – 400096. India

Phones: (022)28291893, 28290396, 28292397 Fax: (022)28292885, 28290418 Email [goldiam@vsnl.com](mailto:goldiam@vsnl.com) website:

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## GIST OF PROCEEDING AT THE 31<sup>st</sup> ANNUAL GENERAL MEETING OF THE COMPANY

The 31<sup>st</sup> Annual General Meeting of the Company was held on September 24, 2018 at 11.00 a.m. at the TRIBUNE 1' Banquet hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai - 400 093.

### Members Present:

A total of 40 Members (including 1 (One) Authorised Representative) attended the meeting as per the records of the attendance.

### Directors Present:

Mr. Rashesh M. Bhansali : Executive Chairman  
Mr. Ajay M. Khatlawala : Independent Director & Chairman of Audit Committee & Nomination and Remuneration Committee  
Dr. R. Srinivasan : Independent Director & Chairman of Stake Holder Relationship Committee  
Mrs. Tulsi Gupta : Non-Executive Non-Independent Director  
Mr. Anmol R. Bhansali : Whole-Time Director

### Auditors Present:

Mr. Jitendra Zatakia : Proprietor, J.D.Zatakia & Co., Chartered Accountants  
Mr. Rajnikant N. Shah : Proprietor, R.N. Shah & Associates, Company Secretaries

### Scrutinizer:

Mr. Rajnikant N. Shah : Proprietor, R.N. Shah & Associates, Company Secretaries

The meeting commenced at 11.00 a.m. and concluded at 11.17 a.m.

### **Documents & Registers which were kept for inspection by members:**

1. Notice of the 31<sup>st</sup> Annual General Meeting
2. Board's Report alongwith Annexures thereto for the financial year ended on March 31, 2018.
3. Audited Financial Statements alongwith Auditors' Report thereon for the financial year ended on March 31, 2018 (Standalone and Consolidated)
4. Statutory Registers under the Companies Act, 2013 including the Registers of Directors and Key Managerial Personnel and their shareholdings, the Register of Contracts/ Arrangements in which Directors are interested and Register of Members.
5. Secretarial Audit Report
6. Corporate Governance Report and Compliance Certificate thereon.



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Mr. Pankaj Parkhiya, Company Secretary & Compliance Officer welcomed the members and all the Directors on the dias to the 31<sup>st</sup> Annual General Meeting on behalf of the Company and requested Mr.Rashesh M. Bhansali, Executive Chairman of the Company to address the meeting.

Mr.Rashesh M. Bhansali chaired the proceedings of the meeting.

The Chairman called the meeting to order as requisite quorum was present. Thereafter the Chairman informed the shareholders about the sad demise of his father and predecessor as Chairman late Mr.Manhar R. Bhansali and at his request, the shareholders paid tribute by observing a minute's silence.

The Chairman introduced the Directors present at the meeting and informed that Mr. Pannkaj C Ghadiali, Independent Director could not attend the meeting due to pre-occupations.

Thereafter the Chairman gave an overview of the business operations & performance of the Company for the financial year ended March 31, 2018 and quarter ended June 30, 2018 as a part of his speech.

The Chairman informed the members that pursuant to provisions of the Companies act, 2013, Rules framed thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015, the Company had extended the remote e-voting facility to the member of the Company in respect of resolutions to be passed at the meeting. The remote e-voting commenced at 09.00 a.m. on September 21, 2018 and ended at 5.00 p.m. on September 23, 2018.

He further informed that the facility for voting through Poll was made available at the meeting for Members who had not cast their vote through remote e-voting. The Board of Directors had engaged the services of Central Depository Services India Limited (CDSL) as the agency to provide e-voting facility and had appointed Mr. Rajnikant Shah, Practicing Company Secretary as the Scrutinizer for the purpose of scrutinizing the Poll and remote E-voting process.

With the consent of the members present, the notice convening the 31<sup>st</sup> Annual General Meeting, Directors' Report of the Company and Auditors Report for the Financial Year ended March 31, 2018 were taken as read.

Thereafter, all the agenda items specified in the Notice were taken up and the floor open for discussions. The following agenda items as per Notice were transacted at the Meeting:-

<b>Ordinary Business</b>	
1.	Adoption of Audited Balance Sheet Standalone and Consolidated as at March 31, 2018, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.





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2.	Declaration of Final Dividend on Equity Shares for the FY 2017-18.
3.	Re-appointment of Mrs.Tulsi Gupta (DIN 06905143) as Director who retires by rotation.
<b>Special Business</b>	
4.	Re-appoint Mr.Ajay M. Khatlawala (DIN 00124042) as an Independent Director for a second term of five years.  (Profile of Mr.Ajay M. Khatlawala is enclosed herewith an Annexure-1)
5.	Approval for confirmation of appointment of Dr.Raghavachari Srinivasan (DIN 00003968) as Independent Director pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018  (Profile of Dr.Raghavachari Srinivasan is enclosed herewith an Annexure-2)
6.	Appointment of Mr.Anmol Rashesh Bhansali (DIN 07931599) as Whole-Time Director for a period of five years and payment of remuneration for three years with effect from November 25, 2017.  (Profile of Mr.Anmol Rashesh Bhansali is enclosed herewith an Annexure-3)
7.	Approve to pay existing remuneration to Mr. Rashesh Manhar Bhansali, Executive Chairman for the remaining period of his tenure.

The members were requested to give their views/comments on the agenda items. All the queries raised by the members were clarified by the Chairman and Senior Management team.

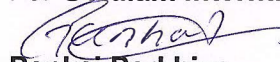
The Chairman ordered a Poll to be taken at the meeting and requested Mr. Rajnikant Shah, Scrutinizer to oversee orderly conduct of the Voting.

The Chairman informed that the details of voting results (E-voting and Poll) alongwith consolidated Scrutinizers Report on the above resolutions shall be placed on the website of the Company and CDSL and shall also be communicated to the Stock Exchanges within the time prescribed under law.

You are requested to take the note of the same.

Yours faithfully,

For **Goldiam International Limited**

  
**Pankaj Parkhiya**

**Company Secretary & Compliance Officer**

Encl.:- As above



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## Goldiam International Limited

Name	Mr. Ajay Manhar Khatlawala (DIN: 00124042)
Date of Birth	May 2, 1954 (Age 64 years)
Nationality	Indian
Date of Appointment	October 15, 1994
Qualifications	B.SC., LLB, Solicitor
Expertise in specific functional area	Possesses rich experience of over 30 years in legal and Company law matters. He is Sr.Partner in Little & Co. since from 1991, where he is looking after the administration of the firm and rendering legal services to the clients of the firm.
Directorships held in other Indian Public Companies (excluding Foreign Companies and Section 8 Companies)	1. Goldiam Jewellery Limited 2. Diagold Designs Limited
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Nomination & Remuneration and Shareholders'/Investor Grievance Committees)	1. Audit Committee-Chairman 2. Nomination & Remuneration Committee- Chairman 3. Stakeholder Relationship Committee-Member
Number of Shares held	1000
No. of Board meeting attended during 2017-2018	4 out 4
Relationships between Directors inter-se	Nil

## Goldiam International Limited

Name	Dr.Raghavachari Srinivasan (DIN: 00003968)
Date of Birth	May 30, 1931
Nationality	Indian
Date of Appointment	September 27, 2017
Qualifications	Ph.D., CAIIB, FIB  Doctorate in Banking and Finance from Bombay University and is an Associate & Fellow Member of Indian Institute of Banking & Finance
Expertise in specific functional area	Possesses rich experience of over 40 years in the banking industry. During his career, he held various positions in banks and finally as Chairman and Managing Director in various reputed banks and its subsidiaries like Bank of India, Allahabad Bank, New Bank of India, Bank of India Finance Limited etc. He played curcial role in set up Foreign Exchange Department of New Bank of India and Andhra Bank. He was Chairman of Indian Banks Association for several years, a director of IDBI, Discount & Finance House of India, New India Assurance Co. Ltd., Agricultural Finance Corporation of India etc., He was also on various high level Committees constituted by RBI. He started a consultancy firm "Srinivasan & Associates" from April 1992, this firm was specializes in Banking, Finance and Capital Market consultancy services.
Directorships held in other Indian Public Companies (excluding Foreign Companies and Section 8 Companies)	1.Graphite India Limited 2.Mcleod Russel India Limited 3.Williamson Magor & Co. Ltd. 4. J. Kumar Infraprojects Limited 5.Goldiam Jewellery Limited
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit and Shareholders'/Investor Grievance Committees)	1. J. Kumar Infraprojects Limited-Chairman-Audit Committee 2. Graphite India Ltd. – Member-Audit Committee 3. McLeod Russel India Limited- Chairman-Audit Committee 4. Williamson Magor & Co. Limited-Member-Audit Committee 5. Goldiam Jewellery Limited-Member-Audit Committee
Number of Shares held	Nil
No. of Board meeting attended during 2017-18	4 out 4
Relationships between Directors inter-se	-

## Annexure-3

### Goldiam International Limited

Name	Mr. Anmol Rashesh Bhansali (DIN 07931599)
Date of Birth	August 18, 1995 (Age 22 years)
Nationality	Indian
Date of Appointment	November 25, 2017
Qualifications	<ul style="list-style-type: none"> <li>• Wharton School, University of Pennsylvania 2013 – 2017 <i>Bachelors of Science in Business Administration</i></li> <li>• Gemology Institute of America 2017 <i>Completed GEM130 and GEM230, constituting two thirds of 'Diamonds and Diamond Grading' course</i></li> <li>• B.D. Somani International School, Mumbai, India 2009-2013 <i>IB Diploma Program with 42 points out of 45 Completed IGCSE</i></li> <li>• University of Pennsylvania, The Wharton School, PA 2012 <i>Completed "Leadership in the Business World" Program</i></li> </ul>
Expertise in specific functional area	Entered in the diamond business more than 4 years ago. He is having knowledge & experience in Diamond Business and engage in Manufacturing, Trading and Jewellery exports.
Directorships held in other Indian Public Companies (excluding Foreign Companies and Section 8 Companies)	1. Goldiam Jewellery Limited
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit Nomination & Remuneration and Shareholders' / Investor Grievance Committees)	1. Nomination & Remuneration Committee- Member
Number of Shares held	3303428
No. of Board meeting attended during 2017-2018	2 out 2
Relationships between Directors inter-se	Son of Mr. Rashesh M. Bhansali and Brother of Mrs. Tulsi Gupta