



Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

May 24, 2023

To, BSE Limited PhirozeJeejeebhoy 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: Submission of revised Annual Secretarial Compliance Report for year ended March 31, 2023 pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements), 2015

With reference to the above and further to our letter dated May 22, 2023, please find enclosed herewith the copy of revised Annual Secretarial Compliance Report for year ended March 31, 2023 issued by Rajnikant N Shah, Practicing Company Secretary pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), 2015.

Kindly take the above on record and oblige.

Yours faithfully,
For **Goldiam International Limited**

Pankaj Parkhiya
Company Secretary & Compliance Officer

Encl.:- As above

Registered Office

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

Phones: (022) 28291893/28290396/28292397 Fax : (022) 28292885 Email:- investorrelations@goldiam.com

Website: www.goldiam.com

R. N. SHAH & ASSOCIATES
Company Secretaries

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E-mail : rnshah1954@yahoo.com
Website: rnshahassociates.com

Rajnikant N. Shah

B. Com. (Hons.); LL.B. (Gen.); F.C.S.

OFFICE:

Office No. 306, Apollo Complex,
R. K. Singh Marg, Off. Parsi
Panchayat, Old Nagardas Road,
Andheri (East),
Mumbai – 400 069.

Date : 20th May, 2023

To,
The Members,
GOLDIAM INTERNATIONAL LIMITED,
Gems & Jewellery Complex,
M. I. D. C., SEEPZ,
Mumbai-400096.

Sir/Madam,

Annual Secretarial Compliance Report for the Financial Year 2022-23

We have been engaged by **Goldiam International Limited** (hereinafter referred to as ‘the Company’) bearing CIN: **L36912MH1986PLC041203** whose equity shares, are listed on National Stock Exchange of India Limited (NSE) and/or BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as amended, read with SEBI’s Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon. Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

For R. N. SHAH & ASSOCIATES
COMPANY SECRETARIES

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NAROTTAMDAS
SHAH
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RAJNIKANT NAROTTAMDAS
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(RAJNIKANT N. SHAH)

Proprietor

F.C.S. 1629

C. P. No. 700

Peer Review Certificate No. 919/2020

UDIN: F001629E000341342

PLACE: Mumbai
DATED: 20th May, 2023

R. N. SHAH & ASSOCIATES
Company Secretaries

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Rajnikant N. Shah

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Panchayat, Old Nagardas Road,
Andheri (East),
Mumbai – 400 069.

ANNUAL SECRETARIAL COMPLIANCE REPORT OF GOLDIAM INTERNATIONAL LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023.

I Rajnikant N. Shah have examined:

- (a) all the documents and records made available to us and explanation provided by **GOLDIAM INTERNATIONAL LIMITED (“the listed entity”)**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2023 in respect of compliance with the provisions of:
 - (i) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (ii) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) SEBI (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;
- (g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (i) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013;
- (j) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (k) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016;

And circulars/ guidelines issued thereunder.

I/ We hereby report that, during the Review Period the compliance status of the listed entity is appended below;

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<u>Secretarial Standard:</u> The compliances of listed entities are in accordance with the Auditing Standards issued by ICSI, namely CSAS-1 to CSAS-3.	Yes	None
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations / circulars/ guidelines issued by SEBI. 	Yes	None
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website. 	Yes	None
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	None
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes	None
6.	<u>Preservation of Documents:</u> The listed entity is preserving and	Yes	None

	maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	None
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.	Yes	None
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges. (Including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. Regulation 13(3) delayed-submission of the statement on shareholder complaints within the Period prescribed under this	Yes	BSE India Ltd. imposed fine of Rs. 22,000/- for delay of 22 days, which the Company has paid.

	regulation or under any circular issued in respect of redressal of Investor grievances with BSE INDIA LTD. for quarter ended 31st December, 2022.		
12.	<u>Additional Non-compliances, if any:</u> No any additional Non-Compliance observed for all SEBI regulations / circulars / guidance notes, etc.	NA	None

(a) Listed entity has complied with the provisions of above Regulations/circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviation	Action Taken by and Type of Action	Details of Violation	Fine Amount (Rupees)	Observations/ Remarks of the Practicing Company Secretary	Management Responses	Remarks
	Regulation 13(3) of SEBI (LODR) Regulations, 2015 for Submission of the statement on shareholders complaints for the quarter ended 31 st December, 2022 with BSE India Ltd. by 21 st January, 2023.	Regulation 13(3) Of SEBI (LODR) Regulations, 2015	Delay of 22 days in filing with BSE India Ltd.	Rs. 1,000/- per day till the date of compliance.	Delayed filing of 22 days with BSE India Ltd.	22,000	Company has paid Fine imposed by BSE India Ltd.	The Board took note that inadvertently the Company failed to file Investors Complaints Report in XBRL format on BSE portal, however the same was filed with NSE.	Non-submission

(b) Listed entity has taken following actions to comply with the observations made in previous reports: **Not Applicable**

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviation	Action Taken by and Type of Action	Details of Violation	Fine Amount (Rupees)	Observations/ Remarks of the Practicing Company Secretary	Management Responses	Remarks

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**For R. N. SHAH & ASSOCIATES
COMPANY SECRETARIES**

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NAROTTAMDAS
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Proprietor

F.C.S. 1629

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**PLACE: Mumbai
DATED: 20th May, 2023**