

**Quarterly Compliance Report on Corporate Governance**

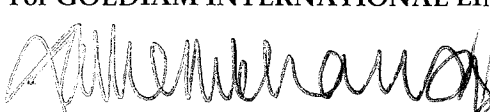
Name of the Company: Goldiam International Limited      Scrip Code: 526729/GOLDIAM  
 Quarter ending on: June 30, 2015

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 2015-16. 3. A web link where the details of familiarisation programmes is available 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	
(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 vigil 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 shall 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 the policy on Material subsidiary is available shall be provided in the Annual Report.

<b>VI. Risk Management</b>	<b>49 (VI)</b>	<b>YES</b>	
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	<b>YES</b>	
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>		
(A) Related Party Transactions	49 (VIII A)	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 (VIII B)	N.A	
(C) Remuneration of Directors	49 (VIII C)	YES	Required disclosures shall be given in the Annual Report.
(D) Management	49 (VIII D)	YES	Required disclosures shall be given in the Annual Report.
(E) Shareholders	49 (VIII E)	YES	Required disclosures shall be given in the Annual Report.
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII F)	N.A	
<b>IX. CEO/CFO certification</b>	<b>49 (IX)</b>	<b>YES</b>	
<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	<b>YES</b>	Required disclosures shall be given in the Annual Report.
<b>XI. Compliance</b>	<b>49 (XI)</b>	<b>YES</b>	Required disclosures shall be given in the Annual Report.

Date: July 15, 2015  
Place: Mumbai

For GOLDIAM INTERNATIONAL LIMITED

  
Rashesh Bhansali  
Vice Chairman & Managing Director

