

Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

September 27, 2017

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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Dear Sir/Madam,

Sub: Outcome of the 30th Annual General Meeting of the Company

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we wish to inform you that the 30th Annual General Meeting of the Company was held on September 27, 2017 at 11.00 a.m. at the TRIBUNE 1' Banquet hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai - 400093.

Pursuant to provisions of the Companies act, 2013, Rules framed thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015, the Company had extended the remote e-voting facility to the member of the Company in respect of resolutions to be passed at the meeting. The remote e-voting commenced at 09.00 a.m. on September 24, 2017 and ended at 5.00 p.m. on September 26, 2017.

The facility for voting through Poll was made available at the meeting for Members who had not cast their vote through remote e-voting. The Board of Directors had engaged the services of Central Depository Services India Limited (CDSL) as the agency to provide e-voting facility and had appointed Mr. Rajnikant Shah, Practicing Company Secretary as the Scrutinizer for the purpose of scrutinizing the Poll and remote E-voting process.

The details of voting results (E-voting and Poll) on the resolutions covered under Item Nos. 1 to 7 as set in the notice convening the 30th Annual General Meeting of the Company would be separately communicated in the prescribed format along with the scrutinizers report thereon.

We enclose herewith the gist of proceedings at the 30th Annual General Meeting held today.

You are requested to take note of the same.

Yours faithfully,

For Goldiam International Limited


Pankaj Parkhiya
Company Secretary

Encl.:- A/a

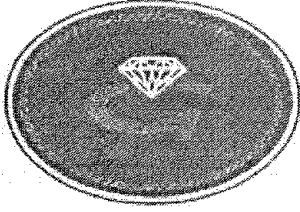


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Gems & Jewellery Complex, Santacruz Electronics Export Processing Zone, Andheri (East), Mumbai – 400096. India

Phones: (022)28291893, 28290396, 28292397 Fax: (022)28292885, 28290418 Email goldiam@vsnl.com website:

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GIST OF PROCEEDING AT THE 30TH ANNUAL GENERAL MEETING OF THE COMPANY

The 30th Annual General Meeting of the Company was held on September 27, 2017 at 11.00 a.m. at the TRIBUNE 1' Banquet hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai - 400 093.

Members Present:

A total of 38 Members (including 2 (Two) Authorised Representative) attended the meeting as per the records of the attendance.

Directors Present:

- Mr. Manhar R. Bhansali : Chairman and on behalf of Chairman of Nomination and Remuneration Committee
Mr. Rashesh M. Bhansali : Vice-Chairman & Managing Director
Dr. R. Srinivasan : Independent Director & on behalf of Chairman of Audit Committee
Ms. Tulsi R. Bhansali : Non-Executive Non-Independent Director

Auditors Present:

- Mr. Pulindra M. Patel : Proprietor, Pulindra Patel & Co, Chartered Accountants
Mr. Rajnikant N. Shah : Proprietor, R.N. Shah & Associates, Company Secretaries

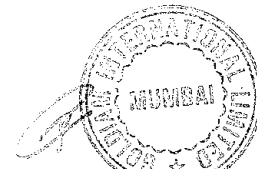
Scrutinizer:

- Mr. Rajnikant N. Shah : Proprietor, R.N. Shah & Associates, Company Secretaries

The meeting commenced at 11.00 a.m. and concluded at 11.35 a.m.

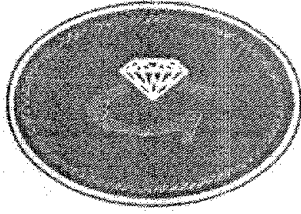
Documents & Registers which were kept for inspection by members:

1. Notice of the 30th Annual General Meeting
2. Board's Report alongwith Annexures thereto for the financial year ended on March 31, 2017.
3. Audited Financial Statements alongwith Auditors' Report thereon for the financial year ended on March 31, 2017 (Standalone and Consolidated)
4. Statutory Registers under the Companies Act, 2013 including the Registers of Directors and Key Managerial Personnel and their shareholdings, the Register of Contracts/ Arrangements in which Directors are interested and Register of Members.
5. Secretarial Audit Report
6. Corporate Governance Report and Compliance Certificate thereon.



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Mr. Pankaj Parkhiya, Company Secretary & Compliance Officer welcomed the members and all the Directors on the dias to the 30th Annual General Meeting on behalf of the Company and requested Mr. Manhar R. Bhansali, Chairman of the Company to address the meeting.

Mr. Manhar R. Bhansali chaired the proceedings of the meeting.

The Chairman called the meeting to order as requisite quorum was present. The Chairman introduced the Directors present at the meeting.

Mr. Pannkaj C Ghadiali, Independent Director and Mr. Ajay M. Khatlawala, Independent Director and Chairman of Audit Committee and Nomination & Remuneration Committee could not attend the meeting due to pre-occupations.

The Chairman informed that, he has been authorised by Mr. Ajay M. Khatlawala, the Chairman of Nomination and Remuneration Committee and Dr. R. Srinivasan has been authorised by Mr. Ajay M. Khatlawala, the Chairman of Audit Committee to attend this AGM on his behalf.

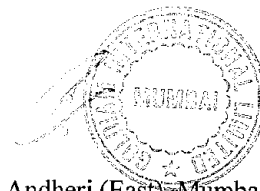
Thereafter the Chairman gave an overview of the business operations & performance of the Company for the financial year ended March 31, 2017 and quarter ended June 30, 2017 as a part of his speech.

The Chairman informed the members that pursuant to provisions of the Companies act, 2013, Rules framed thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulation 2015, the Company had extended the remote e-voting facility to the member of the Company in respect of resolutions to be passed at the meeting. The remote e-voting commenced at 09.00 a.m. on September 24, 2017 and ended at 5.00 p.m. on September 26, 2017.

He further informed that the facility for voting through Poll was made available at the meeting for Members who had not cast their vote through remote e-voting. The Board of Directors had engaged the services of Central Depository Services India Limited (CDSL) as the agency to provide e-voting facility and had appointed Mr. Rajnikant Shah, Practicing Company Secretary as the Scrutinizer for the purpose of scrutinizing the Poll and remote E-voting process.

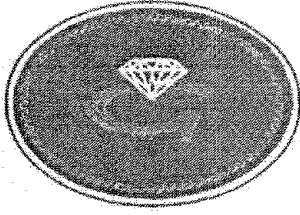
With the consent of the members present, the notice convening the 30th Annual General Meeting, Directors' Report of the Company and Auditors Report for the Financial Year ended March 31, 2017 were taken as read.

Thereafter, all the agenda items specified in the Notice were taken up and the floor open for discussions. The following agenda items as per Notice were transacted at the Meeting:-



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Ordinary Business	
1.	Adoption of Audited Balance Sheet Standalone and Consolidated as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2.	Confirm the interim dividend of ₹2/- (i.e. 20%) per Equity Share declared for FY 2016-17.
3.	Re-appointment of Mr. Manhar R. Bhansali (DIN 00058699) as Director who retires by rotation.
4.	Appoint M/s. J.D. Zatakia & Co., Chartered Accountants as statutory auditors in place of the retiring auditors, M/s. Pulindra Patel & Co. and to fix their remuneration. (Profile of M/s. J.D. Zatakia & Co. Chartered Accountants is enclosed herewith an Annexure-1)
Special Business	
5.	Re-appoint Dr. Raghavachari Srinivasan (DIN: 00003968) as Independent Director of the Company for a second term of four years. (Profile of Dr. Raghavachari Srinivasan is enclosed herewith an Annexure-2)
6.	Appoint Mr. Pannkaj C Ghadiali (DIN 00003462) as an Independent Director. (Profile of Mr. Pannkaj C Ghadiali is enclosed herewith an Annexure-2)
7.	Approve to change in place of keeping and inspection of registers, returns etc.

The members were requested to give their views/comments on the agenda items. All the queries raised by the members were clarified by the Chairman and Senior Management team.

The Chairman ordered a Poll to be taken at the meeting and requested Mr. Rajnikant Shah, Scrutinizer to oversee orderly conduct of the Voting.

The Chairman informed that the details of voting results (E-voting and Poll) alongwith consolidated Scrutinizers Report on the above resolutions shall be placed on the website of the Company and CDSL and shall also be communicated to the Stock Exchanges within the time prescribed under law.

You are requested to take the note of the same.

Thanking you,

Yours faithfully,

For **Goldiam International Limited**


Pankaj Parkhiya
Company Secretary



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Brief Introduction:

J. D. Zatakia & Co is a Practicing Chartered Accountant firm established in the year 1976. The firm renders comprehensive professional services in following important areas.

- Independent Audit and Assurances (Statutory Audits)
- Internal Audits
- Tax Consultancy and representation before Tax Authorities
- Tax Audits
- Service Tax Consultancy Support
- Legal & Secretarial Support
- Stock Audits
- Statutory Compliance Review Services

The firm has well Qualified, trained and experienced staff. The total employee strength of the firm is fifteen including that of consultants and Article trainees. The average age of the employee as a whole is thirty three years.

The Firm is also **Peer Review Compliant** as per guide lines of The Institute of Chartered Accountants of India. The last certificate was received in the month of July 2016.

Our Firm Registration Number: 111777W

Industries We Serve:

The Firm provides professional and other services to a large number of reputed Companies. Decades long association with a large number of clients constitute the firm's credentials.

Engagements for the clients include audit and assurance services, reviews, Tax advisory services, personnel recruitment, stock audits, Internal Audit, legal and statutory support and certification of financial statements and Arbitration. The firm is practicing in following major sectors.

- Diamond & Jewellery Industry
- Spice & Dry Fruit Industry
- Iron and Steel Trading Firms & Companies
- Hospitals
- Electronic Trading and Manufacturing Companies
- Hospitality and Leisure Industry
- Public Charitable Trust
- Infrastructure Sector
- Service Industries
- Construction and Real Estate Companies

We have currently more than 300 files consisting of corporate and non-corporate clients including 3 Listed Companies, LLP, Partnership Firms and Individuals.

Work Analysis:

- Handling Statutory and Internal Audit in Mumbai and outside Mumbai of various clients having turn-over between 25 crores to 1250 crores.
- The dedication and commitment to work and to render best professional services to the clients always help in solving all problems and complying various statutory requirements.
- Monthly reminders and constant follow up with all clients for their duties to comply various provisions of laws.
- Regular meeting and training to staff to discuss various issues faced at the time audits and other works and to find out best solutions.
- Excellent relation with clients, knowledge of organisation, staff and other related Departments which help in resolving various issues.
- Expertise in efficiently handling scrutiny assessments of corporate and non-corporate clients with good relation with Department.
- Regularly attending Seminars, workshop conducted by various organisations like Institute of C.A., Bombay Chartered Accountant Society, Study Circles etc.

Social Activities:

- Hon.Secretary of Ghatkopar Jolly Gymkhana since last 15 years looking after finance, accounts, statutory and administration matters.

- Hon.Secretary of Shree Nagher Samaj from 1980 to 2015 i.e. 35 years. Looking after Charitable Hospital, Community Halls, Educational, Medical and other helps to needy persons.

- Since 1983 member of Lions Club. At present District Chairman of Trust and Taxation Committee.

- Managing Trustee of Smt. Urvashi Jitendra Zatakia Memorial Foundation and Trustee of Ghatwad Secondary High School.

- Members of number of Institutions and Organisations with good public relationship.

Our Commitment:

We are highly committed towards rendering best possible services to our clients.

Annexure-2. Annual Report 2016-17

Profile of the Directors seeking re-appointment / appointment

Name	Dr. Raghavachari Srinivasan (DIN: 00003968)	Mr. Pannkaj C Ghadiali (DIN 00003462)
Date of Birth	May 30, 1931	May 8, 1958
Nationality	Indian	Indian
Date of Appointment	May 2, 2002	November 12, 2016
Qualifications	Ph.D., CAIIB, FIB Doctorate in Banking and Finance from Bombay University and is an Associate & Fellow Member of Indian Institute of Banking & Finance	B.Com, B.G.L., F.C.A., ICWA, DISA
Expertise in specific functional area	Possesses rich experience of over 40 years in the banking industry. During his career, he held various positions in banks and finally as Chairman and Managing Director in various reputed banks and its subsidiaries like Bank of India, Allahabad Bank, New Bank of India, Bank of India Finance Limited etc. He played curcial role in set up Foreign Exchange Department of New Bank of India and Andhra Bank. He was Chairman of Indian Banks Association for several years, a director of IDBI, Discount & Finance House of India, New India Assurance Co. Ltd., Agricultural Finance Corporation of India etc., He was also on various high level Committees constituted by RBI. He started a consultancy firm "Srinivasan & Associates" from April 1992, this firm specializes in Banking, Finance and Capital Market consultancy services.	Practicing Chartered Accountant since 1979. Presently Managing Partner of P C Ghadiali and Co. LLP and specializing in Direct & Indirect Tax, Information Technology, etc. Was Chairman of Western India Regional Council of The Institute of Chartered Accountants of India for the year 1988-89.
Directorships held in other Indian Public Companies (excluding Foreign Companies and Section 8 Companies)	1. Graphite India Limited 2. McLeod Russel India Limited 3. Williamson Magor & Co. Ltd. 4. J. Kumar Infracore Limited 5. K.P.R. Agrochem Limited 6. Goldiam Jewellery Limited	NIL
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit and Shareholders' / Investor Grievance Committees)	<ul style="list-style-type: none"> • Graphite India Ltd. – Member-Audit Committee • McLeod Russel India Limited- Chairman-Audit Committee • Williamson Magor & Co. Limited-Member-Audit Committee • Goldiam Jewellery Limited-Member-Audit Committee 	NIL
Number of Shares held	NIL	NIL
Relationships between Directors inter-se	—	—