

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 :- **31st March, 2017**

I. Composition of Board of Directors								
Title (Mr./Ms.)	Name of the Director	PAN [§] & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ^{&}	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	*30-09-2014	2.6 years	5	4	3
Mr.	Ajay Manharlal Khatlawala	AABPK9296R00124042	Independent Director	**30-09-2014	2.6 years	1	1	2
Ms.	Tulsi Rashesh Bhansali	AWYPB1936G06905143	Non-executive Non-Independent Director	***12-08-2016	-	1	-	-
Mr.	Pannkaj C Ghadiali	AAAPG8956D00003462	Additional Independent Director	12-11-2016	0.4 year	1	1	-

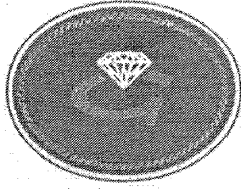
[§] PAN number of any director would not be displayed on the website of Stock Exchange.

[&] 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





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* 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 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 3 years.

** 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.

+++ The Board of Directors of the Company at its Meeting held on November 12, 2016 appointed Mr. Pannkaj C Ghadiali as Additional Director up to ensuing AGM of the Company.

II. Composition of Committees

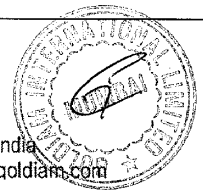
Name of Committee	Name of Committee Members	Category (Chairman /Executive/Non Executive/Independent /Nominee)&
1. Audit Committee	I. Mr. Ajay M. Khatlawala II. Dr. Raghavachari Srinivasan III. Mr. Pannkaj C Ghadiali IV. Mr. Rashesh M. Bhansali	Chairman-Independent Member-Independent Member-Independent 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- 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

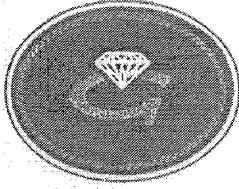
&Category of directors means executive/non-executive/independent Nominee. If a director fits into more than one category write all categories separating them with hyphen.

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)
12 th November, 2016	13 th February, 2017	92 days

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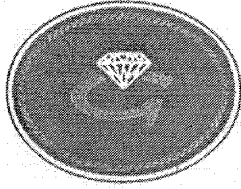
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IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee			
13 th February, 2017	Yes	12 th November, 2016	92 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:- 13th April, 2017			

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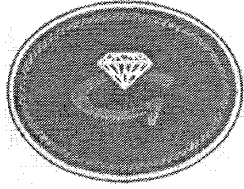
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ANNEXURE II

1. Name of Listed Entity: - **Goldiam International Limited**
2. Financial Year ended:- **31st March, 2017 (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
	

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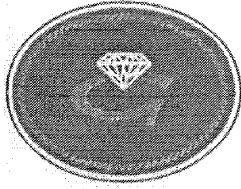
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II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)&25(6)	Yes
Board composition	17(1)	Yes
Meeting 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
Approval for material related party transactions	23(4)	NA

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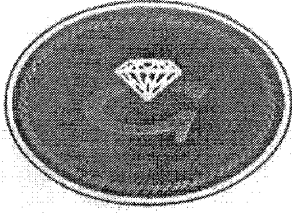
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Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5)&(6)	Yes
Maximum Directorship & Tenure	25(1)&(2)	Yes
Meeting of independent 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)	YES
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:-13th April, 2017		

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Date:- 13th April 2017

We hereby certify that list of material transaction with related party M/S Goldiam USA Inc. wholly own subsidiary during 01st Jan. 2017 to 31st Mar. 2017 are as under.

Particulars	₹
Purchases	3,32,77,237.00
Sales	19,52,59,720.00

For, **Goldiam International Ltd.**

Darshana Patel
C.F.O.

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