

Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

** Dr. Raghavachari Srinivasan was appointed as Independent Director at the 30th Annual General Meeting held on September 27, 2017 for second term of Four(4) years with effect from September 27, 2017.

*** 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.

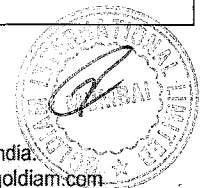
**** Mr. Pannkaj C Ghadiali was appointed as Independent Director at the 30th Annual General Meeting held on September 27, 2017 for First(1) term of Five(5) years with effect from November 12, 2016.

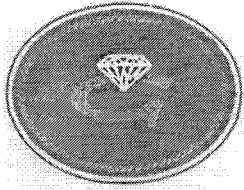
***** The Board of Directors of the Company at its Meeting held on November 25, 2017 appointed Mr. Anmol Rashesh Bhansali as an Additional Director up to ensuing AGM of the Company and further at the same Board Meeting Mr. Anmol Rashesh Bhansali was appointed as Whole-Time Director for 5 years w.e.f. 25-11-2017 subject to approval of Shareholders pursuant to recommendation of Nomination and Remuneration Committee.

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- Executive Chairman
2. Nomination and Remuneration Committee	I. Mr. Ajay M. Khatlawala II. Dr. Raghavachari Srinivasan III. Mr. Pannkaj C Ghadiali	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- Executive Chairman
5. Corporate Social Responsibility Committee	I. Mr. Ajay M. Khatlawala II. Mr. Rashesh M. Bhansali III. Mrs. Tulsi Gupta	Chairman-Independent Member- Executive Chairman Member-NENI
6. Share Transfer Committee	I. Mr. Ajay M. Khatlawala II. Mr. Rashesh M. Bhansali III. Mrs. Tulsi Gupta	Chairman-Independent Member- Executive Chairman Member-NENI

Registered Office



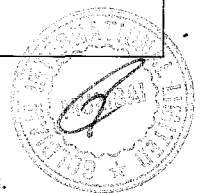


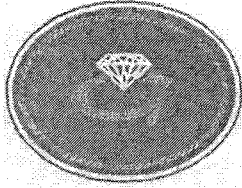
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III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
25 th November, 2017	13 th February, 2018	79 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			
13 th February, 2018	Yes	25 th November, 2017	79 days
Stakeholder Relationship Committee			
13 th February, 2018	Yes	NA	NA
Nomination and Remuneration Committee			
13 th February, 2018	Yes	25 th November, 2017	79 days
Share Transfer Committee			
13 th February, 2018	Yes	28 th November, 2017	76 days
26 th March, 2018	Yes	NA	NA
Corporate Social Responsibility Committee			
13 th February, 2018	Yes	NA	NA
* 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	





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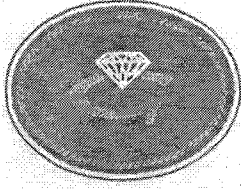
VI. Affirmations

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**
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, 2018

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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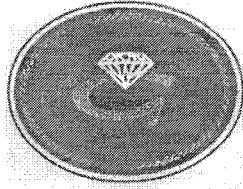
ANNEXURE II

1. Name of Listed Entity: - **Goldiam International Limited**
2. Financial Year ended:- **31st March, 2018 (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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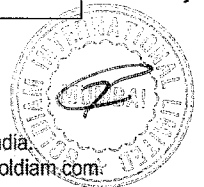


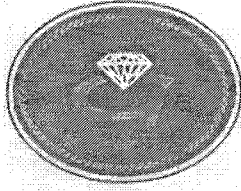
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II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b)&25(6)	Yes
Board composition	17(1)	Yes
Meeting 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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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 been complied.   Pankaj Parkhiya Company Secretary & Compliance Officer Date:-13th April, 2018		

Registered Office