

Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

October 1, 2015

To, Bombay Stock Exchange Limited Phiroze Jeejeebhoy 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 Sirs,

Sub: **Voting Results Clause 35A of Listing Agreement-Details regarding the voting results at 28th Annual General Meeting held on 30th September, 2015.**

In compliance with the clause 35A of the Listing Agreement, we submit herewith the voting results at the 28th Annual General Meeting of the Company held on Wednesday, 30th September, 2015 at 11.00 a.m. at the TRIBUNE 1' Banquet hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai - 400 093.

Date of AGM	September 30, 2015
Book Closure Date	September 22, 2015 to September 30, 2015 (Both days inclusive)
Total number of Shareholders	9219
No. of shareholders present in the meeting either in person or through proxy:-	
Promoters and Promoters Group	3
Public	32
No. of shareholders attended the meeting through Video Conferencing:-	
Promoters and Promoters Group	Nil
Public	Nil

The mode of voting was by way of Remote e-voting and Poll. The agenda wise details of the voting are provided in the Annexure enclosed herewith.

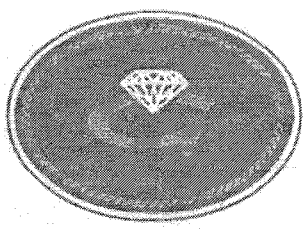


Registered Office

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

Phones: (022)28291893, 28290396, 28292397 Fax: (022)28292885, 28290418 Email goldiam@vsnl.com website:

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Further consolidated Scrutinizer's report on remote e-voting and poll is also enclosed herewith.

You are requested to take the note of the same.

Thanking you,

Yours faithfully,

For **GOLDIAM INTERNATIONAL LIMITED**



PANKAJ PARKHIYA
COMPANY SECRETARY

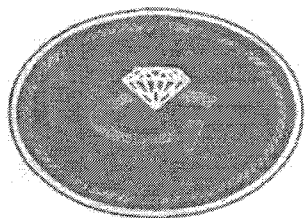
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Annexure: Details of voting of the business transacted as per the Notice of 28th Annual General Meeting held on September 30, 2015:

Resolution 1:

To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015, 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.

Type of resolution: **Ordinary Resolution**

Mode of Voting: **E-voting and Poll**

Promoter/ Public	No. of shares held (1)	No. of votes (e- voting & polled) (2)	% of Votes polled on outstandin g 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 in against on votes polled (7)=[(5)/(2)] *100
Promoter and promoter Group	14198100	14198100	100	14198100	0	100	0.00
Public Institution al holders	2400	0	0	0	0	0	0.00
Public- Others	10745496	3066435	28.54	3066430	5	100	0.00
Total	24945996	17264535	69.21	17264530	5	100	0.00

Resolution 2:

To declare final dividend of ₹1.50 per equity shares for the Financial Year ended March 31, 2015.

Type of resolution: **Ordinary Resolution**

Mode of Voting: **E-voting and Poll**

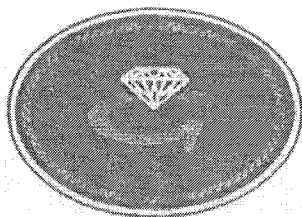


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Promoter/ Public	No. of shares held (1)	No. of votes (e- voting & polled) (2)	% of Votes polled on outstandin g shares (3)=[(2)/(1)] *100	No. of Votes- in favour (4)	No. of votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in against on votes polled (7)=[(5)/(2)] *100
Promoter and promoter Group	14198100	14198100	100	14198100	0	100	0.00
Public Institution al holders	2400	0	0	0	0	0	0.00
Public- Others	10745496	3066435	28.54	3066430	5	100	0.00
Total	24945996	17264535	69.21	17264530	5	100	0.00

Resolution 3:

To appoint a Director in place of Mrs. Ami R. Bhansali (DIN 00057937) who retires by rotation and, being eligible, offers herself for re-appointment.

Type of resolution: **Ordinary Resolution**

Mode of Voting: **E-voting and Poll**

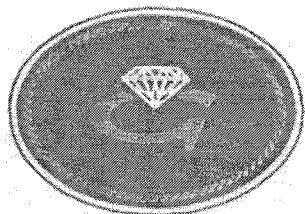
Promoter/ Public	No. of shares held (1)	No. of votes (e- voting & polled) (2)	% of Votes polled on outstandin g shares (3)=[(2)/(1)] *100	No. of Votes- in favour (4)	No. of votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*1 00	% of Votes in against on votes polled (7)=[(5)/(2)] *100
Promoter and promoter Group	14198100	14198100	100	14198100	0	100	0.00
Public Institutio nal holders	2400	0	0	0	0	0	0.00
Public- Others	10745496	3066435	28.54	3064930	1505	99.95	0.05
Total	24945996	17264535	69.21	17263030	1505	99.99	0.01

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Resolution 4:

To ratify the appointment of M/s. Pulindra Patel & Co. Chartered Accountants, Mumbai (Firm Registration No. 115187W) as Statutory Auditors of the Company pursuant to provisions of Section 139(9) and 142(1) on such remuneration as may be determined by the Board of Directors in consultation with the Auditors.

Type of resolution: **Ordinary Resolution**

Mode of Voting: **E-voting and Poll**

Promoter/ Public	No. of shares held (1)	No. of votes (e- voting & polled) (2)	% of Votes polled on outstandin g 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)]*1 00	% of Votes in against on votes polled (7)=[(5)(2)] *100
Promoter and promoter Group	14198100	14198100	100	14198100	0	100	0.00
Public Institution al holders	2400	0	0	0	0	0	0.00
Public- Others	10745496	3066435	28.54	3066430	5	100	0.00
Total	24945996	17264535	69.21	17264530	5	100	0.00

Resolution 5:

To consider and approve the re-appointment of Mr. Rashesh M. Bhansali (DIN- 00057931) for the period of five years w.e.f. February 1, 2016 and approved the increase in remuneration for three years w.e.f. April 1, 2015.

Type of resolution: **Special Resolution**

Mode of Voting: **E-voting and Poll**

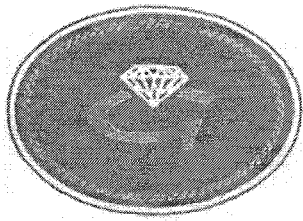


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Promoter/ Public	No. of shares held (1)	No. of votes (e- voting polled) (2)	% of Votes polled on outstandin g shares (3)=[(2)/(1)] *100	No. of Votes- in favour (4)	No. of votes- against (5)	% of Votes in favour on votes polled (6)=[(4)(2)]* 100	% of Votes in against on votes polled (7)=[(5)(2)] *100
Promoter and promoter Group	14198100	14198100	100	14198100	0	100	0.00
Public Institutiona l holders	2400	0	0	0	0	0	0.00
Public- Others	10745496	3066435	28.54	3064930	1505	99.95	0.05
Total	24945996	17264535	69.21	17263030	1505	99.99	0.01

Yours faithfully,

For GOLDIAM INTERNATIONAL LIMITED



PANKAJ PARKHIYA
COMPANY SECRETARY

Registered Office

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R. N. SHAH & ASSOCIATES
Company Secretaries

Phone (O): 2836 9965
Mobile : 93247 60604
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: 1st October, 2015

Ref. No.

FORM MGT-13

Scrutinizer(S) Report

Pursuant to section 109 of the Companies Act, 2013 and Rule 21(2) of Companies
(Management and Administration) Rules, 2014

To,

The Chairman
28th Annual General Meeting of the Equity Shareholders
of GOLDIAM INTERNATIONAL LIMITED,
held on 30th September, 2015 at 11.00 A.M.
at TRIBUNE 1', Banquet Hall, 6th Floor, Hotel Tunga International,
M.I.D.C Central Road, Andheri (East), Mumbai - 400 093.

I, RAJNIKANT NAROTTAMDAS SHAH, appointed as a scrutinizer pursuant to Section 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and pursuant to Clause 35B of the Listing Agreement, for the purpose of scrutinizing the remote e-voting process and voting by poll taken of below mentioned Resolutions at the Annual General Meeting of Equity Share Holders of GOLDIAM INTERNATIONAL LIMITED held on 30th September, 2015 TRIBUNE 1', Banquet Hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai - 400 093, submit my Report as under:

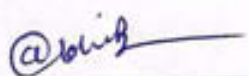
A. Relating to E-Voting:

1. The remote E-Voting period remained open from 9.00 A.M. on Sunday, 27th September, 2015 to 5.00 P.M. on 29th September, 2015.
2. The Annual Report containing the Notice was sent by electronic mode to those members whose E-mail Ids were registered with the Depository Participants and for other members, hard copy of Annual Report containing the Notice was sent by Courier.

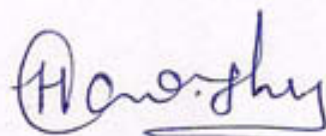


3. The e-voting event was unblocked on September 30, 2015 around 1.00 P.M. in presence of two witnesses, namely Mr. Abhishek D. Buddhadev residing at A/502, Krishna Niwas CHS, Irani Wadi, Road No. 3, Kandivali West, Mumbai – 400067 and Mr. Hemanshu R. Upadhyay residing at Room No. 15, Chawl No. 3, Sakinabai Rahimbaug Chawl, Ambawadi, S. V. Road, Dahisar (East), Mumbai – 400068 who are not in employment of the Company.

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



(Mr. Abhishek D. Buddhadev)



(Mr. Hemanshu R. Upadhyay)

B. Relating to voting by Poll:

1. After the time fixed for closing of the poll by the Chairman, the ballot box were 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 authorisations lodged with the Company.
2. There was no polling paper which was incomplete or found defective.

C. Result of E-voting and voting by Poll is as under: -

1. The voting rights were reckoned as on September 23, 2015, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on September 30, 2015 at around 1.00 P.M. The ballot boxes were opened and polling papers were removed and examined.
3. Thereafter, the details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-voting Website of Central Depository Services (India) Limited (CDSL) (www.evotingindia.com).
4. The combined result of remote e-voting and poll is as under:



a) **RESOLUTION 1**

To receive, consider and adopt the Audited Statement of Accounts for the financial year ended 31st March, 2015 and report of the Directors and Auditors thereon.

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

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	16	29	45
Number of votes cast by them	14454467	2810063	17264530
% of Total number of Valid votes cast	99.999965	100	99.999971

ii) Voted **against** of Ordinary Resolution

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	1	0	0
Number of votes cast by them	5	0	5
% of Total number of Valid votes cast	0.000034	0	0.000028

iii) **Invalid** Votes

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



b) RESOLUTION 2

To declare final dividend of Rs. 1.50 per equity share for the financial year ended 31st March, 2015.

i) Voted in favour of Ordinary Resolution

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	16	29	45
Number of votes cast by them	14454467	2810063	17264530
% of Total number of Valid votes cast	99.999965	100	99.999971

ii) Voted against of Ordinary Resolution

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	1	0	0
Number of votes cast by them	5	0	5
% of Total number of Valid votes cast	0.000034	0	0.000028

iii) Invalid Votes

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



c) **RESOLUTION 3**

To elect a Director in the place of Mrs. Ami R. Bhansali (DIN: 00057937) who retires by rotation and being eligible, offers herself for re-election.

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

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	15	29	44
Number of votes cast by them	14452967	2810063	17263030
% of Total number of Valid votes cast	99.98958	100	99.991282

ii) Voted **against** of Ordinary Resolution

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	2	0	0
Number of votes cast by them	1505	0	1505
% of Total number of Valid votes cast	0.010413	0	0.008718

iii) Invalid Votes

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



d) **RESOLUTION 4**

To ratify till the conclusion of next Annual General Meeting the appointment of Messrs. Pulindra Patel & Co., Chartered Accountants, Mumbai (Registration No. 115187W) as auditors of the Company until the conclusion of the 30th (Thirtieth) Annual General Meeting and to fix their remuneration.

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

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	16	29	45
Number of votes cast by them	14454467	2810063	17264530
% of Total number of Valid votes cast	99.999965	100	99.999971

ii) Voted **against** of Ordinary Resolution

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	1	0	0
Number of votes cast by them	5	0	5
% of Total number of Valid votes cast	0.000034	0	0.000028

iii) **Invalid** Votes

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



e) **RESOLUTION 5**

To Re-appoint Mr. Rashesh R. Bhansali (DIN: 00057931) as Vice Chairman and Managing Director and to increase his remuneration.

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

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	15	29	44
Number of votes cast by them	14452967	2810063	17263030
% of Total number of Valid votes cast	99.98958	100	99.991282

ii) Voted **against** of Special Resolution

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	2	0	0
Number of votes cast by them	1505	0	1505
% of Total number of Valid votes cast	0.010413	0	0.008718

iii) **Invalid** Votes

	Remote E-Voting	Voting by Poll	Total
No. of Members present and voting (in person or by proxy)	Nil	Nil	Nil
Number of votes cast by them	Nil	Nil	Nil



5. A compact Disc (CD) containing a list of Equity Shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid for each resolution, if any is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to Mr. Manhar R. Bhansali, Chairman, to hand over the same to person as may be authorised by the Board for safe keeping.

Thanking you,

Yours Faithfully,



RAJNIKANT N. SHAH
Proprietor, R. N. Shah & Associates
Company Secretaries
F.C.S. 1629: C.P. 700



Place: Mumbai

Date: 1st October, 2015