



Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

October 13, 2016

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

Sub: Compliance of Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015– Compliance Report on Corporate Governance for the quarter ended September 30, 2016.

Ref: Company Code No. BSE-526729/NSE-GOLDIAM EQ

Pursuant to Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, we are enclosing herewith Compliance Report on Corporate Governance for the quarter ended September 30, 2016 along with details of material transactions with related party (wholly own subsidiary company).

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For **Goldiam International Limited**



Pankaj Parkhiya
Company Secretary & Compliance Officer

Encl.: a/a

Registered Office

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, Website: www.goldiam.com



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QUARTERLY CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity :- Goldiam International Limited
2. Quarter ending :- 30th September, 2016

I. Composition of Board of Directors

Title (Mr./Ms.)	Name of the Director	PAN [§] & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ^{&}	Date of Appointment in the current term/cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Manhar Ratilal Bhansali	AABPB9089M 00058699	Chairman-Non-executive Director	13-08-2014	-	1	0	0
Mr.	Rashesh Manharbhai Bhansali	AABPB5614N 00057931	Vice Chairman & Managing Director	01-02-2016	-	1	3	0
Dr.	Raghavachari Srinivasan	AAQPS5847R 00003968	Independent Director	*30-09-2014	3 years	5	3	3
Mr.	Ajay Manharlal Khatlawala	AABPK9296R 00124042	Independent Director	**30-09-2014	4 years	1	1	2
Ms.	Tulsi Rashesh Bhansali	AWYPB1936G 06905143	Non-executive Non-Independent Director	***12-08-2016	-	1	-	-

Note:- Mr. Rajesh G. Kapadia, Independent Director, resigned from the Board of the Company with effect from August 16, 2016, further the Company is in process to appoint a new Independent Director and will appoint on or before ensuing Board Meeting of the Company.

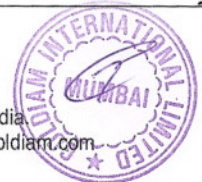
[§] PAN number of any director would not be displayed on the website of Stock Exchange.

[&] Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category, write all categories separating them with hyphen.

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- * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.
- + Dr. Raghavachari Srinivasan has been originally appointed as Independent Director w.e.f. May 2, 2002. He is appointed as Independent Director at the 27th Annual General Meeting held on September 30, 2014 under new provisions of Companies Act, 2013.
- ** Ajay Manharlal Khatlawala has been originally appointed as Independent Director w.e.f. October 15, 1994. He is appointed as Independent Director at the 27th Annual General Meeting held on September 30, 2014 under new provisions of Companies Act, 2013.
- *** The Board of Directors of the Company at its Meeting held on August 12, 2016 appointed Ms. Tulsi Rashesh Bhansali as an Additional Director and at the 29th AGM of the Company held on September 27, 2016, members of the Company regularized her appointment as Non-executive Non-Independent Director.

II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairman /Executive/Non Executive/Independent /Nominee)&
1. Audit Committee	I. Mr. Ajay M. Khatlawala II. Dr. Raghavachari Srinivasan III. Mr. Rashesh M. Bhansali	Chairman-Independent Member-Independent Member-Vice Chairman & Managing Director
2. Nomination and Remuneration Committee	I. Mr. Ajay M. Khatlawala II. Dr. Raghavachari Srinivasan III. Mr. Manhar R. Bhansali	Chairman-Independent Member- Independent Member- Independent
3. Risk Management Committee	Not Applicable	
4. Stakeholders Relationship Committee	I. Dr. Raghavachari Srinivasan II. Mr. Ajay M. Khatlawala III. Mr. Rashesh M. Bhansali	Chairman-Independent Member-Independent Member-Vice Chairman & Managing Director

&Category of directors means executive/non-executive/independent Nominee. If a director fits into more than one category write all categories separating them with hyphen.





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III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
27 th May, 2016	12 th August, 2016	76 days	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
12 th August, 2016	Yes	27 th May, 2016	76 days
* This information has to be mandatorily be given for audit committee, for rest of the committee giving information is optional			
V. Related Party Transactions			
Subject		Compliance Status (Yes/No/NA)	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
Note :			
1. In the column "Compliance Status" compliance or non-compliance may be indicated by Yes/No/NA. for example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transaction, the words " N.A." may be indicated.			
2. If status if "No" details of non-compliance may be give here.			
VI. Affirmations			
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. No-The Company is in process to appoint a new Independent Director and will appoint on or before ensuing Board Meeting of the Company.			
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015:-			
a. Audit Committee -Yes			
b. Nomination & remuneration committee- Yes			
c. Stakeholders relationship committee - Yes			
d. Risk management committee - Not Applicable (applicable to the top 100 listed entities)			







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3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.-Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. -Yes

Pankaj Parkhiya
Company Secretary & Compliance Officer
Date:-13th October, 2016

Note :

1. Information at Table I & II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

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ANNEXURE III

1. Name of Listed Entity: - **Goldiam International Limited**
2. Half Year ended:- **30th September, 2016**

I. Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual Report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note:- <ol style="list-style-type: none">1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.2. If status is "No" details of non-compliance may be given here.3. If the Listed Entity would like to provide any other information the same may be indicated here.		



Pankaj Parkhiya
Company Secretary & Compliance Officer
Date:-13th October, 2016

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Date:- 13th October 2016

We hereby certify that list of material transaction with related party M/S Goldiam USA Inc. wholly own subsidiary during 01st July 2016 to 30th September 2016 are as under.

Particulars	₹
Purchases	5,48,67,357.00
Sales	27,79,72,570.00

For, **Goldiam International Ltd.**


Darshana Patel
C.F.O.



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