

Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

April 15, 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 and Financial Year ended 31st March, 2016.



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 and Financial Year ended 31st March, 2016 along with details of material transactions with related party (wholly own subsidiary company).

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For **Goldiam International Limited**

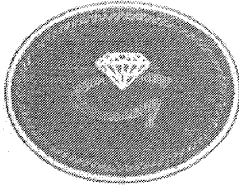



Pankaj Parkhiya
Company Secretary & Compliance Officer

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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QUARTERLY CORPORATE GOVERNANCE REPORT

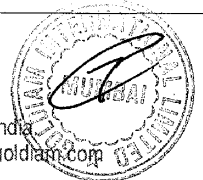
1. Name of Listed Entity :- **Goldiam International Limited**
2. Quarter ending :- **31st March, 2016**

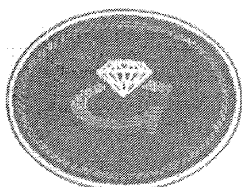
I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN [§] & DIN	Category (Chairperson /Executive/Non-Executive/Independent/Non minee) [§]	Date of Appointment in the current term/cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer 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
Mrs.	Ami Rashesh Bhansali	AACP7754Q00057937	Non-Executive Director	30-09-2015	-	1	0	0
Dr.	Raghavachari Srinivasan	AAQPS5847R00003968	Independent Director	*30-09-2014	3 years	5	3	3
Mr.	Rajesh Gordhandas Kapadia	AFZPK0794H00003272	Independent Director	**30-09-2014	5 years	4	1	2
Mr.	Ajay Manharlal Khatlawala	AABPK9296R00124042	Independent Director	***30-09-2014	4 years	1	2	1

[§] PAN number of any director would not be displayed on the website of Stock Exchange.

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& 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.

+ Dr. Raghavachari Srinivasan has been originally appointed as Independent Director w.e.f. May 2, 2002. He is appointed as Independent Director at the 27th Annual General Meeting held on September 30, 2014 under new provisions of Companies Act, 2013.

** 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 27th Annual General Meeting held on September 30, 2014 under new provisions of Companies Act, 2013.

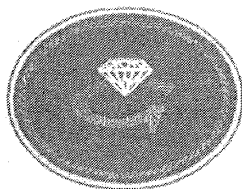
+++ Ajay Manharlal Khatlawala has been originally appointed as Independent Director w.e.f. October 15, 1994. He is appointed as Independent Director at the 27th Annual General Meeting held on September 30, 2014 under new provisions of Companies Act, 2013.

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. Ajay M. Khatlawala II. Dr. Raghavachari Srinivasan III. Mr. Manhar R. Bhansali	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

&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.





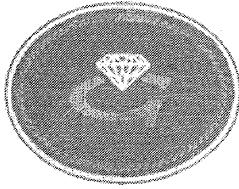
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III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
7 th November, 2015	10 th February, 2016	94 days	
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			
10 th February, 2016	Yes	7 th November, 2015	94 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 is "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)			





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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.-**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:-15th April, 2016

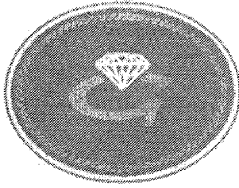
Note :

1. Information at Table I & II above need to be necessarily given in 1st 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.

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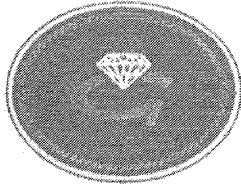
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ANNEXURE II

1. Name of Listed Entity: - **Goldiam International Limited**
2. Financial Year ended:- **31st March, 2016 (for the whole financial year)**

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redress and o the relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered in to with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

Registered Office

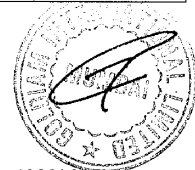


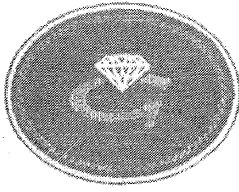
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II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)&25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1)&(2)	Yes
Composition of Stakeholder Relationship Committee	20(1)&(2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7)&(8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes





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Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	Yes
Maximum Directorship & Tenure	25(1)&(2)	Yes
Meeting of independent directors	25(3)&(4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	N.A. During the F.Y. 2015-16, the Company has not appointed a Non-Executive Director.
Policy with respect to Obligations of directors and senior management	26(2)&26(5)	Yes

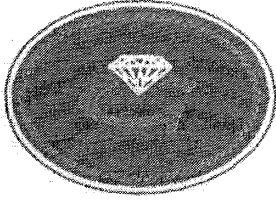
III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have be complied.



Pankaj Parkhiya
Company Secretary & Compliance Officer
Date:-15th April, 2016

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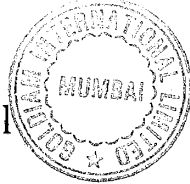
Date:- April 15, 2016

We hereby certify that list of material transaction with related party M/S Goldiam USA Inc. wholly own subsidiary during 01st January 2016 to 31st March 2016 are as under.

Particulars	₹
Purchases	4,37,09,688.00
Sales	22,16,86,020.00

For, Goldiam International Ltd.

Darshana Patel
C.F.O.



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