

BOARD OF DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their Thirty-fourth Annual Report on the affairs of the Company together with the Audited Statement of Accounts for the year ended March 31, 2021.

FINANCIAL RESULTS

Particulars	₹ in Lakhs)	
	Current Year 31.03.2021	Previous Year 31.03.2020
Sales for the year	21605.54	16209.07
Other Income	1753.68	1071.59
Total Income	23359.22	17280.66
Profit before Interest & finance charges, depreciation & taxation	4401.64	2760.21
Less: Interest & finance Charges	15.21	11.71
Operating profit before depreciation & taxation	4386.43	2748.50
Less: Depreciation, amortization & impairment of asset	183.72	195.30
Profit before Exceptional Items	4202.71	2553.20
Add: Exceptional Items	-	-
Profit before taxation	4202.71	2553.20
Current Tax & Prior Year	903.00	658.95
Deferred Tax Liability	248.35	(9.96)
Profit after taxation	3051.36	1904.21
Total other Comprehensive Income	798.55	459.08
Total profit	3849.91	2363.29

OPERATION, STATE OF AFFAIRS

The previous financial year was an extremely challenging year for the Indian economy, more so for the Jewellery Industry, which is dependent on discretionary spend. The country witnessed nationwide lockdown due to COVID-19 pandemic, which was a lethal blow to the entire economy.

During the financial year ended March 31, 2021, your Company recorded a consolidated turnover of ₹40600.28 lakhs as compared to the turnover of ₹ 36450.79 lakhs in the previous financial year ended March 31, 2020 thereby consolidated turnover reflects a growth of 11.38% over previous year. The consolidated Profit before tax and exceptional items were ₹9716.39 lakhs as against ₹ 6200.30 lakhs of the previous year resulted in growth of consolidated profit approximately by 56.71% over previous year. The consolidated Profit after tax stood at ₹6710.67 lakhs as compared to the profit of ₹ 4519.85 lakhs in the previous year.

The Company has achieved a standalone turnover of ₹21605.54 lakhs during the FY 2020-2021 as compared to ₹ 16209.07 lakhs during the previous year reflects a growth of 33.29% over the corresponding financial year ended March 31, 2020. The standalone profit after tax of the Company increased by 60.24% from ₹ 1904.21 lakhs to ₹3051.36 lakhs in the current year.

COMPANY'S RESPONSE TO COVID 19 PANDEMIC

The massive outbreak of the COVID-19 pandemic all across the globe has had a destabilising impact on most businesses. As a responsible and resilient Company, we have worked to mitigate the effects of the crisis with agile responses.

As reports of the spread of Corona Virus started coming in, the Company stepped up efforts to protect the health of its employees. The following measures were put in place to protect our employees' health and ensuring continuation of work under these grave scenario:

- Safe behaviour across all our locations by limiting the size of gatherings/meetings and avoiding external visitors to the premises, besides asking employees to avoid in-person meetings and encouraging video conference.
- Security personnel at all our offices were provided infrared non-contact temperature sensors to screen all employees and visitors entering the premises.
- High contact areas like elevator buttons, door handles, handrails, bathroom taps etc. were sanitised at regular intervals.

INDIAN ACCOUNTING STANDARDS

Your Company and its subsidiaries had adopted Ind AS with effect from April 1, 2017 pursuant to Ministry of Corporate Affairs notification dated February 16, 2015 notifying the Companies (Indian Accounting Standard) Rules, 2015. Your Company has published Ind AS Financials for the year ended March 31, 2021 along with comparable as on March 31, 2020.

FINANCE

Cash and cash equivalent as at March 31, 2021 was ₹5133.09 lakhs. The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

CONSOLIDATED FINANCIAL STATEMENT

As stipulated by regulation 33 of Listing Regulations, the consolidated financial statements have been prepared by the Company in accordance with the applicable Ind AS. The audited consolidated financial statements together with Auditors' Report form part of the Annual Report.

SIGNIFICANT CORPORATE DEVELOPMENTS

Acquisition:

The Company has acquired 51% partners' capital in Eco-Friendly Diamonds LLP ("ECO") for a consideration of ₹12,78,73,488/- (Rupees Twelve crore seventy eight lakh seventy three thousand four hundred eighty eight only) on December 2, 2020 and additional acquisition of 37% of partners' capital in Eco-Friendly Diamonds LLP ("ECO") for a consideration of ₹8,33,69,510/- (Rupees Eight crore thirty three lakh sixty nine thousand five hundred ten only) on June 1, 2021. An aggregate holding of the Company in Eco-Friendly Diamonds LLP is 88% of partners' capital. ECO is categorized as Subsidiary of the Company with effect from December 2, 2020. ECO is engaged in the business of growing & manufacturing of lab-created diamonds via the CVD or 'Chemical Vapor Deposition' method. This method is modular and scalable and allows for the growth of lab-created diamonds that match the size and quality characteristics which are desired by retailers in key export markets such as the USA and Hong Kong.

Disinvestment:

During the year under review, the Company has disinvested its entire shareholding in Sunshine Exports HK Limited ("SEHK") (Formerly known as Goldiam HK Limited), a joint venture of the Company, in favour of Messrs Sunshine Corporation on March 30, 2021. Consequent to the above, Sunshine Exports HK Limited has ceased to be the Company's joint venture company.

MATERIAL CHANGES AFFECTING THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and date of this report. There has been no change in the nature of business of the Company.

RETURN OF SURPLUS FUNDS TO SHAREHOLDERS

In line with the practice of returning 40 to 60 percent free cash flow to shareholders and based on the Company's performance, the Directors have declared 1st interim dividends of 30% (₹3/- per share) and 2nd interim dividend of 20% (₹2/- per equity share). Further, your Directors recommended a final dividend of 30% i.e. ₹3/- per share on an Equity Share of ₹ 10/- each for the financial year ended March 31, 2021. The dividend, if declared, by the Members at the forthcoming Annual General Meeting (AGM) shall be paid to the eligible Members of the Company on or after September 7, 2021. The total dividend for FY 2020-2021 amounts to ₹80%(₹8/-) per equity share.

In addition to the above, the directors have proposed to buy back 6,65,248 equity shares at a price of ₹675/- per equity share for an aggregate consideration of ₹44,90,42,400/- at Board meeting held on July 21, 2021 subject to approval of shareholders at the ensuing AGM. The offer size of the buy-back 19.05 percent and 9.90 percent of the aggregate paid-up equity share capital

and free reserves as per audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2021, respectively. The buy-back represented 3.00 percent of the total issued and paid-up equity share capital of the Company.

TRANSFER TO RESERVE

The Company does not propose to transfer any portion of profits to Reserves.

SHARE CAPITAL

The paid up equity share capital as on March 31, 2021 was ₹2217.4923 lakhs.

As on March 31, 2021, following Executive, Non-Executive and Independent Directors of the Company holds equity shares in the Company as per details given below:

Sr. No.	Name of Director	No. of shares held
1.	Mr. Rashesh M. Bhansali (Executive Chairman)	1,00,00,000
2.	Mr. Anmol Rashesh Bhansali (Whole Time Director)	36,00,000
3.	Mr. Ajay M. Khatlawa (Independent Director)	1,000

STATEMENT ON INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the declaration date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company had, accordingly, transferred ₹4,33,676/- and ₹3,19,315/- being the unpaid and unclaimed dividend amount pertaining to First Interim Dividend 2012-13 and Final Dividend 2012-13, respectively, during the Financial year 2020-2021, to the IEPF.

Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company has transferred 17761 equity shares on which the dividend remained unpaid or unclaimed for seven consecutive years to the demat account of IEPF Authority, after following the prescribed procedure.

UNCLAIMED SHARES

As on March 31, 2021, the Company has 12700 unclaimed equity shares of ₹10/- each belonging to 48 investors, further the Company is holding the aforesaid shares in

a Demat "Unclaimed Suspense Account" opened with Stock Holding Corporation of India Ltd. on behalf of the shareholders.

DEPOSITS

The Company has not accepted any deposit from public/shareholders in accordance with Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet for the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of Loans, Guarantees given and Investments made during the year as required under section 186 of the Companies Act, 2013 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 have been disclosed in the financial statements.

REVIEW OF SUBSIDIARIES AND ASSOCIATES

Your Company has four Subsidiaries Company. Financials of the Subsidiaries Company are disclosed in the Consolidated Financial Statements, which form part of this Annual Report. A statement containing salient features of the Financial Statements of the Subsidiaries Company is annexed to this Annual Report pursuant to Section 129 of the Companies Act, 2013 and Rules made thereunder in prescribed Form AOC-3A and hence not repeated here for the sake of brevity.

ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at the link: http://goldiam.com/downloads2021/july/Form_MGT-7-31-03-2021-GIL-Website.pdf

DIRECTORS AND KEY MANAGERIAL PERSONNEL**Key Managerial Personnel**

The following are the Key Managerial Personnel of the Company:

- Mr. Rashesh Manhar Bhansali: Executive Chairman
- Mr. Anmol Rashesh Bhansali: Whole-time Director
- Mr. Pankaj Parkhiya: Company Secretary & Compliance Officer
- Mrs. Darshana Faldu- Chief Financial Officer

Committees of the Board

The Board of Directors has the following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

- Corporate Social Responsibility Committee
- Risk Management Committee (with effect from May 25, 2021)
- Share Transfer Committee (up to March 31, 2021)

The details of the Committees along with their composition, number of meetings held and attendance at the meetings are provided in the Corporate Governance Report.

Retirement by Rotation:

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Mrs. Tulsi Gupta (DIN 06905143), Non-Executive Non Independent Director of the Company at the ensuing Annual General Meeting of the Company and being eligible, has offered herself for re-appointment and the Board recommends her re-appointment.

Changes in Directors / Key Managerial Personnel during the year:

The Members, at the Annual General Meeting held on September 25, 2020 approved the appointment of Mrs. Nipa Utpal Sheth (DIN: 00081064) as an Independent Director of the Company for a period of five (5) years with effect from August 31, 2020.

Dr. R. Srinivasan (DIN: 00003968) ceased to be Directors of the Company w.e.f. August 29, 2021 due to completion of his term as Independent Directors of the Company. The Board has placed on record its appreciation for the valuable contribution made by him as Directors of the Company.

Re-appointment of Director:

Mr. Pannkaj Chimanlal Ghadiali (DIN-00003462):

The first term of office of Mr. Pannkaj Chimanlal Ghadiali (DIN-00003462) as Non-Executive Independent Director, will expire on November 11, 2021. In accordance with the provisions of Sections 149 (10) and (11) of the Act, an Independent director shall hold office for a term up to five consecutive years on the Board of a company but shall be eligible for reappointment for another term of five consecutive years on the passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.

Based on the outcome of evaluation exercise and recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on May 25, 2021, has recommended the reappointment of Mr. Pannkaj Chimanlal Ghadiali (DIN-00003462) as Independent Director of the Company for the second term of 5 (five) years, subject to the approval of the members, by way of special resolutions at the ensuing AGM and he shall not be liable to retire by rotation.

The Company has received declarations from Mr. Pannkaj Chimanlal Ghadiali (DIN-00003462) that he meets the criteria of independence as prescribed under Section 149 of the Act and the SEBI (Listing Obligations and Disclosure

Requirements) Regulations 2015 ("Listing Regulations"). Mr. Pannkaj Chimanlal Ghadiali is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has consented to act as Independent Director of the Company. The Company has received a notice in writing from a member specifying his intention to propose a re-appointment of Mr. Pannkaj Chimanlal Ghadiali (DIN-00003462) as the Independent Non Executive Director.

In the opinion of the Board, Mr. Pannkaj Chimanlal Ghadiali (DIN-00003462) fulfill the conditions for re-appointment as Independent Director as specified in the Act and Listing Regulations.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) in the preparation of the annual accounts for the financial year ended March 31, 2021, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;
- (ii) the directors have selected such accounting policies and applied them consistently, except for the change in accounting policies stated in notes to the accounts and judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as on March 31, 2021 and of the statement of profit and loss and cash flow of the Company for the period ended March 31, 2021;
- (iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the annual accounts have been prepared on a going concern basis;
- (v) proper internal financial controls to be followed by the Company has been laid down and that such internal financial controls are adequate and were operating effectively; and
- (vi) that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

MEETING OF THE BOARD

During the year five Board meetings were held, the details of which are given in the Corporate Governance Report.

INDEPENDENT DIRECTORS DECLARATION

Every Independent Director, at the first meeting of the Board after their appointment and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, is required to provide a declaration that he/she meets the criteria of

independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In accordance with the above, each Independent Director has given a written declaration to the Company confirming that he/she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and that they have complied with the Code of Conduct as specified in Schedule IV to the Act.

In the opinion of the Board, all the Independent Directors fulfill the criteria of independence as provided under the Act, Rules made thereunder, read with the Listing Regulations and are independent of the management and possess requisite qualifications, experience, and expertise and hold highest standards of integrity to discharge the assigned duties and responsibilities as mandated by Act and Listing Regulations diligently. Disclosure regarding the skills/expertise/competence possessed by the Directors is given in detail in the Report on Corporate Governance forming part of this Annual Report.

The Company has taken requisite steps for inclusion of the names of all Independent Directors in the databank maintained with the Indian Institute of Corporate Affairs, ("IICA"). Accordingly, the Independent Directors of the Company have registered themselves with the IICA for the said purpose.

In terms of Section 150 of the Act read with Rule 6(4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, Out of four Independent Directors of the Company, one Independent Directors have passed the Online Proficiency Self-Assessment Test conducted by Indian Institute of Corporate Affairs (IICA). Two Independent Director were exempted by Indian Institute of Corporate Affairs (IICA) from appearing Online Proficiency Self-Assessment Test, as they have fulfilled the conditions for seeking exemption from appearing for the Online Proficiency Self-Assessment Test and One (1) Independent Director is required to undertake online proficiency self-assessment test conducted by the IICA, and will take the said online proficiency self-assessment test in due course.

ANNUAL EVALUATION OF BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES, THE CHAIRMAN AND INDIVIDUAL DIRECTORS INCLUDING THE INDEPENDENT DIRECTORS

In compliance with the Sections 134 and 178 of the Companies Act read with Regulations 17 and 19 of the Listing Regulations, the performance evaluation of the Board and its Committees were carried out during the year under review.

The evaluation was made in the overall context of the effectiveness of the Board and the respective Committees in providing guidance to the operating management of the Company, level of attendance in the Board/ Committee meetings, constructive participation in the discussion on the agenda items, effective discharge of the functions and roles of the Board/ Committees. A detailed discussion followed on the basis of the aforesaid criteria and the Board

collectively agreed that the Board and all its Committees fulfilled the above criteria and positively contributed in the decision making process at the Board/ Committee level.

The Board has evaluated the performance of the individual Directors on the basis of evaluation criteria specified in the Nomination and Remuneration policy of the Company. A member of the Board/Committee did not participate in the discussion of his/her evaluation.

NOMINATION AND REMUNERATION POLICY

The Company follows a Policy on appointment and Remuneration of Directors and Senior Management Employees. The Nomination and Remuneration Policy of the Company was modified by the Board of Directors at its meeting held on February 13, 2019 in light of the Amendment Regulations. The main objective of the said policy is to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors, KMP and senior management employees. The said Policy also lay down criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178, is appended as Annexure A to this Report and is also uploaded on the Company's website www.goldiam.com (web link: <http://www.goldiam.com/download/policy/2019/Nomination-and-Remuneration-Policy.pdf>)

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The familiarization programme aims to provide Independent Directors with the Jewellery industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant development so as to enable them to take well informed decisions in a timely manner. The familiarization programme also seeks to update the directors on the roles, responsibilities, rights and duties under the act and other statutes.

The Board members are provided with the necessary documents, presentation, reports and policies to enable them to familiarize with the Company's procedures and practices. Updates on relevant statutory changes and important laws are also given in the meetings.

The details of familiarization program for Directors are posted on the Company's website www.goldiam.com.

STATUTORY INFORMATION

Information required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of this Directors' Report for the year ended March 31, 2021 is given in Annexure B.

RELATED PARTY TRANSACTIONS

All the related party transactions are entered on an arm's length basis, in the ordinary course of business and are in compliance with applicable provisions of the Companies

Act, 2013 and the Listing Regulations. All Related Party Transactions are placed before the Audit Committee. Prior omnibus approval of the Audit Committee is obtained for related party transactions which are foreseen and repetitive in nature and the transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee for reviewing on a quarterly basis. There are no materially significant related party transactions made by the Company with Promoters, Directors, or Key Managerial Personnel etc., which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. Accordingly, no transactions are being reported in Form AOC-2, in terms of section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website: <http://www.goldiam.com/download/policy/2019/Policy-on-Related-Party-Transaction.pdf> None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company.

Details of contracts or arrangements or transactions not at arm's length basis: Nil

Details of material contracts or arrangement or transactions at arm's length basis: NA

AUDITORS

i. AUDITORS AND THEIR REPORT

Pursuant to provisions of Section 139 of the Act and Rules thereunder, M/s J.D. Zatakia & Co., Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide registration number 111777W were appointed as Statutory Auditors of the Company at 30th Annual General Meeting held on September 27, 2017 for a term of five consecutive years from the conclusion of the 30th Annual General Meeting scheduled till conclusion of 35th Annual General Meeting to be held in the year 2022, subject to ratification of their appointment at every subsequent Annual General Meeting.

However, the Ministry of Corporate Affairs has vide notification dated May 07, 2018 withdrawn the requirement of seeking Member's ratification at every Annual General Meeting on appointment of Statutory Auditor during their tenure of five years. Hence the resolution seeking ratification of their appointment does not forms part of the Notice convening the 34th Annual General Meeting.

A certificate from Statutory Auditors has been received to the effect that their appointment as Statutory Auditors of the Company, continue to be according to the terms and conditions prescribed under Section 139 of the Act and Rules thereunder.

There are no qualifications or adverse comments in the Auditor's Report, needing explanations or comments by the Board. The Statutory Auditors have not reported any incident of fraud to the Audit Committee in the year under review.

procedures and policies of the Company. Significant audit observation and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

ii. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Board has appointed M/s. R.N. Shah & Associates, a firm of Company Secretaries in Practice (C.P.No.700) to carry out Secretarial Audit for the financial year 2020-21.

The Secretarial Audit Report in Form No MR-3 forms part of this Report as Annexure C. In accordance with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, the Company has obtained, from the Secretarial Auditor of the Company, an Annual Secretarial Compliance Report.

The secretarial Audit Report contains following qualification/reservation /adverseremark as follows:

"For failure to appoint of Independent Woman Director on the Board by April 1, 2020 pursuant to regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Note: Mrs. Nipa Utpal Sheth was appointed as an Independent Woman Director on August 31, 2020."

Management's Reply:

The Company had taken diligent and concerted efforts to appoint an appropriate person, however due to Covid-19 nation-wide lockdown, the Company had not been able to appoint a women Independent Director. Subsequently Mrs. Nipa Utpal Sheth was appointed as the Women Director w.e.f. August 31, 2020 and accordingly complied with the said requirement.

Further the Company had also applied /submitted for Waiver of penalty Request Application through NEAPS System on August 31, 2020 and November 19, 2020 respectively, however same were rejected by National Stock Exchange of India Limited.

Pursuant to Regulations 24A of SEBI Listing Regulations 2015, the Secretarial Audit Report in Form No MR-3 of material unlisted subsidiaries of the Company incorporated in India forming part of this Directors' Report for the year ended March 31, 2021 is given in Annexure D.

iii. INTERNAL AUDITOR

M/s.J.H. Shah & Associates, Chartered Accountants are our Internal Auditors. The scope of work and authority of the Internal Auditors is as per the terms of reference approved by Audit Committee. The Internal Auditors monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting

COMPLIANCE WITH SECRETARIAL STANDARDS

During the financial year under review, the Company has complied with the applicable SS-1 (Secretarial Standard on Meetings of the Board of Directors) and SS-2 (Secretarial Standard on General Meetings) issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

BUSINESS RESPONSIBILITY REPORT:

As stipulated under the Listing Regulations, the Business Responsibility Report describing the initiatives taken by the Company from an environmental, social and governance perspective is attached in the format prescribed as Annexure E and forms an integral part of the Annual Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS OR REGULATORS

There have been no significant and material orders passed by the courts or regulators or tribunals impacting the going concern status and Company's operations.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as Annexure F.

RISK MANAGEMENT POLICY AND ITS IMPLEMENTATION

Risk management has always been an integral part of the corporate strategy which complements the organizational capabilities with business opportunities, robust planning and execution.

In line with the new regulatory requirements, the Company has formally framed a Risk Management Policy to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee of the Company.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. Periodic audits are undertaken on a continuous basis covering all the operations i.e., manufacturing, sales & distribution, marketing, finance, etc. Reports of internal audits are reviewed by management and Audit Committee from time

to time and desired actions are initiated to strengthen the control and effectiveness of the system.

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of Section 135 of the Companies Act, 2013, the Companies (Corporate Social Responsibility) Rules, 2014 and the various notifications/circulars issued by the Ministry of Corporate Affairs, the Company has contributed an amount of ₹65,34,429/- lakhs towards CSR activities, the Company has undertaken projects in the area of animal welfare and promoting preventive health care in accordance with Schedule VII of the Companies Act, 2013 with the help of other registered trusts namely “Shree Sumati Jeev Raksha Kendra undertaking “Jeevdaya” project in the area of Animal Welfare and “Rotary Club of Bombay Queens Necklace Charitable Trust” and “Make-A-Wish Foundation of India” undertaking “promoting preventive health care” projects and directly through Grand Port Hospital and Sonal Clinic.

The content of CSR policy of the Company and detailed report on CSR activities including amount spent is given in [Annexure G](#).

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Company has in place a Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. An Internal Committee has been set up to redress the complaints received regarding sexual harassment at workplace. All employees including trainees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed off during the current financial year:

1. Number of Complaints received : Nil
2. Number of Complaints disposed off : Nil

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Board of Directors of Goldiam International Limited are committed to maintain the highest standard of honesty, openness and accountability and recognize that employees have important role to play in achieving the goal. Further the your Board is in believe that the employees should be able to raise complaints concerning questionable accounting practices, internal accounting controls or auditing matters or concerning the reporting of fraudulent financial information etc. free of any discrimination, retaliation or harassment, for which the Board has established a Whistle Blower Policy, which encouraged the employees to report their genuine concerns and questionable accounting practices to Mr.Ajay M. Khatlawala, Chairman of Audit Committee through email or by correspondence through post. Further details are available on the company's website www.goldiam.com.

OTHER DISCLOSURES:

Following other disclosures are made:

- o During the year under review, no securities (including sweat equity shares and ESOP) were issued to the employees of the Company under any scheme.
- o No orders were passed by any of the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.
- o During the year under review, there were no changes in the nature of the business of the Company.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION:

No material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year ending March 31, 2021 and the date of this Report, other than continuing impact of pandemic COVID-19. For further details on the impact of COVID-19, please refer Note No. 44 to the Financial Statements.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Regulation 34(2)(e) of SEBI Listing Regulations, the Management's discussion and analysis is set out in this Annual Report.

REPORT ON CORPORATE GOVERNANCE

Your Company continue to imbibe and emulate the best corporate governance practices aimed at building trust among all stakeholders- shareholders, employees, customers, suppliers and others. Your Company believes that fairness, transparency, responsibility and accountability are the four key elements of corporate governance. The Company has complied with the corporate governance requirements under the Companies Act, 2013, and as stipulated under the listing regulations. A separate section on corporate governance under the listing regulations, along with a certificate from the Company's Auditor confirming compliance, is annexed and forms an integral part of this Annual Report.

ACKNOWLEDGMENTS

Your Directors express their appreciation for the sincere cooperation and assistance of Central and State Government authorities, bankers, customers, suppliers and business associates. Your Directors also wish to place on record their deep sense of appreciation for the committed services by your Company's employees. Your Directors acknowledge with gratitude the encouragement and support extended by our valued shareholders.

For and on behalf of the Board of Directors

Rashesh M. Bhansali

Place: Mumbai

Executive Chairman

Dated: July 21, 2021

(DIN 00057931)