

# Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

October 13, 2021

To, BSE Limited PhirozeJeejeebhoy 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 Sir/Madam,

**Sub: Result of Postal Ballot by remote e-voting process**

This is further to our letter dated September 13, 2021 enclosing the copy of Postal Ballot Notice seeking approval of the members for Buyback of equity shares.

We further inform that pursuant to the provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company conducted the Postal Ballot as set out in the notice of Postal Ballot dated September 13, 2021.

Remote e-voting process concluded at 5.00 p.m. today post which the scrutinizer submitted his report on the results of the postal ballot. Based on the report of the scrutinizer, we hereby inform that the members of the Company have duly passed the special resolution approving the Buyback of upto 3,80,000 fully paid up equity shares or Rs. 10/- each at a price of Rs. 1200/-

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details of the voting results and Scrutinizer's Report in this behalf for your record.

Further, as required under regulation 5(v) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, a copy of the special resolution passed by the shareholders of the Company is enclosed.

The voting results and the Scrutinizer's Report are being uploaded on the Company's website [www.goldiam.com](http://www.goldiam.com) and website of Link Intime India Private Limited [www.linkintime.co.in](http://www.linkintime.co.in)

Yours faithfully,  
For Goldiam International Limited

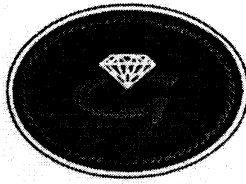
  
Pankaj Parkhiya  
Company Secretary & Compliance Officer

Encl.: As above

**Registered Office**

Gems & Jewellery Complex, Santacruz Electronics Export Processing Zone, Andheri (East), Mumbai-400096. India  
Phones: (022) 28291893/28290396/28292397 Fax : (022) 28292885 Email:- [investorrelations@goldiam.com](mailto:investorrelations@goldiam.com)

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# Goldiam International Ltd

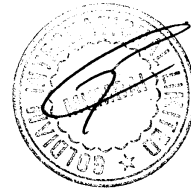
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## GOLDIAM INTERNATIONAL LIMITED

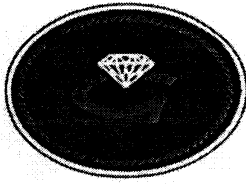
A) DETAILS OF THE VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF LISTING REGULATIONS		
Sr. No.	Particulars	Details
1.	Date of the Notice of Postal Ballot	September 13, 2021
2.	Total Number of shareholders as on record date/cut-off date	26,848 as on cut-off date i.e. September 10, 2021
3.	Special Resolution	Approval for Buyback of Equity Shares
4.	Mode of voting	Remote e-voting

B) RESULTS OF THE MEETING				
Sr. No.	Agenda	Resolution required	Mode of Voting	Remarks
1.	Approval for Buyback of Equity Shares	Special	Remote e-voting	Passed with requisite majority



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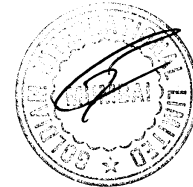
# Goldiam International Ltd

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C) RESOLUTIONWISE DETAILS OF VOTING RESULTS								
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	14694672	14694672	100.0000	14694672	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>14694672</b>	<b>14694672</b>	<b>100.0000</b>	<b>14694672</b>	<b>0.0000</b>	<b>100.0000</b>
Public Institutions	E-Voting	63433	53924	85.0094	53924	0.0000	100.0000	0.0000
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>63433</b>	<b>53924</b>	<b>85.0094</b>	<b>53924</b>	<b>0.0000</b>	<b>100.0000</b>
Public Non Institutions	E-Voting	7416818	659440	8.8911	657503	1937	99.7063	0.2937
	Poll		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	Postal Ballot		0.0000	0.0000	0.0000	0.0000	0.0000	0.0000
	<b>Total</b>		<b>7416818</b>	<b>659440</b>	<b>8.8911</b>	<b>657503</b>	<b>1937</b>	<b>99.7063</b>
<b>Total</b>		<b>22174923</b>	<b>15408036</b>	<b>69.4841</b>	<b>15406099</b>	<b>1937</b>	<b>99.9874</b>	<b>0.0126</b>

Details of Invalid/Abstained Votes	
Category	No. of votes
Promoter and promoter Group	0
Public Institutional holders	0
Public- non Institutions	78



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Website: [www.goldiam.com](http://www.goldiam.com)

# R. N. SHAH & ASSOCIATES

Company Secretaries

Phone (O): 2836 9965/6697 1219  
Mobile: 93247 60604/88500 91172  
E-mail : [rnshah1954@yahoo.com](mailto:rnshah1954@yahoo.com)  
Website: [rnshahassociates.com](http://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.

Ref. No.

**Date: 13<sup>th</sup> October, 2021**

## 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 of the Company 'Goldiam International Limited'

I, RAJNIKANT NAROTTAMDAS SHAH, appointed as a scrutinizer pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the process of remote e-voting by Members for the Postal Ballot on the resolution contained in the notice dated 13<sup>th</sup> September, 2021 issued in accordance with General Circular No. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020 and 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020 and by General Circular No. 10/2021 dated 23 June 2021, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), to conduct Postal Ballot through electronic mode. The Notice for Postal Ballot was sent on Monday, 13<sup>th</sup> September, 2021. The remote e-voting facility was made available by the Company from Tuesday, September 14, 2021 at 09:00 a.m. (IST) to Wednesday, October 13, 2021 at 5.00 p.m. (IST). I submit my Report as under:

#### A. Dispatch of Notice for the Postal Ballot:

1. Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing the process of remote e-voting by Members for the Postal Ballot on the resolution contained in the notice dated 13<sup>th</sup> September, 2021 issued in accordance with General Circular No. 14/2020 dated 8 April 2020, 17/2020 dated 13 April 2020 and 22/2020 dated 15 June 2020, 33/2020 dated 28 September 2020, 39/2020 dated 31 December 2020 and by General Circular No. 10/2021 dated 23 June 2021,



issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), to conduct Postal Ballot through electronic mode. The Notice for Postal Ballot was sent on Monday, 13<sup>th</sup> September, 2021.

2. The Company hosted the notice of Meeting through Postal Ballot on its website, website of the agency providing the platform for remote e-voting and also intimated the same to BSE Limited and National Stock Exchange of India Limited on 13<sup>th</sup> September, 2021.
3. The Company informed that on the basis of the Register of Members and the list of Beneficial Owners made available by Link Intime India Private Limited (LI IPL), the Registrar and Share Transfer Agents ("RTA") of the Company and the depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") respectively, the Company completed dispatch of Notice of Postal Ballot:
  - On 13<sup>th</sup> September, 2021 by E-mail to 24,934 Members who had registered their E-mail IDs with the Company / Depositories;

#### **B. Cut-off date**

Voting rights were reckoned as on Friday, 10<sup>th</sup> September, 2021, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting on the Resolution contained in the Notice of Postal Ballot.

#### **C. Remote e-voting process**

- **Agency**

The Company had appointed Link Intime India Private Limited (LI IPL) as the agency to provide remote e-voting facility to its members.

- **Remote e-voting period:**

The remote E-Voting period remained open from 9.00 a.m. on September 14, 2021 and ended on October 13, 2021 at 5.00 p.m. and members had cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by LI IPL.

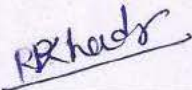


**D. Results of the remote e-voting by members through Postal Ballot:**

- On completion of e-voting through Postal Ballot, we unblocked the results of the remote e-voting on the LIPL evoting platform and downloaded the results.

The results were unblocked on October 13, 2021 around 5.23 p.m. in presence of two witnesses, namely Ms. Rina Khawadkar residing at 44/879, Manav CHS Azad Nagar 3, Veera Desai Road, Andheri (West), Mumbai-400 058 and Mr. Ronit Shah residing at Flat No. 602, Indu Ganesh Heights, Trimurti Society Road, Chunabhati (East) Mumbai-400 022 who are not in employment of the Company.

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



(Ms. Rina Khawadkar)



(Mr. Ronit Shah)

- Based on the aforesaid results, we report that 1 Special Resolution as set out in Item No. 1 of the Notice of the Postal Ballot dated 13<sup>th</sup> September, 2021 has been passed with the requisite majority.
- I now submit my Scrutinizer Report on the results of the voting by postal ballot only through remote e-voting mode in respect of the said Special Resolution for approval for Buyback of Equity Shares, as enclosed herewith.



## RESULT

Item No.1: To Approve Buyback of Equity Shares

The result of remote e-voting through Postal Ballot is as under:

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

	Total
No. of Members voted	287
Number of valid votes cast by them	15,406,099
% of Total number of valid votes cast	99.99

ii) Voted **against** of Special Resolution

	Remote E-Voting
No. of Members voted	49
Number of valid votes cast by them	1,937
% of Total number of valid votes cast	0.01

iii) **Invalid/Abstain** Votes

	Remote E-Voting
No. of Members whose votes were declared <b>invalid/ Abstain</b>	4
Number of <b>invalid/ Abstain</b> votes cast by them	78

Based on the aforesaid result, we report that the Special Resolution as set out in Item No. 1 of the Notice of the Postal Ballot dated 13<sup>th</sup> September, 2021 has been passed with requisite majority.



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

Thanking you,

Yours Faithfully,

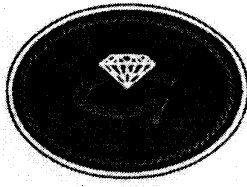


(RAJNIKANT N. SHAH)  
PROPRIETOR,  
R. N. SHAH & ASSOCIATES  
COMPANY SECRETARIES  
F.C.S. 1629 C.P. 700  
UDIN: F001629C001174889



PLACE: MUMBAI  
DATE: 13<sup>th</sup> October, 2021





# Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED THROUGH POSTAL BALLOT BY REMOTE E-VOTING PROCESS WITHIN THE MEANING OF SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 AND RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 DATED OCTOBER 13, 2021.**

**Approval for Buyback of Equity Shares:**

"RESOLVED THAT in accordance with Article 23A of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, including any amendments, statutory modifications or re-enactments thereof, for the time being in force, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in compliance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (the "Buyback Regulations"), and subject to such other approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed to by the Board of Directors of the Company ("Board", which expression shall include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution), consent of the Members be and is hereby accorded for the buyback by the Company of upto 3,80,000 (Three lakhs eighty thousand ) fully paid-up equity shares of a face value of Rs.10 /- (Rupees Ten) each (representing 1.71% of the total issued and paid-up equity share capital of the Company) ("Equity Shares") at a price of Rs.1200/- (Rupees One thousand two hundred only) per Equity Share payable in cash for an aggregate consideration not exceeding Rs.45,60,00,000/- (Rupees Forty five crore sixty lakhs only ) (excluding Transaction Costs such as securities transaction tax, GST, stamp duty, filing fees, advisors' fees, brokerage, public announcement expenses, printing and dispatch expenses, applicable taxes and other incidental and related expenses (hereinafter referred to as "Transaction Costs")), which is not exceeding 25% of the aggregate of the paid-up share capital and free reserves as per audited standalone financial statements and audited consolidated financial statements of the Company as on March 31, 2021, to be sourced out of the free reserves of the Company (retained earnings) and/or such other source as may be permitted by the Buyback Regulations or the Act, from the Members of the Company as on the record date, on a proportionate basis, through the Tender Offer route through Stock Exchange mechanism as prescribed under the Buyback Regulations ("Buyback"), in accordance and consonance with the provisions contained in the Buyback Regulations, the Act, Share Capital Rules and Management Rules.

**RESOLVED FURTHER THAT** the Company shall implement the Buyback out of its free reserves and that the Buyback shall be through the Tender Offer route in such manner as may be prescribed under the Act and the Buyback Regulations and on such terms and conditions as the Board may deem fit.

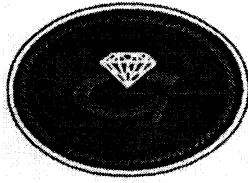
**RESOLVED FURTHER THAT** the Company shall implement the Buyback using the "Mechanism for acquisition of shares through Stock Exchange pursuant to tender offer under Buyback" notified by Securities and Exchange Board of India ("SEBI") vide circular CIR/CFD/ POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and SEBI circular CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments thereof.

**Registered Office**

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**RESOLVED FURTHER THAT** all the equity shareholders of the Company will be eligible to participate in the Buyback including promoters, members of promoter group, and persons acting in concert (it being understood that the "promoter", "promoter group", and "persons acting in concert" will be such persons as have been disclosed in the filings made by the Company under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended), who hold Equity Shares as of the Record Date to be decided by the Board of Directors or any Committee of Director(s)/ any one or more Director(s)/Officer(s)/Authorised Representative(s) ("Buyback Committee") of the Company.

**RESOLVED FURTHER THAT** as required by Regulation 6 of the Buyback Regulations, the Company shall buyback Equity Shares from the equity shareholders on a proportionate basis provided that 15% of the number of Equity Shares which the Company proposes to buyback or the number of Equity Shares entitled as per the shareholding of small shareholders, as defined in the Buyback Regulations ("Small Shareholders"), as of the Record Date, whichever is higher, shall be reserved for Small Shareholders.

**RESOLVED FURTHER THAT** the Buyback from the equity shareholders who are residents outside India including foreign corporate bodies, foreign institutional investors / foreign portfolio investors, non-resident Indians, shareholders of foreign nationality, if any, shall be subject to Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any, Income Tax Act, 1961 and rules and regulations framed there under and also subject to such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 and rules and regulations framed there under, if any.

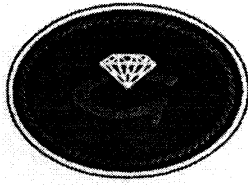
**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred hereinabove as it may in its absolute discretion deem fit, to **Buyback Committee** of the Company in order to give effect to this resolution, including but not limited to finalizing the terms of the Buyback such as record date, entitlement ratio, the time frame for completion of Buyback; appointment of merchant bankers, registrars, brokers, lawyers, depository participants, escrow agents, advisors, consultants, intermediaries, bankers, other agencies, as may be required, for implementation of the Buyback; preparation, finalizing, signing and filing of the Public Announcement, Draft Letter of Offer/Letter of Offer and such other necessary applications, undertakings, agreements, papers, documents and correspondence, if required under the Common Seal of the Company, to be filed in connection with the Buyback with SEBI, RBI, stock exchanges where the Equity Shares of the Company are listed, Registrar of Companies, Depositories and/or other regulatory and/or statutory authorities as may be required from time to time and obtain their approvals and to initiate all necessary actions including opening, operation and closure of necessary bank accounts (including escrow account and special escrow account with the bank, entering into escrow agreements as required under the Buyback Regulations), issuance of bank guarantee in favour of the merchant banker, or deposit of acceptable securities with appropriate margin with the merchant banker, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company and carrying out incidental documentation such as undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") Registrar of Companies, Depositories and / or other authorities.

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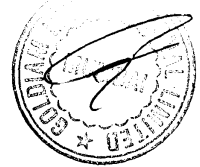
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**RESOLVED FURTHER THAT** nothing contained herein above shall confer any right on the part of any Member to offer, or any obligation on the part of the Company or the Board or the Buyback Committee to buyback any shares and/or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback, if so permissible by law.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and the Buyback Committee be and are hereby severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."



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