

**Quarterly Compliance Report on Corporate Governance**

Name of the Company: Goldiam International Limited

Scrip Code: 526729/GOLDIAM

Quarter ending on: 31st December-2014

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	<b>49(II)</b>		
(A) Composition of Board	49 (IIA)	YES	
(B) Independent Directors	49(II B)	YES	1. The Company will disclose the criteria for Performance Evaluation of Independent directors in the Annual Report. 2. Formal evaluation of the independent Directors will be carried out for the financial year 2014-15. 3. A separate meeting of the independent Directors will be held during the current financial year. 4. Familiarisation programme for independent directors will be finalise in next Board meeting and such details shall be put on the website of the Company and a weblink thereto shall be given in the annual report.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	N.A	Company is paying sitting fees to Non-Executive Directors.
(D) Other provisions as to Board and Committees	49 (IID)	YES	The Company is under process of formalizing the Succession plans.
(E) Code of Conduct	49 (IIE)	YES	Required declaration shall be given in the Annual Report.
(F) Whistle Blower Policy	49 (IIF)	YES	The details of establishment of vegil mechanism shall be disclosed in the Board's report.
<b>III. Audit Committee</b>	<b>49 (III)</b>		
(A) Qualified & Independent Audit Committee	49 (IIIA)	YES	
(B) Meeting of Audit Committee	49 (IIIB)	YES	
(C) Powers of Audit Committee	49 (IIIC)	YES	
(D) Role of Audit Committee	49 (IIID)	YES	
(E) Review of Information by Audit Committee	49 (IIIE)	YES	
<b>IV. Nomination &amp; Remuneration Committee</b>	<b>49 (IV)</b>	YES	The Company will disclose the remuneration policy and the evaluation criteria in the Annual Report.
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	YES	The web link where policy on Material subsidiary is available shall be provided in the Annual Report.
<b>VI. Risk Management</b>	<b>49 (VI)</b>	YES	
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	YES	
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>		
(A) Related Party Transactions	49 (VIIIA)	YES	The web link where policy on Related Party transactions is available shall be provided in the Annual Report.
(B) Disclosure of Accounting Treatment	49 (VIIIB)	N.A	



(C) Remuneration of Directors	49 (VIIC)	YES	Required disclosures shall be given in the Annual Report.
(D) Management	49 (VIID)	YES	Required disclosures shall be given in the Annual Report.
(E) Shareholders	49 (VIIE)	YES	Required disclosures shall be given in the Annual Report.
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIIF)	N.A	
<b>IX. CEO/CFO certification</b>	49 (IX)	YES	Required disclosures shall be given in the Annual Report.
<b>X. Report on Corporate Governance</b>	49 (X)	YES	Required disclosures shall be given in the Annual Report.
<b>XI. Compliance</b>	49 (XI)	YES	Required disclosures shall be given in the Annual Report.

Date: 15th January, 2015  
Place: Mumbai



For GOLDIAM INTERNATIONAL LIMITED

  
Manish Raval  
Company Secretary & Compliance Officer