



Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

QUARTERLY CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity :- Goldiam International Limited
2. Quarter ending :- 31st December, 2017

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.	Rashesh Manharbhai Bhansali	AABPB5614N00057931	Executive Chairman	*01-02-2016	-	1	3	0
Dr.	Raghavachari Srinivasan	AAQPS5847R00003968	Independent Director	**27-09-2017	0.3 years	5	4	3
Mr.	Ajay Manharlal Khatlawala	AABPK9296R00124042	Independent Director	***30-09-2014	3.3 years	1	1	2
Mrs.	Tulsi Gupta	AWYPB1936G06905143	Non-executive Non-Independent Director	12-08-2016	-	1	0	0
Mr.	Pannkaj C Ghadiali	AAAPG8956D00003462	Independent Director	****12-11-2016	1.1 years	2	2	1
Mr.	Anmol Rashesh Bhansali	BUDPB9490D07931599	Additional Executive Director	*****25-11-2017	-	1	0	0

[§] 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.

* 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.

Registered Office

Gems & Jewellery Complex, Santacruz Electronics Export Processing Zone, Andheri (East), Mumbai – 400096, India.
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- ** Cessation of Mr. Manhar R. Bhansali directorship in the Company owing to his sad demise on October 3, 2017.
- * The Board of Directors of the Company at its Meeting held on November 25, 2017 re-designated Mr. Rashesh M. Bhansali, Vice-Chairman and Managing Director as an Executive Chairman of the Company for remaining tenure i.e. upto January 31, 2021 pursuant to recommendation of Nomination and Remuneration Committee.
- ** Dr. Raghavachari Srinivasan was appointed as Independent Director at the 30th Annual General Meeting held on September 27, 2017 for second term of Four(4) years with effect from September 27, 2017.
- *** Mr. Ajay Manharlal Khatlawala was appointed as Independent Director at the 27th Annual General Meeting held on September 30, 2014 under new provisions of Companies Act, 2013 for the period of 4 years.
- **** Mr. Pannkaj C Ghadiali was appointed as Independent Director at the 30th Annual General Meeting held on September 27, 2017 for First(1) term of Five(5) years with effect from November 12, 2016.
- ***** The Board of Directors of the Company at its Meeting held on November 25, 2017 appointed Mr. Anmol Rashesh Bhansali as an Additional Director up to ensuing AGM of the Company and further at the same Board Meeting Mr. Anmol Rashesh Bhansali was appointed as Whole-Time Director for 5 years w.e.f. 25-11-2017 subject to approval of Shareholders pursuant to recommendation of Nomination and Remuneration Committee.

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- Chairman
2. Nomination and Remuneration Committee	I. Mr. Ajay M. Khatlawala II. Dr. Raghavachari Srinivasan III. Mr. Pannkaj C Ghadiali	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- Chairman
5. Corporate Social Responsibility Committee	I. Mr. Ajay M. Khatlawala II. Mr. Rashesh M. Bhansali III. Mrs. Tulsi Gupta	Chairman-Independent Member- Chairman Member-NENI





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6. Share Transfer Committee		I. Mr. Ajay M. Khatlawala II. Mr. Rashesh M. Bhansali III. Mrs. Tulsi Gupta	Chairman-Independent Member- Chairman Member-NENI
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)
11 th September, 2017		25 th November, 2017	74 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			
25 th November, 2017	Yes	11 th September, 2017	74 days
25 th November, 2017	Yes	NA	NA
* 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	
VI. Affirmations			
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes			
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)			
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			





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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 January, 2018



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Date:- 13th Jan 2018

We hereby certify that list of material transaction with related party M/S Goldiam USA Inc. wholly own subsidiary during 01st Oct 2017 to 31st Dec 2017 are as under.

Particulars	₹
Purchases	14,624,240.00
Sales	181,838,934.00

For, **Goldiam International Ltd.**

Darshana Patel
C.F.O.

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