



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 :- 30th September, 2017

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ⁶	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	*27-09-2017	4 days	5	4	3
Mr.	Ajay Manharlal Khatlawala	AABPK9296R00124042	Independent Director	**30-09-2014	3 years	1	1	2
Mrs.	***Tulsi Gupta	AWYPB1936G06905143	Non-executive Non-Independent Director	12-08-2016	-	1	-	-
Mr.	Pannkaj C Ghadiali	AAAPG8956D00003462	Independent Director	****12-11-2016	0.10 year	1	1	-

⁵ PAN number of any director would not be displayed on the website of Stock Exchange.
⁶ 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.

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





Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

- * 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 is 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.
- *** Name of Ms. Tulsi Rashesh Bhansali changed to Mrs. Tulsi Gupta after marriage.
- **** Mr. Pannkaj C Ghadiali is 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.

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- Non-Executive Non- 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)
26 th May, 2017	11 th September, 2017	107 days

Page | 2

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






Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

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			
11 th September, 2017	Yes	26 th May, 2017	107 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. 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			
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:- 12th October, 2017			



Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

ANNEXURE III

1. Name of Listed Entity: - Goldiam International Limited
2. Half Year ended:- 30th September, 2017



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

*Dr. Raghavachari Srinivasan was authorised by Mr. Ajay M. Khatlawala, Chairman of Audit Committee to attend 30th Annual General Meeting of the Company on his behalf.

**Mr. Manhar R. Bhansali was authorised by Mr. Ajay M. Khatlawala, Chairman of Nomination & Remuneration Committee to attend 30th Annual General Meeting of the Company on his behalf.

Note:-

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:-12th October, 2017

Page | 4

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



Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

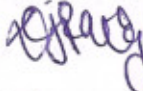
CIN:L36912MH1986PLC041203

Date:- 12th Oct 2017

We hereby certify that list of material transaction with related party M/S Goldiam USA Inc. wholly own subsidiary during 01st July 2017 to 30th Sep 2017 are as under.

Particulars	₹
Purchases	79,141,519.00
Sales	113,368,450.00

For, **Goldiam International Ltd.**


Darshana Patel
C.F.O.



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.ci