

# KEYNOTE

Ref # Buyback/GIL/Let/SEBI&SE/Sc(09)

August 11, 2023

The Manager  
**BSE Limited**  
Department of Corporate Services,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

Dear Sir,

**Reg: Proposed Buy-Back of equity shares by Goldiam International Limited (the "Company")**

This has a further reference to the captioned Buyback offer where we are acting as "Manager to the Offer". The offer opened on Thursday, July 27, 2023 and closed on Wednesday, August 02, 2023.

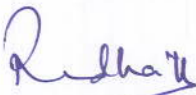
In response to the Buyback offer for 21,79,493 equity shares of ₹ 2/- each, the Company received 71,35,660 valid equity shares in the Offer. The settlement of bids was completed through the settlement process of BSE Limited, on Wednesday, August 09, 2023. All the equity shares accepted in the Offer will be extinguished on or before Tuesday, August 22, 2023.

We are enclosing herewith a copy of the post buyback public advertisement published in compliance with regulation 24 (vi) of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. The advertisement has been published in the same newspapers where the public announcement was published.

We request you to kindly take the above on record.

Thanking you and assuring you of our best co-operation at all times.

Yours sincerely,  
For **KEYNOTE FINANCIAL SERVICES LIMITED**



**Radha Kirthivasan**  
Head ECM-Execution

**Keynote Financial Services Limited**

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028  
Tel.: 91 22 6826 6000 · Fax: 91 22 6826 6088 Email: info@keynoteindia.net • Website: www.keynoteindia.net  
CIN-L67120MH1993PLC072407


**Goldiam International Ltd**  
 MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY  
 CIN: I136912MH1986PL1 C041203  
 Registered office: Gems & Jewellery Complex, MIDC, SEEPZ, A-Block, Mumbai - 400 098  
 Tel. No. 022-26291833/28230386/28232397; Fax: 022-28232885  
 Website: www.goldiam.com; Email: investorrelations@goldiam.com  
 Contact Person: Parthiv Parkhiya, Company Secretary & Compliance Officer

**POST BUY-BACK PUBLIC ANNOUNCEMENT**

**FOR THE ATTENTION OF THE ELIGIBLE SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF GOLDIAM INTERNATIONAL LIMITED**

This Post Buyback Public Announcement ("Advertisement") is made pursuant to Regulation 24 (vi) of Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ("Buyback Regulations"). This Advertisement should be read in conjunction with the Public Announcement dated July 07, 2023, published on July 10, 2023 ("PA") and the Letter of Offer dated July 25, 2023 (the "Letter of Offer"/ "LOF") issued in connection with the Buyback of fully paid equity shares of ₹ 2/- each ("Equity Shares") of Goldiam International Limited (the "Company") through the Tender Offer route. All capitalized terms, unless defined herein, shall have the same meaning ascribed to them in the Public Announcement and the Letter of Offer.

- 1. THE BUYBACK**
  - 1.1. The Company had announced the Buyback of up to 21,79,493 (Twenty One Lakhs Seventy Nine Thousand Four Hundred Ninety Three) fully-paid-up Equity Shares of face value ₹ 2/- each from all the eligible shareholders/beneficial owners of Equity Shares as on record date i.e. July 21, 2023, on a proportionate basis, through the "Tender Offer" route at a price of ₹ 150/- (Rupees One Hundred Fifty Only) per equity share payable in cash, for an aggregate maximum consideration not exceeding ₹ 32,69,23,950/- (Rupees Thirty Two Crores Sixty Nine Lakhs Twenty Three Thousand Nine Hundred Fifty Only) ("Buyback Size"). The Buyback Size does not include any expenses incurred or to be incurred for the Buyback including but not limited to stamp duty and goods and service tax, advisors' fees, intermediaries' fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses, as applicable (hereinafter referred to as "Transactions Costs").
  - 1.2. The Buyback size represents 12.47% and 5.78% of the aggregate total paid-up equity share capital and free reserves as per the audited standalone and consolidated financial statements of the Company as on March 31, 2023, respectively. The number of Equity shares bought back constituted 2% of the Pre-Buyback paid-up Equity shares of the Company.
  - 1.3. The Company adopted the tender offer route for the purpose of the Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by the Securities and Exchange Board of India ("SEBI") vide circular CIR/CFD POLICYCELL/2015 dated April 13, 2015, read with SEBI circular CFD/DCR2/CIR/2016/131 dated December 9, 2016 and SEBI circular CFD/DCR/IN/CFD/2022/1615 dated August 13, 2021 and circular bearing number SEBI/HO/CFD/PoD-2/P/CH/2023/35 dated March 08, 2023 including any amendments thereof, issued by SEBI. For the purposes of the Buyback, BSE Limited was the designated stock exchange.
  - 1.4. The tendering period for the Buyback Offer opened on Thursday, July 27, 2023 and closed on Wednesday, August 02, 2023.

**2. DETAILS OF BUY BACK**

- 2.1. 21,79,493 (Twenty One Lakhs Seventy Nine Thousand Four Hundred Ninety Three) fully-paid-up Equity Shares were bought back under the Buyback, at a price of ₹ 150/- (Rupees One Hundred Fifty Only) per Equity Share.
- 2.2. The total amount utilized in the Buyback was ₹ 32,69,23,950/- (Rupees Thirty Two Crores Sixty Nine Lakhs Twenty Three Thousand Nine Hundred Fifty only) excluding Transaction Costs.
- 2.3. The Registrar to the Buyback i.e., Link Intime India Private Limited ("Registrar"), considered 5,856 valid bids for 71,35,660 Equity Shares in response to the Buyback resulting in the subscription of approximately 3.27 times the maximum number of Equity Shares proposed to be bought back. The details of the applications considered by the Registrar, are as under:

Particulars	Number of Equity Shares available for Buyback	Total no. of bids received in the category	Total Equity Shares bid for in the category	Total valid Bids received in the category	Total valid Equity Shares received in the category**	No. of times (Total valid Equity Shares received in the category to the total no. of Equity Shares proposed to be bought back)
Small Shareholder Category	3,26,924	5,290	17,34,328	5,290	17,27,856	5.29
General Category	18,52,569	566	54,20,454	566	54,07,804	2.92
Not in Master file	-	60	22,696	-	-	-
<b>Total</b>	<b>21,79,493</b>	<b>5,916</b>	<b>71,77,478</b>	<b>5,856</b>	<b>71,35,660</b>	<b>3.27</b>

- \*60 bids for 22,696 Equity Shares were not considered since they were not shareholders as on Record Date.  
 \*\*Excludes excess bid by 68 shareholders for 6,472 Equity Shares under Reserved Category and 06 shareholders for 12,650 Equity Shares under General Category, which were over and above their shareholding as on Record Date hence such equity shares have not been considered for acceptance.
- 2.4. All valid applications were considered for the purpose of Acceptance in accordance with the Buyback Regulations and the Letter of Offer. The communication of acceptance/rejection has been dispatched by the Registrar through email to the relevant Eligible Shareholders (who have their e-mail IDs registered with the Company) on August 09, 2023. In cases where email IDs were not registered with the Company or depositaries, physical letters of acceptance / rejection are being dispatched to the Eligible Shareholders by the Registrar and the same shall be completed on or after August 09, 2023.
  - 2.5. The settlement of all valid bids was completed by the Indian Clearing Corporation Limited / BSE Limited on August 09, 2023. Clearing Corporation has made direct funds payout to Eligible Shareholders whose shares have been accepted under the Buyback. If bank account details of any Eligible Shareholders were not available or if the funds transfer instruction were rejected by Reserve Bank of India or relevant bank, due to any reason, then the amounts payable to Eligible Shareholders were transferred to the concerned Seller Member for onward transfer to such Eligible Shareholder.
  - 2.6. Demat Equity Shares accepted under the Buyback were transferred to the Company's Demat Escrow Account on August 09, 2023. The unaccepted demat Equity Shares have been unlocked in the account of respective Eligible Shareholders by Clearing Corporation on August 09, 2023.
  - 2.7. The extinguishment of 21,79,493 Equity Shares accepted under the Buyback shall be completed on or before August 22, 2023.
  - 2.8. The Company and its directors accept full responsibility for the information contained in this Post Buyback Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buyback Regulations.

**3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN**

(Equity Shares having face value of ₹2/- each)

Sl. No.	Particulars	Pre-Buyback*		Post-Buyback**	
		No. of Equity Shares	Amount(₹)	No. of Equity Shares	Amount(₹)
1	Authorized Share Capital	15,50,00,000	31,00,00,000	15,50,00,000	31,00,00,000
2	Issued, Subscribed and Paid-up Capital	10,89,74,615	21,79,49,230	10,67,95,122	21,35,90,244

\*As on the Record date i.e. July 21, 2023  
 \*\*Subject to extinguishment of 21,79,493 Equity Shares

3.2. Details of the eligible shareholders/beneficial owners from whom Equity Shares exceeding 1% (of the total equity shares bought back) have been accepted under the Buyback are as mentioned below:

Sl. No.	Name of the Shareholder	No. of Equity Shares accepted under Buyback	Equity Shares Accepted as a % of total Equity Shares bought back	Equity Shares accepted as % of Total Post buy back Equity Shares*
1	Rashesh Manhar Bhansali	8,36,806	38.30	0.76
2	Anmol Rashesh Bhansali	3,01,413	13.83	0.29
3	Shobhamben Manhar Kumar Bhansali	91,702	4.21	0.09
4	Aruna Shah	53,015	2.43	0.05
5	Harsha Maheshchandra Sheth	80,513	3.69	0.07
6	Ramesh Damani	34,442	1.58	0.03
7	Nishith Shah	29,618	1.36	0.03
8	Maheshchandra Kantilal Sheth Huf	28,886	1.33	0.03
9	Maheshchandra Kantilal Sheth	28,255	1.30	0.03

\*Subject to extinguishment of 21,79,493 Equity Shares

3.3. The shareholding pattern of the Company Pre-Buyback (as on Record date i.e. as on July 21, 2023) and Post Buyback, is as under:

Particulars	Pre-Buyback* (as on record date)		Post Buyback*	
	No. of equity shares	% of existing equity share	No. of equity shares	% of Post-Buyback equity share
Promoters and Promoter Group	7,23,52,280	66.39	7,11,22,359	66.60
Public				
a) Indian Financial Institutions/ Banks/ Mutual funds	12,01,686	1.10		
b) FIIs/FPIs/Foreign national and OCBs	15,11,956	1.39	3,56,72,763	33.40
c) Resident individuals including other bodies corporate	3,39,08,661	31.12		
<b>Total (a+b+c)</b>	<b>3,66,22,335</b>	<b>33.61</b>		
<b>Grand Total</b>	<b>10,89,74,615</b>	<b>100.00</b>	<b>10,67,95,122</b>	<b>100.00</b>

\*Subject to extinguishment of 21,79,493 Equity Shares

**4. MANAGER TO THE BUYBACK OFFER**

**KEYNOTE**

Keynote Financial Services Limited  
 The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400 028  
 Tel. - 91 22 6628 9200-3; E-mail: mfo@keynoteindia.net  
 Website: www.keynoteindia.net; Contact Person: Sauri Thomas  
 SEBI Registration No.: INM 000003605  
 CIN - L67120MH1993PLC072407

**5. DIRECTORS RESPONSIBILITY**

As per Regulation 24(i)(a) of the Buyback Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Announcement or any other information advertisement, circular, brochure, publicity material which may be issued and confirm that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of Board of Directors of  
 M/s. Goldiam International Limited

Sd/- Rashesh Manhar Bhansali Executive Chairman DIN: 06657931	Sd/- Anmol Rashesh Bhansali Whole Time Director DIN: 97931599	Sd/- Parthiv Parkhiya Company Secretary & Compliance Officer ACS: 30395
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Date: August 10, 2023  
 Place: Mumbai