

Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

September 11, 2012

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Dear Sirs,

Sub: Proceedings of Annual General Meeting
Ref: Company Code No. 526729

Please find enclosed herewith proceedings of the Annual General Meeting of Goldiam International Limited held on August 14, 2012.

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For **GOLDIAM INTERNATIONAL LIMITED**

Anita Kate

ANITA KATE
COMPANY SECRETARY
Encl:a/a



MINUTE BOOK

PAGE NO. _____

HELD AT _____ ON _____ TIME _____

MINUTES OF THE 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF GOLDIAM INTERNATIONAL LIMITED HELD ON TUESDAY, THE 14TH DAY OF AUGUST, 2012 AT 2.30 P.M. AT "TRIBUNE 1", BANQUET HALL, 6TH FLOOR, HOTEL TUNGA INTERNATIONAL, M.I.D.C. CENTRAL ROAD, ANDHERI (EAST), MUMBAI -400 093.

PRESENT:

- | | |
|----------------------------|---|
| 1. Mr. Manhar R. Bhansali | Chairman & Managing Director & Members |
| 2. Mr. Rashesh M. Bhansali | Vice Chairman & Managing Director & Members |
| 3. Mr. Rajesh G. Kapadia | Director |
| 4. Mr. Ajay M. Khatlawala | Director & Members |
| 5. Dr. R. Srinivasan | Director |

Total 32 members either in person or through proxy were present, representing total number of 1,43,79,985 equity shares.

IN ATTENDANCE:

- | | |
|--------------------------|---|
| 1. Ms. Anita Kate | Company Secretary |
| 2. Mr. Pulindra M. Patel | Chartered Accountants, Statutory Auditors |

QUORUM:

The Chairman informed that the quorum required for the meeting was present.

PROXIES:

The Chairman informed the members that the Company had received 10 valid proxies representing 14369079 equity shares.

REGISTER OF DIRECTORS' SHAREHOLDING:

The Chairman informed the members that the Register of Directors' Shareholding, as required under the Companies Act, 1956, was open for inspection by the members.

CHAIRMAN'S SPEECH:

The Chairman, while welcoming the members to the 25th Annual General Meeting, briefed the members about the financial performance of the Company during the financial year 2011-2012.

NOTICE:

With the consent of the members, the Notice dated 26th May, 2012 convening the 25th Annual General Meeting was taken as read.


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

DIRECTORS' REPORT AND ANNUAL ACCOUNTS:

The Directors' Report and the Audited Annual Accounts for the year ended on 31st March, 2012 were taken as read with the permission of the members.

AUDITORS' REPORT:

The Chairman asked Ms. Anita Kate, Company Secretary, to read out the Auditors' Report. Ms. Anita Kate, Company Secretary, read out the Auditors' Report.

Thereafter, the Chairman took out the agenda of the meeting for consideration.

1. The Chairman then moved the following resolution as an Ordinary resolution:

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2012, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon be and are hereby approved and adopted."

Mr. Hemal Marfatia seconded the resolution.

The Chairman then invited queries on the Annual Accounts and Directors' Report. Few questions were raised regarding the projections for the next year, effect of the slowdown in the U.S. and European markets on the revenue of the Company, performance of the Company as compared to others in the Industry, the increase in the expenses etc. The members' queries were suitably and satisfactorily replied to by the Chairman.

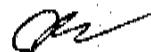
Thereafter, the resolution approving and adopting the Audited Annual Accounts and the Reports of the Directors and the Auditors thereon was put to vote by show of hands and was unanimously passed:

2. Proposed by Mr. Hemal Marfatia and seconded by Mr. Mahesh Makhija, the following resolution declaring final dividend for the financial year ended 31st March, 2012 was passed unanimously:

"RESOLVED THAT Dividend @ ₹0.40/- per equity share of ₹10/- each for the financial year 2011-2012 be and is hereby declared on 2,49,45,996 equity shares of the Company and the same be paid to those members whose names appear in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged on or before 31st July, 2012 and to those whose names appear in the beneficiary list as per the details furnished by the Depositories as at the close of the business hours on 31st July, 2012."

3. Proposed by Ms. Chandrika Parikh and seconded by Mr. Vinay Bhide, the following resolution re-appointing Mr. Manhar R. Bhansali as a Director was unanimously passed as an Ordinary Resolution:

"RESOLVED THAT Mr. Manhar R. Bhansali, Director, who retires by rotation, but being eligible offers himself for re-appointment, be and is hereby re-appointed."



CHAIRMAN'S INITIALS

MINUTE BOOK

PAGE NO. _____

HELD AT _____

ON _____

TIME _____

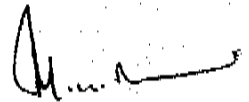
4. Proposed by Mr. Hemal Marfatia and seconded by Mr. Nimesh Shah, the following resolution re-appointing M/s. Pulindra Patel & Co., Chartered Accountants, as the Statutory Auditors of the Company was unanimously passed as an Ordinary Resolution:

"RESOLVED THAT M/s. Pulindra Patel & Co., Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration (exclusive of out of pocket expenses, if any) as may be decided by the Audit Committee with the consent of the Auditors."

VOTE OF THANKS:

There being no other business, the meeting concluded with a vote of thanks to the chair. The Chairman thanked the members for their active participation in the meeting.

MUMBAI
DATE: 10/09/2012



CHAIRMAN

CHAIRMAN'S INITIALS