



# Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

January 13, 2017

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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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 December 31, 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 December 31, 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 :- **31<sup>st</sup> December, 2016**

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>&amp;</sup>	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	AABPB9089M00058699	Chairman-Non-executive Director	13-08-2014	-	1	0	0
Mr.	Rashesh Manharbhai Bhansali	AABPB5614N00057931	Vice Chairman & Managing Director	01-02-2016	-	1	3	0
Dr.	Raghavachari Srinivasan	AAQPS5847R00003968	Independent Director	<sup>+</sup> 30-09-2014	2.3 years	5	4	3
Mr.	Ajay Manharlal Khatlawala	AABPK9296R00124042	Independent Director	<sup>+</sup> 30-09-2014	2.3 years	1	1	2
Ms.	Tulsi Rashesh Bhansali	AWYPB1936G06905143	Non-executive Non-Independent Director	<sup>+</sup> 12-08-2016	-	1	-	-
Mr.	Pannkaj C Ghadiali	AAAPG8956D00003462	Additional Independent Director	12-11-2016	0.1 year	1	1	-

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange.  
<sup>&</sup> 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 was appointed as Independent Director at the 27<sup>th</sup> Annual General Meeting held on September 30, 2014 under new provisions of Companies Act, 2013 for the period of 3 years.

\*\* Mr. Ajay Manharlal Khatlawala was appointed as Independent Director at the 27<sup>th</sup> Annual General Meeting held on September 30, 2014 under new provisions of Companies Act, 2013 for the period of 4 years.

+++ The Board of Directors of the Company at its Meeting held on November 12, 2016 appointed Mr. Pannkaj C Ghadiali as an Additional Director up to ensuing AGM of the Company.

## 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. Pannkaj C Ghadiali IV. Mr. Rashesh M. Bhansali	Chairman-Independent Member-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.

## 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)
12 <sup>th</sup> August, 2016	12 <sup>th</sup> November, 2016	91 days

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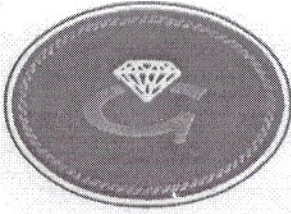
MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

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<b>IV. Meeting of Committees</b>			
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*
<b>Audit Committee</b>			
12 <sup>th</sup> November, 2016	Yes	12 <sup>th</sup> August, 2016	91 days
* This information has to be mandatorily be given for audit committee, for rest of the committee giving information is optional			
<b>V. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance Status (Yes/No/NA)</b>	
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	
<b>Note :</b>			
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 is "No" details of non-compliance may be give here.			
<b>VI. Affirmations</b>			
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <b>Yes</b>			
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015:-			
a. Audit Committee - <b>Yes</b>			
b. Nomination & remuneration committee- <b>Yes</b>			
c. Stakeholders relationship committee - <b>Yes</b>			
d. Risk management committee - <b>Not Applicable (applicable to the top 100 listed entities)</b>			
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.- <b>Yes</b>			
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. - <b>Yes</b>			
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - <b>Yes</b>			
  <b>Pankaj Parkhiya</b> <b>Company Secretary &amp; Compliance Officer</b> <b>Date:-13<sup>th</sup> January, 2017</b>			

**Registered Office**





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Date:- 13<sup>th</sup> January 2017

We hereby certify that list of material transaction with related party M/S Goldiam USA Inc. wholly own subsidiary during 01<sup>st</sup> Oct. 2016 to 31<sup>th</sup> Dec. 2016 are as under.

Particulars	₹
Purchases	2,61,32,843.00
Sales	28,39,60,699.00

For, **Goldiam International Ltd.**

Darshana Patel  
C.F.O.

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