

Golddian International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

October 1, 2014

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

Dear Sir,

Sub: Voting Results under Clause 35A of the Listing Agreement

Ref: Company Code No. 526729

With reference to captioned subject following are the voting results of business transacted at 27th Annual General Meeting of the Members of the Company held on Tuesday, September 30, 2014 at TRIBUNE 1, Banquet hall, 6th Floor, Hotel Tunga International, M.I.D.C. Central Road, Andheri (East), Mumbai – 400093.

Date of Annual General Meeting : September 30, 2014

Total number of Shareholders on record date: 9310

No. of Shareholders Present in the meeting in person or through proxy:	33
Promoters and Promoter Group	2
Public	31
No. of Shareholders attended the Meeting through video conferencing	N.A.

The mode of voting for all resolution was:

- E-voting conducted between September 23, 2014 (from 9 a.m.) to September 25, 2014 (upto 6 p.m.)
- Poll conducted at the Meeting

Below is the resolution wise combined results of E-voting and poll:

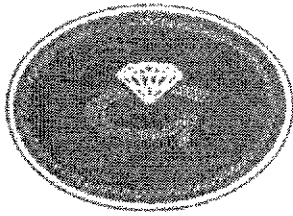
Agenda 1:

Adoption of the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.



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:golddian@vsnl.com, Website: www.golddian.com



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Resolution Required: Ordinary Resolution. **Mode of Voting:** E-voting & Poll

Promoter/Pu blic	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter & Promoter Group	14198100	14198100	100	14198100	Nil	100	Nil
Public – Institutional holders	8400	Nil	Nil	Nil	Nil	Nil	Nil
Public-Other	10739496	3290430	30.63859	3290425	5	99.99985	0.00015
Total	24945996	17488530	70.10556	17488525	5	99.99997	0.00003

Agenda 2:

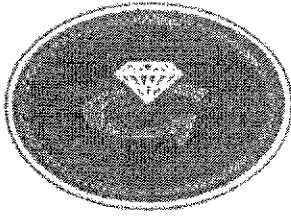
Declaration of Dividend on Equity Shares.

Resolution Required: Ordinary Resolution. **Mode of Voting:** E-voting & Poll

Promoter/Pu blic	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter & Promoter Group	14198100	14198100	100	14198100	Nil	100	Nil
Public – Institutional holders	8400	Nil	Nil	Nil	Nil	Nil	Nil
Public-Other	10739496	3290430	30.63859	3290425	5	99.99985	0.00015
Total	24945996	17488530	70.10556	17488525	5	99.99997	0.00003

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Agenda 3:

Re-appointment of Mr. Manhar R. Bhansali who retires by rotation.

Resolution Required: Ordinary Resolution **Mode of Voting:** E-voting & Poll

Promoter/Pu blic	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter & Promoter Group	14198100	14198100	100	14198100	Nil	100	Nil
Public – Institutional holders	8400	Nil	Nil	Nil	Nil	Nil	Nil
Public-Other	10739496	3290430	30.63859	3288925	1505	99.95426	0.04574
Total	24945996	17488530	70.10556	17487025	1505	99.99139	0.00861

Agenda 4:

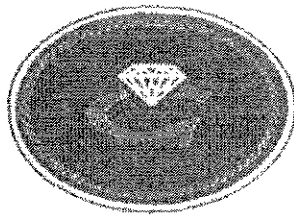
Appointment of Auditors & fixing their remuneration.

Resolution Required: Ordinary Resolution **Mode of Voting:** E-voting & Poll

Promoter/Pu blic	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter & Promoter Group	14198100	14198100	100	14198100	Nil	100	Nil
Public – Institutional holders	8400	Nil	Nil	Nil	Nil	Nil	Nil
Public-Other	10739496	3290430	30.63859	3290425	5	99.99985	0.00015
Total	24945996	17488530	70.10556	17488525	5	99.99997	0.00003

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Agenda 5:

Appointment of Mrs. Ami R. Bhansali as a Director of the Company.

Resolution Required: Ordinary Resolution Mode of Voting: E-voting & Poll

Promoter/Pu blic	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter & Promoter Group	14198100	14198100	100	14198100	Nil	100	Nil
Public - Institutional holders	8400	Nil	Nil	Nil	Nil	Nil	Nil
Public-Other	10739496	3290430	30.63859	3288925	1505	99.95426	0.04574
Total	24945996	17488530	70.10556	17487025	1505	99.99139	0.00861

Agenda 6

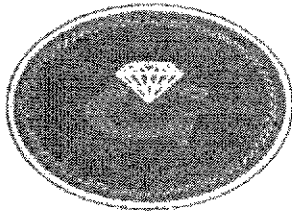
Appointment of Mr. Rajesh G. Kapadia as an Independent Director for five consecutive years.

Resolution Required: Ordinary Resolution Mode of Voting: E-voting & Poll

Promoter/Pu blic	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter & Promoter Group	14198100	14198100	100	14198100	Nil	100	Nil
Public - Institutional holders	8400	Nil	Nil	Nil	Nil	Nil	Nil
Public-Other	10739496	3290726	30.64134	3290721	5	99.99985	0.00015
Total	24945996	17488826	70.10675	17488821	5	99.99997	0.00003

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Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

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Agenda 7:

Appointment of Mr. Ajay M. Khatlawala as an Independent Director for four consecutive years.

Resolution Required: Ordinary Resolution **Mode of Voting:** E-voting & Poll

Promoter/Pu blic	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter & Promoter Group	14198100	14198100	100	14198100	Nil	100	Nil
Public - Institutional holders	8400	Nil	Nil	Nil	Nil	Nil	Nil
Public-Other	10739496	3290726	30.64134	3290721	5	99.99985	0.00015
Total	24945996	17488826	70.10675	17488821	5	99.99997	0.00003

Agenda 8:

Appointment of Dr. R. Srinivasan as an Independent Director for three consecutive years.

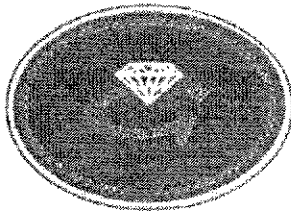
Resolution Required: Ordinary Resolution **Mode of Voting:** E-voting & Poll

Promoter/Pu blic	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter & Promoter Group	14198100	14198100	100	14198100	Nil	100	Nil
Public - Institutional holders	8400	Nil	Nil	Nil	Nil	Nil	Nil
Public-Other	10739496	3290726	30.64134	3290721	5	99.99985	0.00015
Total	24945996	17488826	70.10675	17488821	5	99.99997	0.00003

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Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

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Agenda 9:

Approval for payment of overall and minimum remuneration to Mr. Rashesh M. Bhansali, Vice Chairman & Managing Director as per schedule V of the Companies Act, 2013 for the period from 01.04.2014 till the remaining term of his appointment

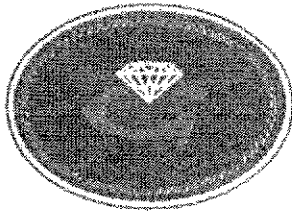
Resolution Required: Ordinary Resolution **Mode of Voting:** E-voting & Poll

Promoter/Pu blic	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) =[(2)/(1)]*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) =[(4)/(2)]*100	% of Votes against on votes polled (7) =[(5)/(2)]* 100
Promoter & Promoter Group	14198100	14198100	100	14198100	Nil	100	Nil
Public - Institutional holders	8400	Nil	Nil	Nil	Nil	Nil	Nil
Public-Other	10739496	3290726	30.64134	3288925	1801	99.94527	0.05473
Total	24945996	17488826	70.10675	17487025	1801	99.98970	0.01030



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Agenda 10:

Enhancement of Borrowing Limit of Board

Resolution Required: Special Resolution **Mode of Voting:** E-voting & Poll

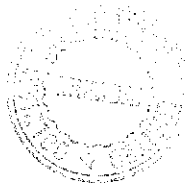
Promoter/Pu blic	No. of shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]* 100
Promoter & Promoter Group	14198100	14198100	100	14198100	Nil	100	Nil
Public – Institutional holders	8400	Nil	Nil	Nil	Nil	Nil	Nil
Public-Other	10739496	3290430	30.63859	3290425	5	99.99985	0.00015
Total	24945996	17488530	70.10556	17488525	5	99.99997	0.00003

Kindly take the same on your record.

Yours faithfully,

For GOLDIAM INTERNATIONAL LIMITED

**ANITA KATE
COMPANY SECRETARY**

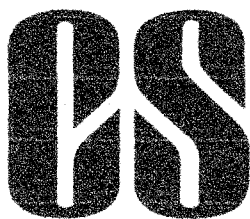


Encl: 1) Scrutinizer Reports on E-Voting

2) Scrutinizer Reports on Poll

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Neetu Agrawal & Co.

Company Secretaries

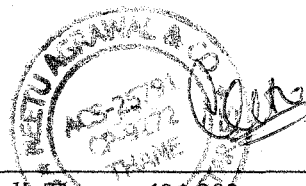
26.09.2014

To,
The Chairman,
Goldiam International Limited.
Gems & Jewellery Complex,
M.I.D.C., Seepz,
Andheri (East), Mumbai - 400 096.

Subject: Scrutinizer's Report on E-Voting conducted pursuant to the Provisions of Section 108 of Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

Dear Sir,

I Neetu Agrawal, Proprietor of Neetu Agrawal & Co., Practicing Company Secretaries, was appointed as the Scrutinizer by the Board of Directors of Goldiam International Limited for the 27th Annual General Meeting to be held on Tuesday, the 30th of September, 2014 at 10.30 a.m at TRIBUNE 1' Banquet Hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai - 400 093, for the purpose of scrutinizing the E-Voting process in a fair and transparent manner and ascertaining the requisite majority on E- Voting carried out as per the Provisions of Companies Act, 2013 and Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014, on the resolutions referred to in this report.



B-104, Adarsh Park Society, Behind Ajay Nagar, Shivaji Chowk, Bhivwandi, Thane - 421 302.

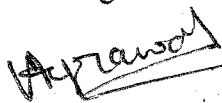
Email - neetugoel1802@gmail.com

(Mo) - 09168331812

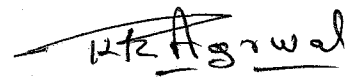
We submit our report as under:

1. The E-Voting period remained open from 9.00 a.m on Tuesday, the 23rd September, 2014 up to 6.00 p.m. on Thursday, the 25th September, 2014.
2. The Shareholders holding shares as on the "cut-off" date, i.e. September 17, 2014 were entitled to vote on the proposed 10 (Ten) resolutions as mentioned in the Notice of the 27th Annual General Meeting of "Goldiam International Limited" (Item Number 1 to 10 of the Notice of the 27th (Twenty Seven) Annual General Meeting (AGM)).
3. The Company has availed the E-Voting facility offered by Central Depository Services Limited (CDSL) for conducting E-Voting by the Shareholders of the Company.
4. The votes were unblocked on Friday, the 26th of September, 2014 in the presence of two witnesses, namely Mr. Vikas Agrawal, residing at B -104, Adarsh Park Chsl, Behind Ajay Nagar, Shivaji Chowk, Bhiwandi, Thane – 421302 and Mr. Rajkumar Agrawal, residing at B -104, Adarsh Park Chsl, Behind Ajay Nagar, Shivaji Chowk, Bhiwandi , Thane – 421302 , who are not in employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence.

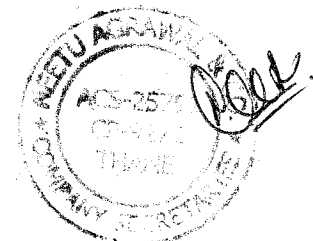


(Vikas Agrawal)



(Rajkumar Agrawal)

5. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to E-Voting. My responsibility as a Scrutinizer for E-Voting Process is restricted to make Scrutinizer's Report through electronic means and votes tendered therein based on the data downloaded from Central Depository Services Limited (CDSL), E-Voting system.



I, now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

A. Ordinary Business:

1. Resolution-I

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

RESULTS:

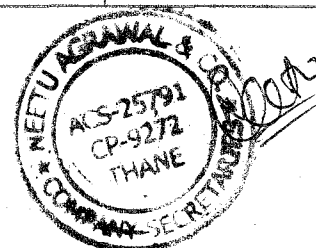
Vote (In Favour/ Against/ Invalid)	Number of Members Voted Through E-Voting System	Number of Votes Casted by Them	% of Total Number of Valid Votes Casted
Voted In Favour	20	1,47,86,804	99.99997%
Voted Against	1	5	0.00003%
Invalid Votes	NIL	NIL	NIL

2. Resolution-II

To declare final dividend on equity shares for the year ended on 31st March, 2014.

RESULTS:

Vote (In Favour/ Against/ Invalid)	Number of Members Voted Through E-Voting System	Number of Votes Casted by Them	% of Total Number of Valid Votes Casted
Voted In Favour	20	1,47,86,804	99.99997%
Voted Against	1	5	0.00003%



Invalid Votes	NIL	NIL	NIL
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3. Resolution -III

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

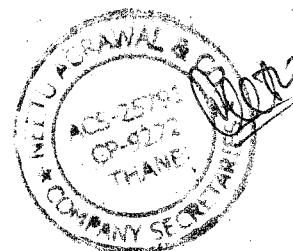
RESULTS:

Vote (In Favour/ Against/ Invalid)	Number of Members Voted Through E-Voting System	Number of Votes Casted by Them	% of Total Number of Valid Votes Casted
Voted In Favour	19	1,47,85,304	99.98982%
Voted Against	02	1,505	0.01018%
Invalid Votes	NIL	NIL	NIL

4. Resolution-IV

To re-appoint the Auditors and to fix their remuneration and in this regards pass with or without modification(s), 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 and Rules made thereunder, M/s. Pulindra Patel & Co., Chartered Accountants, (Firm Registration No 115187W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company, subject to ratification by shareholders at each Annual General Meeting to be held hereafter, and to fix their remuneration”.



RESULTS:

Vote (In Favour/ Against/ Invalid)	Number of Members Voted Through E-Voting System	Number of Votes Casted by Them	% of Total Number of Valid Votes Casted
Voted In Favour	20	1,47,86,804	99.99997%
Voted Against	01	05	0.00003%
Invalid Votes	NIL	NIL	NIL

B. Special Business:

5. Resolution-V

Appointment of Mrs. Ami R. Bhansali (DIN 00057937) as a Director of the Company who was appointed as an additional Director of the Company:

To pass with or without modification(s) the following resolutions as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the Provisions of Section 149, 152 and any other applicable Provisions of the Companies Act, 2013 and the rules made thereunder and the Articles of Associations of the Company, Mrs. Ami R. Bhansali (DIN 00057937), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th August, 2014 and who holds office until the date of the Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the



Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retire by rotation”.

RESULTS:

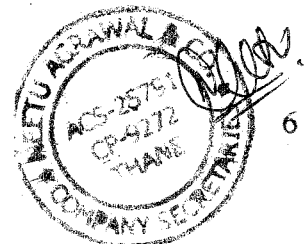
Vote (In Favour/ Against/ Invalid)	Number of Members Voted Through E-Voting System	Number of Votes Casted by Them	% of Total Number of Valid Votes Casted
Voted In Favour	19	1,47,85,304	99.98982%
Voted Against	02	1505	0.01018%
Invalid Votes	NIL	NIL	NIL

6. Resolution- VI

Appointment of Mr. Rajesh G. Kapadia (DIN: 00003272) as an Independent Director of the Company:

To pass with or without modification(s) the following resolutions as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the Provisions of Sections 149,152 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 thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajesh G. Kapadia (DIN: 00003272), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of 32nd Annual General Meeting of the Company”.



RESULTS:

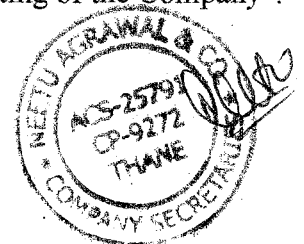
Vote (In Favour/ Against/ Invalid)	Number of Members Voted Through E-Voting System	Number of Votes Casted by Them	% of Total Number of Valid Votes Casted
Voted In Favour	21	1,47,87,100	99.99997%
Voted Against	01	05	0.00003%
Invalid Votes	NIL	NIL	NIL

7. Resolution -VII

Appointment of Mr. Ajay M. Khatlawala (DIN 00124042) as an Independent Director of the Company:

To pass with or without modification(s) the following resolutions as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the Provisions of Sections 149,152 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 thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Ajay M. Khatlawala (DIN 00124042), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 4 (four) consecutive years for a term up to the conclusion of 31st Annual General Meeting of the Company”.



RESULTS:

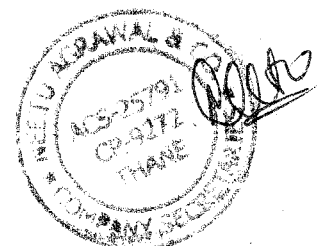
Vote (In Favour/ Against/ Invalid)	Number of Members Voted Through E-Voting System	Number of Votes Casted by Them	% of Total Number of Valid Votes Casted
Voted In Favour	21	1,47,87,100	99.99997%
Voted Against	01	05	0.00003%
Invalid Votes	NIL	NIL	NIL

8. Resolution - VIII

Appointment of Dr. Srinivasan (DIN 00003968) as an Independent Director of the Company:

To pass with or without modification(s) the following resolutions as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the Provisions of Sections 149,152 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 thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Srinivasan (DIN 00003968), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years for a term up to the conclusion of 30th Annual General Meeting of the Company”.



RESULTS:

Vote (In Favour/ Against/ Invalid)	Number of Members Voted Through E-Voting System	Number of Votes Casted by Them	% of Total Number of Valid Votes Casted
Voted In Favour	21	1,47,87,100	99.99997%
Voted Against	01	05	0.00003%
Invalid Votes	NIL	NIL	NIL

9. Resolution - IX

To increase the remuneration of Mr. Rashesh M. Bhansali (DIN - 00057931), Vice Chairman & Managing Director of the Company.

To pass with or without modification(s) the following resolutions as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the Provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable Provisions, including any modification(s) or re-enactment thereof, if any of the Companies Act, 2013 (the Act) consent of the Company be and is hereby accorded to increase the remuneration of Mr. Rashesh M. Bhansali (DIN - 00057931), Vice Chairman & Managing Director of the Company with the effect from 1st April, 2014 till the remaining term of his appointment on the terms and conditions as detailed herein below:



Part A:

- (i) Basic Salary: 5,00,000/- per month

Part B:

- (i) Medical Reimbursement:

Reimbursement of medical expenses incurred for self and family members subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

- (ii) Leave Travel Concession:

Leave Travel Concession for self and family once in a year incurred in accordance with the Rules of the Company for the time being in force.

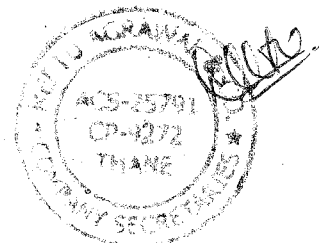
- (iii) Club Fees:

Membership fees of two clubs.

- (iv) Gratuity:

Gratuity shall be payable as per the Provisions of the payment of Gratuity Act, 1972 as amended from time to time.

- (v) Car for Office Use.



(vi) Telephone at residence for business use to be reimbursed from the Company”.

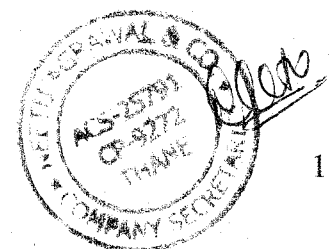
“**RESOLVED FURTHER THAT** Mr. Rashesh M. Bhansali, Vice - Chairman and Managing Director shall be entitled to Commission as a percentage to the net profits of the Company, as may be decided by the Board of Directors from time to time, subject to the ceiling fixed under Section 197 and Schedule V and other applicable Provisions of the Companies Act, 2013 and amendments made thereto from time to time and accordingly , in the event of loss or inadequacy of profit in any financial year, the salary payable to Mr. Rashesh M. Bhansali, shall be governed by Schedule V of the Companies Act, 2013”.

“**RESOLVED FURTHER THAT** the Board and / or its committee be and is hereby in its absolute discretion to decide/determine, fix and/or vary/alter/modify within the limit stated above, the remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Mr. Rashesh M. Bansali, Vice Chairman & Managing Director from time to time and to comply with all legal provisions and to do all such acts, deeds, things and matters etc., as may be considered necessary, desirable, expedient or proper to give effect to this resolution”.

RESULTS:

Vote (In Favour/ Against/ Invalid)	Number of Members Voted Through E-Voting System	Number of Votes Casted by Them	% of Total Number of Valid Votes Casted
Voted In Favour	19	1,47,85,304	99.98782%
Voted Against	03	1801	0.01218%
Invalid Votes	NIL	NIL	NIL

10. Resolution -X



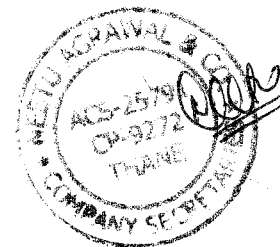
To borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company.

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:-

“RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 26th Annual General Meeting held on 6th September, 2013 and pursuant to Provisions of Section 180(1)(c) and any other applicable Provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount to be borrowed together with the amount already borrowed apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of 250 Crores (Rupees Two Hundred Fifty Crores Only) over and above the aggregate of the paid up share capital and free reserves of the Company”.

RESULTS:

Vote (In Favour/ Against/ Invalid)	Number of Members Voted Through E-Voting System	Number of Votes Casted by Them	% of Total Number of Valid Votes Casted
Voted In Favour	20	1,47,86,804	99.99997%
Voted Against	01	05	0.00003%
Invalid Votes	NIL	NIL	NIL



6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

For Neetu Agrawal & Co.,

Company Secretary



Neetu V Agrawal

Proprietor



Place: Thane



Neetu Agrawal & Co.

Company Secretaries

FORM No. MGT-13

30.09.2014

Report of Scrutinizer(s)

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,

The Chairman of 27th Annual General Meeting of Goldiam International Limited held on the 30th of September, 2014 at 10.30 a.m at TRIBUNE 1' Banquet Hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai - 400 093.

Dear Sir,

I, Neetu Agrawal, Proprietor of Neetu Agrawal & Co., Practicing Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 27th meeting of the Equity Shareholders of Goldiam International Limited, held on Tuesday, on 30th of September, 2014 at 10.30 a.m. at TRIBUNE 1' Banquet Hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai - 400 093, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, **1 (One)** ballot box kept for polling were locked in my presence with due identification marks placed by me/us.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



B-104, Adarsh Park Society, Behind Ajay Nagar, Shivaji Chowk, Bhiwandi, Thane - 421 302.

Email - neetugoel1802@gmail.com

(Mo) - 09168331812

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

OR

I/We did not find any poll papers invalid.

(Not Applicable)

4. The result of the Poll is as under:

a. Resolution -I

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2014, Statement of Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

- i) Voted in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	27,01,721	100%

- ii) Voted **against** the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

b. Resolution-II

To declare final dividend on equity shares for the year ended on 31st March, 2014.

i) Voted in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	27,01,721	100%

ii) Voted **against** the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

c. Resolution -III



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

i) Voted in **favour** of the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	27,01,721	100%

ii) Voted **against** the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

d. Resolution-IV

To re-appoint the Auditors and to fix their remuneration and in this regards pass with or without modification(s), 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 and Rules made thereunder, M/s. Pulindra Patel & Co., Chartered Accountants, (Firm Registration No 115187W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company, subject to ratification by shareholders at each Annual General Meeting to be held hereafter, and to fix their remuneration”.

i) Voted in **favour** of the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	27,01,721	100%

ii) Voted **against** the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



e. **Resolution-V**

Appointment of Mrs. Ami R. Bhansali (DIN 00057937) as a Director of the Company who was appointed as an additional Director of the Company:

To pass with or without modification(s) the following resolutions as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the Provisions of Section 149, 152 and any other applicable Provisions of the Companies Act, 2013 and the rules made thereunder and the Articles of Associations of the Company, Mrs. Ami R. Bhansali (DIN 00057937), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th August, 2014 and who holds office until the date of the Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retire by rotation”.

i) Voted in **favour** of the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	27,01,721	100%



ii) Voted **against** the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

f. Resolution- VI

Appointment of Mr. Rajesh G. Kapadia (DIN: 00003272) as an Independent Director of the Company:

To pass with or without modification(s) the following resolutions as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the Provisions of Sections 149,152 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 thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rajesh G. Kapadia (DIN: 00003272), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of 32nd Annual General Meeting of the Company”.



i) Voted in **favour** of the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	27,01,721	100%

ii) Voted **against** the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

g. Resolution -VII

Appointment of Mr. Ajay M. Khatlawala (DIN 00124042) as an Independent Director of the Company:

To pass with or without modification(s) the following resolutions as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the Provisions of Sections 149,152 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 thereof for the time being in force) and Clause 49 of the Listing Agreement, **Mr. Ajay**



M. Khatlawala (DIN 00124042), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 4 (four) consecutive years for a term up to the conclusion of 31st Annual General Meeting of the Company”.

i) Voted in **favour** of the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	27,01,721	100%

ii) Voted **against** the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

h. Resolution - VIII

Appointment of Dr. Srinivasan (DIN 00003968) as an Independent Director of the Company:



To pass with or without modification(s) the following resolutions as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the Provisions of Sections 149,152 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 thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Srinivasan (DIN 00003968), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (Three) consecutive years for a term up to the conclusion of 30th Annual General Meeting of the Company”.

i) Voted in **favour** of the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	27,01,721	100%

ii) Voted **against** the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

i. **Resolution - IX**

To increase the remuneration of Mr. Rashesh M. Bhansali (DIN - 00057931), Vice Chairman & Managing Director of the Company.

To pass with or without modification(s) the following resolutions as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the Provisions of Section 196, 197, 198 ,203 read with Schedule V and other applicable Provisions, including any modification(s) or re-enactment thereof, if any of the Companies Act, 2013 (the Act) consent of the Company be and is hereby accorded to increase the remuneration of Mr. Rashesh M. Bhansali (DIN - 00057931) , Vice Chairman & Managing Director of the Company with the effect from 1st April, 2014 till the remaining term of his appointment on the terms and conditions as detailed herein below:

Part A:

- (i) Basic Salary: 5,00,000/- per month



Part B:

(i) Medical Reimbursement:

Reimbursement of medical expenses incurred for self and family members subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

(ii) Leave Travel Concession:

Leave Travel Concession for self and family once in a year incurred in accordance with the Rules of the Company for the time being in force.

(iii) Club Fees:

Membership fees of two clubs.

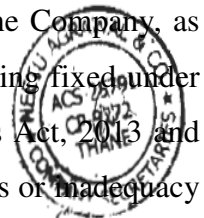
(iv) Gratuity:

Gratuity shall be payable as per the Provisions of the payment of Gratuity Act, 1972 as amended from time to time.

(v) Car for Office Use.

(vi) Telephone at residence for business use to be reimbursed from the Company.

“RESOLVED FURTHER THAT Mr. Rashesh M. Bhansali, Vice - Chairman and Managing Director shall be entitled to Commission as a percentage to the net profits of the Company, as may be decided by the Board of Directors from time to time, subject to the ceiling fixed under Section 197 and Schedule V and other applicable Provisions of the Companies Act, 2013 and amendments made thereto from time to time and accordingly, in the event of loss or inadequacy



of profit in any financial year, the salary payable to Mr. Rashesh M. Bhansali, shall be governed by Schedule V of the Companies Act, 2013”.

“**RESOLVED FURTHER THAT** the Board and / or its committee be and is hereby in its absolute discretion to decide/determine, fix and/or vary/alter/modify within the limit stated above, the remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Mr. Rashesh M. Bansali, Vice Chairman & Managing Director from time to time and to comply with all legal provisions and to do all such acts, deeds, things and matters etc., as may be considered necessary, desirable, expedient or proper to give effect to this resolution”.

i) Voted in **favour** of the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	27,01,721	100%

ii) Voted **against** the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil



j. Resolution -X

To borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company.

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:-

“**RESOLVED THAT** in supersession of the Ordinary Resolution adopted at the 26th Annual General Meeting held on 6th September, 2013 and pursuant to Provisions of Section 180(1)(c) and any other applicable Provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount to be borrowed together with the amount already borrowed apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of 250 Crores (Rupees Two Hundred Fifty Crores Only) over and above the aggregate of the paid up share capital and free reserves of the Company”.

i) Voted in **favour** of the Resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	27,01,721	100%

ii) Voted **against** the Resolution



Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) **Invalid** votes

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

5. A Compact Disc (CD) containing a list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you.

Yours faithfully,

FOR NEETU AGRAWAL & CO.



**NEETU V AGRAWAL
PROPRIETOR**



Place: Mumbai