

# Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

January 13, 2016

To, BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001. Scrip Code: 526729	To, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, MUMBAI- 400 051. Scrip Code: GOLDIAM EQ
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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 31<sup>st</sup> December, 2015.**

**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 on 31<sup>st</sup> December, 2015 along with details of material transactions with related parties.

Kindly take the same on your records.

Thanking you,

Yours faithfully,  
For **Goldiam International Limited**



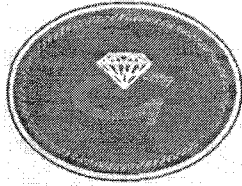
**Pankaj Parkhiya**  
**Company Secretary & Compliance Officer**

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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<sup>5</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.

\* 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.

<sup>+</sup> Dr. Raghavachari Srinivasan has been originally appointed as Independent Director w.e.f. May 2, 2002. He is 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.

<sup>++</sup> Mr. Rajesh Gordhandas Kapadia has been originally appointed as Independent Director w.e.f. October 15, 1994. He is 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.

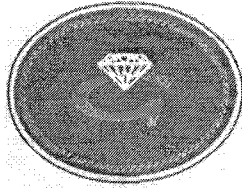
<sup>+++</sup> Ajay Manharlal Khatlawala has been originally appointed as Independent Director w.e.f. October 15, 1994. He is appointed as Independent Director at the 27<sup>th</sup> Annual General Meeting held on September 30, 2014 under new provisions of Companies Act, 2013.

## II. Composition of Committees

Name of Committee	Name of Committee Members	Category (Chairman /Executive/Non Executive/Independent /Nominee)&
1. Audit Committee	I. Mr. Rajesh G. Kapadia II. Dr. Raghavachari Srinivasan III. Mr. Ajay M. Khatlawala IV. Mr. Rashesh M. Bhansali	Chairman-Independent Member-Independent Member-Independent Member-Vice Chairman & Managing Director
2. Nomination and Remuneration Committee	I. Mr. Rajesh G. Kapadia II. Dr. Raghavachari Srinivasan III. Mr. Ajay M. Khatlawala	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

<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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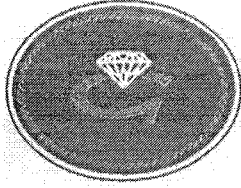
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<b>III. Meeting of Board of Directors</b>			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
10 <sup>th</sup> August, 2015	7 <sup>th</sup> November, 2015	88 days	
<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>			
7 <sup>th</sup> November, 2015	Yes-All members present	10 <sup>th</sup> August, 2015	88 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 if "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.			
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015:-			
a. Audit Committee			
b. Nomination & remuneration committee			
c. Stakeholders relationship committee			
d. Risk management committee - <b>Not Applicable (applicable to the top 100 listed entities)</b>			

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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.
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.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **First report. This will be placed at the ensuing Board Meeting.**



**Pankaj Parkhiya**  
**Company Secretary & Compliance Officer**  
**Date:-13<sup>th</sup> January, 2016**

**Note :**

1. Information at Table I & II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**Registered Office**