



# Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

## **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

### **PREAMBLE**

Pursuant to Regulations 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia requires the Company to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

### **OBJECTIVE**

The objective of the Familiarisation Programme is:

- to adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to facilitate them to understand the company – its operation, industry and the environment in which it functions.
- to keep informed the directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions.

### **ORIENTATION PROGRAMME UPON INDUCTION OF NEW DIRETORS**

On appointment of new directors, they will be provided Company's corporate profile, the Company's history and milestones, latest Annual Report, Code of Conduct of the Company, Code of Conduct for Prevention of Insider Trading and disclosure practices, various policies of the Company, a detailed appointment letter containing roles and duties etc. A brief introduction of subsidiaries shall also be provided.

The directors will be introduced to all the Board members and the senior management personnel such as Chief Financial Officer, Company Secretary and Various Department heads individually to know their roles in the organization and to understand the information which they may seek from them while performing their duties as a Director. And meeting may be arranged for Independent Directors with aforesaid officials to better understand the business and operation of the Company.

In addition, the directors will be given the terms of reference for the board committees in which they will be acting as the Chairperson or member. During this program, their roles and responsibilities as an Independent director as specified in the Companies Act and other Statues will be explained to them.

#### **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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## **OTHER INITIATIVES TO UPDATE THE INDEPENDENT DIRECTORS ON A CONTINUING BASIS**

As part of continuous updating and familiarization with the Company, every Independent Director will be taken for visits to the factory or manufacturing units and other branch of the company where officials of various departments apprise them of the operational and sustainability aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality etc.. In order to have a smooth relationship with other personnel in the Company, regular periodic meetings may be organized with the Senior Managements apart from the meetings prescribed under the Statutes to better understand the business and operation of the Company.

.The specific roles, duties and rights of the Independent Director as provided in the Companies Act, 2013 and in other statues will be explained to them through Board meeting process or through various modes of communications.

## **DISCLOSURES**

The details of such familiarization programmes shall be disclosed on the Company's website and a web link thereto shall also be given in the Annual Report.

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## Details of Familiarization Programs imparted to Independent Directors:

### FY 2014-15:-

Sr. No.	Name of the Director	No of Programs Attended (Conducted during Board Meeting)		No of Hours Spent	
		FY 2014-15	Cumulative till date	FY 2014-15	Cumulative till date
1	Mr. Ajay Khatlawala	1	1	00.30 Hour	00.30 Hour
2	Mr. Rajesh G. Kapadia	1	1	00.30 Hour	00.30 Hour
3.	Dr. R. Srinivasan	1	1	00.30 Hour	00.30 Hour

### FY 2015-16:-

Sr. No.	Name of the Director	No of Programs Attended (Conducted during Board Meeting)		No of Hours Spent	
		FY 2015-16	Cumulative till date	FY 2015-16	Cumulative till date
1	Mr. Ajay Khatlawala	1	2	00.30 Hour	01.00 Hour
2	Mr. Rajesh G. Kapadia	1	2	00.30 Hour	01.00 Hour

### FY 2016-17:-

Sr. No.	Name of the Director	No of Programs Attended (Conducted during Board Meeting)		No of Hours Spent	
		FY 2016-17	Cumulative till date	FY 2016-17	Cumulative till date
1	Mr. Ajay Khatlawala	1	3	00.15 Hour	01.15 Hour
2	Dr. R. Srinivasan	1	2	00.15 Hour	00.45 Hour
3	Mr. Pannkaj C Ghadiali	1	1	00.15 Hour	00.15 Hour

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## FY 2017-18:-

Sr. No.	Name of the Director	No of Programs Attended (Conducted during Board Meeting)		No of Hours Spent	
		FY 2017-18	Cumulative till date	FY 2017-18	Cumulative till date
1	Mr. Ajay Khatlawala	1	4	0.25 Hour	01.40 Hour
2	Dr. R. Srinivasan	1	3	0.25 Hour	01.10 Hour
3	Mr. Pannkaj C Ghadiali	1	2	0.25 Hour	00.40 Hour

## FY 2018-19:-

Sr. No.	Name of the Director	No of Programs Attended (Conducted during Board Meeting)		No of Hours Spent	
		FY 2018-19	Cumulative till date	FY 2018-19	Cumulative till date
1	Mr. Ajay Khatlawala	1	5	0.20 Hour	02.00 Hour
2	Dr. R. Srinivasan	1	4	0.20 Hour	01.30 Hour
3	Mr. Pannkaj C Ghadiali	1	3	0.20 Hour	01.00 Hour

Date of Board Meeting	No. of Programs/s	Areas which were addressed in the familiarization Programme/s
12 <sup>th</sup> February, 2015	1	Company Overview including its Business Model and the nature of Industry in which Company operates and Performance evaluation of Board, its committees and Individual Directors
10 <sup>th</sup> February, 2016	1	Statutory updates including Role and Responsibility of Independent Directors and Performance evaluation of Board, its committees and Individual Directors
13 <sup>th</sup> February, 2017	1	Operations Review, Financial updates and Performance evaluation of Board, its committees and Individual Directors

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13 <sup>th</sup> February, 2018	1	Performance evaluation of Board, its committees and Individual Directors, updates on Companies Amendment Act, 2017 including Role and Responsibility of Independent Directors
13 <sup>th</sup> February, 2019	1	Operations Review, Financial updates and Performance evaluation of Board, its committees and Individual Directors

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