

*Annual Report*  
**2016-2017**



**Goldiam  
International  
Limited**

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY



## BOARD OF DIRECTORS

<b>Manhar R. Bhansali</b>	<i>Chairman - Non-Executive</i>
<b>Rashesh M. Bhansali</b>	<i>Vice-Chairman &amp; Managing Director</i>
<b>Ajay M. Khatlawala</b>	<i>Director - Independent</i>
<b>Dr. R. Srinivasan</b>	<i>Director - Independent</i>
<b>Pannkaj C Ghadiali</b>	<i>Director - Independent (Appointed w.e.f. November 12, 2016)</i>
<b>Tulsi R. Bhansali</b>	<i>Non-Executive Non - Independent Director (Appointed w.e.f. August 12, 2016)</i>

## BOARD COMMITTEES

### Audit Committee

Ajay M. Khatlawala  
Dr. R. Srinivasan  
Pannkaj C Ghadiali  
Rashesh M. Bhansali

### Stake Holder Relationship Committee

Dr. R. Srinivasan  
Rashesh M. Bhansali  
Ajay M. Khatlawala

### Company Secretary & Compliance Officer

Pankaj J. Parkhiya

## AUDITORS

Pulindra Patel & Co., Chartered Accountants

## BANKERS

The Hongkong & Shanghai Banking Corporation Ltd.  
YES Bank Limited  
Standard Chartered Bank  
Punjab National Bank  
Kotak Mahindra Bank Limited  
Citibank N.A.

## REGISTERED OFFICE

Goldiam International Limited  
CIN: L36912MH1986PLC041203  
Gems & Jewellery Complex, MIDC,  
SEEPZ, Andheri (East), Mumbai - 400 096  
Website: [www.goldiam.com](http://www.goldiam.com) E-mail: [goldiam@vsnl.com](mailto:goldiam@vsnl.com)

## DIAMOND PROCUREMENT OFFICE

The Capital Office No. 1107, A Wing,  
11th Floor, Plot No. C-70, G Block,  
Bandra (East), Mumbai 400051.

## REGISTRAR AND TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd.  
C-101, 247 Park, L. B. S. Marg,  
Vikhroli (West), Mumbai - 400 083  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

## Corporate Social Responsibility Committee

Ajay M. Khatlawala  
Manhar R. Bhansali  
Rashesh M. Bhansali

## Share Transfer Committee

Manhar R. Bhansali  
Rashesh M. Bhansali  
Ajay M. Khatlawala

## Listing

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

National Stock Exchange of India Limited  
"Exchange Plaza", Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051

## Contents:

Notice .....	2
Board Report .....	11
Management Discussion and Analysis .....	38
Report on Corporate Governance .....	40
Auditors' Report .....	53
Balance Sheet .....	58
Profit and Loss Account .....	59
Cash Flow statement .....	60
Significant Accounting Policies .....	61
Notes on Financial Statements .....	65
Auditors' Report on Consolidated Accounts .....	85
Consolidated Balance Sheet .....	90
Consolidated Statement of Profit / Loss Account .....	91
Consolidated Cash Flow Statement .....	92
Significant Accounting Policies on Consolidated Accounts .....	93
Notes on Consolidated Financial Statements .....	97
Summary of financial information of Subsidiary companies .....	120

## **GOLDIAM INTERNATIONAL LIMITED** **CIN: L36912MH1986PLC041203**

Registered Office Address: Gems & Jewellery Complex, M.I.D.C., SEEPZ, Andheri (East), Mumbai – 400 096.

Tel: (022) 2829 1893, 2829 0396, 2829 2397 | Fax: (022) 2829 2885, 2829 0418

Email: [goldiam@vsnl.com](mailto:goldiam@vsnl.com) | Website: [www.goldiam.com](http://www.goldiam.com)

## **NOTICE**

NOTICE is hereby given that the THIRTIETH ANNUAL GENERAL MEETING of the Members of GOLDIAM INTERNATIONAL LIMITED will be held on Wednesday, September 27, 2017 at 11.00 a.m. at TRIBUNE 1' Banquet Hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai-400093 to transact the following business:

### **ORDINARY BUSINESS:**

#### **1. Adoption of annual audited Financial Statement and Reports thereon**

To receive, consider and adopt:

- a. the audited Standalone financial statement of the Company for the financial year ended March 31, 2017, the Reports of Directors and Auditors thereon, and
- b. the audited consolidated financial statement of the Company for the financial year ended March 31, 2017.

#### **2. Declaration of Dividend**

To confirm the interim dividend of ₹ 2/- (i.e. 20%) per Equity Share declared on 24945996 Equity share(s) of face value of ₹ 10/- each already paid for the Financial Year ended March 31, 2017.

#### **3. Appointment of Director in place of those retiring by rotation**

To appoint a Director in place of Mr. Manhar R. Bhansali (DIN 00058699) who retires by rotation and, being eligible, offers himself for re-appointment.

#### **4. Appointment of Statutory Auditors**

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, Messrs J.D. Zatakia & Co., Chartered Accountants registered with the Institute of Chartered Accountants of India

(ICAI) vide registration number 111777W, be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors, Messrs Pulindra Patel & Co., Chartered Accountants, for a term of five years commencing from the conclusion of this 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus service tax, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors;

**RESOLVED FURTHER THAT** the appointment of Messers J.D. Zatakia & Co., Chartered Accountants, as the Auditors of the Company shall be subject to ratification by Membrs of the Company at every subsequent Annual General Meeting (as applicable under the Companies Act, 2013) held after this meeting.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Mr. Pankaj Parkhiya, Company Secretary be and are hereby severally authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

### **SPECIAL BUSINESS**

#### **5. To re-appoint Dr. Raghavachari Srinivasan (DIN 00003968) as an Independent Director**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Section 149, 152 of the Companies Act, 2013 (“the Act”) and such other applicable provisions, if any, of the Act and the Rules made thereunder, read with Schedule IV of the Act, Dr. Raghavachari Srinivasan (DIN: 00003968), whose term of office expires at this 30th Annual General Meeting, be and is hereby re-appointed as an Independent Director, for a further term of four consecutive years commencing from the conclusion of this 30th Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company.”

## 6. To appoint Mr. Pannkaj C Ghadiali (DIN 00003462) as an Independent Director

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pannkaj C Ghadiali (DIN: 00003462), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. November 12, 2016 pursuant to provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this 30th Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the said Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years with effect from November 12, 2016 and that he shall not be liable to retire by rotation.”

## 7. Change in place of keeping and inspection of registers, returns etc.

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**“RESOLVED THAT** with the relocation of the office of Link Intime (India) Private Limited, Registrar and Transfer Agent of the Company (RTA) from C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (W), Mumbai-400 078 to C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083, with effect from 25th February 2017, approval of members be and is hereby given to place the Registers and Returns as maintained by the Company under Section 88 of the Companies Act, 2013 read with Rule 5(2) of Companies (Management and Administration) Rules, 2014, at the new office of Link Intime (India) Private Limited.”

By Order of the Board of Directors

Place: Mumbai  
Date: May 26, 2017

**Pankaj Parkhiya**  
**Company Secretary**

Regd. Office:  
Gems & Jewellery Complex,  
M.I.D.C., SEEPZ, Andheri (E),  
Mumbai - 400 096.

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING” OR “AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

2. The details of the Directors proposed to be appointed/re-appointed, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is attached to this Notice.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from **Monday, September 18, 2017 to Wednesday, September 27, 2017 (both days inclusive)** for annual closing.
5. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Members who have not yet encashed their final and/or interim dividend for the financial year 2009-2010, 2010-2011, 2011-2012, 2012-2013, 2013-2014, 2014-15, 2015-2016 and 2016-2017 are requested to approach the Company or the Company's Registrar

and Transfer Agents, M/s. Link Intime India Pvt. Ltd. The details of unpaid dividend is also available on the website of the Company [www.goldiam.com](http://www.goldiam.com)

Further pursuant to the provisions of Section 124(6) of the Companies Act, 2013, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Investor Education and Protection Fund established by the Government. Members who have not yet encashed their final and/or interim dividend warrant(s) for seven consecutive years are requested to approach the Company or Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd.

6. Members are requested to notify immediately any change in their address or bank account particulars:

- To the Registrar and Transfer Agents of the Company for shares held in physical form; and
- Directly to their respective Depository Participants with whom they are maintaining their demat accounts and not to the Company/Registrar and Transfer Agents, for shares held in electronic form.

7. Non-Resident Indian Members are requested to inform M/s. Link Intime India Private Limited immediately of :

- Change in their residential status on return to India for permanent settlement.
- Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

8. In all correspondences with the Company, members holding shares in physical form are requested to quote their Folio numbers and those holding shares in electronic form are requested to quote their DP ID number and Client ID number.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd.

10. Members desirous of obtaining any information concerning the accounts are requested to write to the Company at least 10 days before the date of the meeting so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.

11. In terms of Section 101 and 136 of the Companies Act, 2013 read together with Rules made thereunder, the copy of the Annual Report including Financial

Statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with the Company or with the share transfer agent of the Company or with their respective Depository Participants (s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode. To support the 'Green Initiative', the Members who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email addresses with the Registrar & Transfer Agent of the Company.

12. Members may also note that the copy of Annual Report will also be available on the Company's website [www.goldiam.com](http://www.goldiam.com).

13. All documents referred to in the accompanying Notice and the Explanatory Statement, and other statutory register shall be open for inspection at the Registered Office of the Company between (11.00 am to 1.00 pm) on all working days except Sunday and public holiday up to and including the date of the Annual General Meeting of the Company.

14. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their copies of Annual Report with them along with the Attendance slip duly signed and completed quoting their Folio No., in case shares are held in physical form or their DP ID number and Client ID number in case the shares are held in electronic form.

15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013; and the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

16. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.

17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Pvt. Ltd., for consolidation into a single folio.

#### **18. Voting through electronic means**

Pursuant to provisions of section 108 and any other applicable provisions of the Companies Act,

2013, if any, read with Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide its members with the facility of “remote e-voting” (e-voting from a place other than venue of the AGM), to enable them to cast their votes for the businesses to be transacted at the 30th AGM of the Company. The Company has entered into an agreement with Central Depository Services (India) Ltd. (CDSL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the venue of the AGM, apart from the remote e-voting facility provided prior to the date of AGM. The members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote by remote e-voting

prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.

## The Instructions for members for voting electronically are as under:-

- (A) The voting period begins on September 24, 2017 at 9.00 a.m. and ends on September 26, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (B) In case of members receiving e-mail:
  - i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - ii) Now click on “Shareholders” to cast your votes.
  - iii) Now Enter your User ID

	For members holding shares in Demat form	For members holding shares in Physical form
User-ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 Digit beneficiary ID	Folio Number registered with the Company.

- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip in the PAN field.</li> </ul>
Date of Birth (DOB) OR Dividend Bank Details	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format OR Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password

field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant Company i.e. Goldiam International Limited on which you choose to vote.
- xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xviii) Note for Non-Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).  
  
The voting right of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date September 20, 2017.
- xx) The Company has appointed Mr. Rajnikant Shah, Practising Company Secretary (Membership No. 1629 COP No. 700), as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, during the remote e-voting and voting at the AGM, not later than three days of conclusion of the meeting, to the Chairman or a person, authorized by him in writing. The Chairman or a person, authorized by him in writing, shall declare the results of the AGM forthwith. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.goldiam.com](http://www.goldiam.com) and on the website of CDSL and shall be communicated to the Stock Exchanges.

By Order of the Board of Directors

**Pankaj Parkhiya**  
Company Secretary

Place: Mumbai

Date: May 26, 2017

Regd. Office:  
Gems & Jewellery Complex,  
M.I.D.C., SEEPZ, Andheri (E),  
Mumbai - 400 096.



## STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:-

### Item No.5

As per the provisions of Section 149, Section 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, the Company had appointed Dr. Raghavachari Srinivasan (DIN: 00003968) as Independent Director as per the requirement of the Companies Act, 2013 at the 27th Annual General Meeting of the Company held on September 30, 2014 for a term of 3 years upto the conclusion of this 30th Annual General Meeting.

Since, Dr. Raghavachari Srinivasan (DIN: 00003968), Independent Director of the Company has completed one term, he is further eligible for re-appointment for one more term.

The Performance evaluation of the Independent Directors were conducted by the entire Board (excluding the Director being evaluated) on the basis of criterias such as Transparency, Performance, participation in formulation of business strategy, risk implication and ability to take balanced decisions regarding stakeholders, etc.

Accordingly, based on the performance evaluation of the Independent Directors, the Nomination & Remuneration Committee and Board of Directors of the Company at their meeting held on May 26, 2017, have approved and recommended the reappointment of the aforesaid Independent Director, for a second term as provided in the resolution, and he shall not be liable to retire by rotation at the Annual General Meeting as provided under Section 152(6) of the Companies Act, 2013.

The Company has received declarations from Dr. Raghavachari Srinivasan, Independent Director confirming that he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the said Act for reappointment as Independent Director.

The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the candidature for appointment of aforesaid Independent Director.

The brief profile of Dr. Raghavachari Srinivasan is mentioned under "PROFILE OF DIRECTORS" forming part of this Notice and details of remuneration paid/payable are as provided in the Corporate Governance Report forming part of the Annual Report for 2016-17.

The Board recommends the Resolution as set out in item no. 5 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Dr. Raghavachari

Srinivasan, is in any way concerned or interested in the Resolutions, as set out in item no. 5 of the Notice.

### Item No.6

Mr. Pannkaj C Ghadiali (DIN: 00003462), aged about 58 years, was appointed as an additional Director of the Company at the Board Meeting held on November 12, 2016 on the recommendation of the Nomination and Remuneration Committee. In terms of Section 161 of the Companies Act, 2013, he holds office up to the date of the Thirtieth Annual General Meeting.

The Board of Directors approved the aforesaid appointment of Mr. Pannkaj C Ghadiali based on the recommendation of the Nomination and Remuneration Committee, pursuant to Section 178 of the Companies Act, 2013 and Rules framed thereunder and also in terms of the Nomination and Remuneration Policy of the Company.

The Company has obtained from Mr. Pannkaj C Ghadiali his consent in Form DIR-2 to act as Director and also received intimation in Form DIR-8 to the effect that he is not disqualified to be appointed as a Director in any Company. The Company has received Notice in writing under Section 160 of the Companies Act, 2013, from a Member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Pannkaj C Ghadiali as Director of the Company.

Brief resume of Mr. Pannkaj C Ghadiali, nature of his experience in specific functional area, names of companies in which he holds Directorships and Membership/Chairmanship of Board Committees, etc. are mentioned under "PROFILE OF DIRECTORS" forming part of this Notice and details of remuneration paid/payable are as provided in the Corporate Governance report forming part of the Annual Report for 2016-17. Mr. Pannkaj C Ghadiali does not hold any Equity Share in the Company.

The Board considers that association of Mr. Pannkaj C Ghadiali will be immense benefit to the Company and it would be prudent to appoint Mr. Pannkaj C Ghadiali on the Board of Directors of the Company. As a Director of the Company, Mr. Pannkaj C Ghadiali shall not be liable to determination by retirement of Directors by rotation at Annual General Meetings. Accordingly, the Board recommends Resolution No.6 for approval by the Members.

Except Mr. Pannkaj C Ghadiali, no other Director or key Managerial Personnel of the Company or their relatives is concerned or interested in Resolution No.6 as contained in the Notice.

# Goldiam International Limited

## Item No.7

Your Company's Registrar and Transfer Agent, M/s.Link Intime (India) Pvt. Ltd. (Link Intime) has shifted their Registered Office and place of operations/business from C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (W), Mumbai-400 078 to C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083, with effect from February 25, 2017. Thus all the Registers of the Company to be maintained under Section 88 of the Companies Act, 2013 and which were kept at the erstwhile premises are now being maintained at the new premises.

Approval of Members, by way of Special Resolution, is being sought for keeping of the Registers, Returns, etc. in the new premises of Link Intime in terms of Section 88 of the Companies Act, 2013 read with Rule 5(2) of Companies (Management and Administration) Rules, 2014. The Board recommends the Special Resolution as set out in Item No. 7 of the accompanying Notice, for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the proposed resolution.

## DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING:-

### Profile of Mr. Manhar R. Bhansali (DIN 00058699)

Name	<b>Mr. Manhar R. Bhansali (DIN 00058699)</b>
Date of Birth	September 20, 1941
Nationality	Indian
Date of Appointment	October 10, 1986
Qualifications	Under Graduate
Expertise in specific functional area	Entered in the diamond business more than 4 decades ago. He is having extensive knowledge & experience in Diamond Business and engage in Manufacturing, Trading and Jewellery exports.  M/s. M. R. Bhansali group is well known group in the Diamond market. He is driving force behind the success of the Company and his contribution to the enhancement of the Indian Gems & Jewellery Industry is unparalleled.  Mr. Manhar Bhansali also honored with the prestigious "Pioneer of the year" Award instituted by IDCA (Indian Diamond & Colorstone Association), New York.
Directorships held in other Indian Public Companies (excluding Foreign Companies and Section 8 Companies)	<ul style="list-style-type: none"> <li>• Diagold Designs Limited</li> <li>• Goldiam Jewellery Limited</li> </ul>
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit and Shareholders'/Investor Grievance Committees)	—
Number of Shares held in the Company	71,03,428
Relationships between Directors inter-se	Mr. Rashesh M. Bhansali, Vice Chairman & Managing Director— Son Ms. Tulsi R. Bhansali - Non Executive Non Independent Director – Son Daughter