KEYNOTE



Ref # Buyback/GIL/Let-SEBI&SE/Sp(02)

October 18, 2021

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")

We are pleased to inform you that we have been appointed to act as the Manager to the proposed Buy-Back of equity shares to be undertaken by the Company.

The Board of Directors of Goldiam International Limited in their meeting held on September 13, 2021 approved the proposal of Buy-Back of upto 3,80,000 fully paid-up equity shares of ₹10/- each at a price of ₹1200/- (One Thousand Two Hundred Only) per equity share for a total consideration not exceeding ₹45,60,00,000/- (Rupees Forty-Five Crores Sixty Lakhs Only) from the equity shareholders of the Company as on the Record Date, on a proportionate basis through the "Tender Offer" route, subject to approval from the shareholders. A Special Resolution approving the Buy-Back of equity shares was passed through Postal Ballot, results of which were declared on October 13, 2021.

In terms of Regulation 7 of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, a public announcement dated October 14, 2021 ("Public Announcement") pertaining to the Buyback was released for publication by the Company on October 18, 2021 in the following newspapers:

Publication	Language	Edition
Financial Express	English	All
Financial Express	Gujarati	Ahmedabad Edition
Jansatta	Hindi	All
Mumbai Lakshdeep	Marathi	Mumbai Edition

In this regard we are enclosing herewith the following:

- Copy of the public announcement as published in the newspapers
- Copy of the Special Resolution passed through Postal Ballot on October 13, 2021.

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

山day S. Patil

Director - Investment Banking

Keynote Financial Services Limited

(Formerly known as Keynote Corporate Services Limited)
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai 400028

Tel: 91 22 6826 6000 Fax: 91 22 6826 6088

Email: <u>info@keynoteindia.net</u> Website: <u>www.keynoteindia.net</u> CIN – L67120MH1993PLC072407



Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

Registered office: Gems & Jewellery Complex, MIDC, SEEPZ, Andheri (East), Mumbai - 400 096. Tele. No. 022 -28291893/ 28290396/ 28292397; Fax: 022-28292885 Website: www.goldiam.com; Email: investorrelations@goldiam.com

Contact Person: Mr. Pankaj Parkhiya, Company Secretary & Compliance Officer

FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/BENEFICIAL OWNERS OF EQUITY SHARES OF GOLDIAM IN SHARES THROUGH TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SEC

This Public Announcement (the "PA") is being made in accordance with Securities and Exchange Board of India "SEBI" Circular CIR/CFD/POLICYCELL/1/2015/dated April 13, 2015 read with Circular CFD/DCR2/P/2016/131 dated December 9, 2016, including any further amendments thereof), pursuant to the Regulation 7(i) along with other applicable provisions of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 as amended, for the time being in force including any statutory modifications and amendments from time to time ("SEBI Buyback Regulations"/ "Buyback Regulations") and contains the disclosures as specified in Schedule II to the SEBI Buyback Regulations read with Schedule I of the SEBI Buyback Regulations.

OFFER FOR BUYBACK OF UP TO 3,80,000 (THREE LAKHS EIGHTY THOUSAND ONLY) FULLY PAID-UP EQUITY SHARES OF THE COMPANY OF FACE VALUE OF ₹10/- (RUPEES TEN ONLY) EACH ("EQUITY SHARES") AT A PRICE OF ₹1200/- (RUPEES ONE THOUSAND TWO HUNDRED ONLY) PER FULLY PAID-UP EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH THE TENDER OFFER PROCESS USING THE STOCK EXCHANGE MECHANISM. Certain figures in this Public Announcement, including financial information, have been subject to rounding off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

DETAILS OF THE BUYBACK OFFER AND BUYBACK PRICE.

1.1. The Board of Directors (the "Board", which expression includes the any committee constituted by the Board to exercise the powers, including the powers conferred by the resolution) of Goldiam International Limited (the "Company") at its meeting held on September 13, 2021 ("Board Meeting") approved the proposal of Buyback up to 3,80,000 (Three Lakhs Eighty Thousand) fully-paid-up Equity Shares of face value ₹10/- each, at a price of ₹1200/- per equity share ("Buyback Price") for an amount not exceeding ₹45,60,00,000/- (Rupees Forty-Five Crores Sixty Lakhs Only) ("Buyback Size") (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") from the equity shareholders of the Company as on October 27, 2021 ("Record Date") ("Eligible Shareholders") (for further details on the Record Date, refer to paragraph 12 of this Public Announcement), on a proportionate basis through the "Tender Offer" route in accordance with the provisions of the Companies Act, 2013 ("Companies Act" or "the Act") and, the Companies (Share Capital and Debentures) Rules, 2014 (the "Share Capital Rules"), the Companies (Management and Administration) Rules, 2014 (the "Management Rules") and in compliance with the Buyback Regulations ("Buyback Offer" or "Buyback") and, subject to approval of the Equity Shareholders of the Company. The Board of Directors at their meeting approved the Postal Ballot Notice dated September 13, 2021 ("Postal Ballot Notice"), to seek the approval of the Shareholders of the Company for the Buyback, through a Special Resolution, on a proportionate basis (subject to the reservation for small shareholders), through the tender offer process pursuant to Articles of Association of the Company and in accordance with Sections 68, 69, 70 and 110 and all other applicable provisions, if any, of the Companies Act, the Share Capital Rules, the Management Rules, and the Buyback Regulations. The Buyback is subject to receipt of any approvals of lenders, statutory, regulatory, or governmental authorities as may be required under applicable laws, including the Reserve Bank of India (RBI), the SEBI, and the Stock Exchanges on which the Equity Shares of the Company are listed, namely, National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") (hereinafter together referred to as the "Stock Exchanges")

The results of the Postal Ballot Resolution were announced on October 13, 2021 ("Shareholders' Approval"). The Shareholders of the Company approved the "Buyback" of up to 3,80,000 (Three Lakhs Eighty Thousand) fully-paidup Equity Shares of face value ₹10/- each, from the equity shareholders of the Company as on the Record Date, on a proportionate basis through the "Tender Offer" route at a price of ₹1200/- (One Thousand Two Hundred Only) per share, payable in cash, for an amount not exceeding ₹45,60,00,000/- (Rupees Forty-Five Crores Sixty Lakhs Only) which excludes Transaction Costs

The Buyback is 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 and in compliance with the Buyback Regulations. In accordance with the provisions of the Companies Act, 2013, the Buyback Size is ₹45,60,00,000/- (Rupees Forty-

Five Crores Sixty Lakhs Only) excluding Transaction Cost, representing 19.35% and 10.06% of the aggregate fully paid-up share capital and free reserves as per audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2021, respectively (the last audited financial statement available as on the date of Board Meeting approving the Buyback) and is within the statutory limit of 25% of the fully paid-up equity share capital and free reserves as per the last audited financial statement of the Company, Further, under the Companies Act, the number of equity share that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of the Company in that financial year. Since the Company proposes to Buyback up to 3,80,000 equity shares representing 1,71% of the total paid up equity share capital of the Company, the same is within the aforesaid 25% limit.

The buyback price is ₹1200/- per equity share. The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average market prices of the Equity Shares on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") where the Equity Shares are listed, the net worth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Share.

A copy of this Public Announcement will be available on the Company's website (www.goldiam.com) and is expected to be available on the website of SEBI (www.sebi.gov.in) during the period of the Buyback and on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com). OBJECTIVE OF THE BUYBACK

and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost- efficient manner. The Buyback is undertaken for the following reasons:

The Company believes that the strong future and outlook of its business activities, is not accurately reflected in the prevailing market price, thereby giving an opportunity for buyback to create long-term value for its

The Buyback is being undertaken by the Company to return surplus funds to its equity shareholders which are over

The Buyback would help in improving financial ratios like earnings per share and return on equity, by reducing the equity base of the Company; and thereby, enhancing the overall return to shareholders. The Buyback gives the Eligible equity shareholders the choice to either (A) participate in the buy-back and

receive cash in lieu of Equity Shares accepted under the buy-back or (B) not to participate in the buy-back and enjoy a resultant increase in their percentage shareholding in the Company post the buy-back, without additional investment. MAXIMUM NUMBER OF SHARES THAT THE COMPANY PROPOSES TO BUY-BACK:

The Company proposes to buyback up to 3,80,000 (Three Lakhs Eighty Thousand) fully paid up Equity Shares of face

value ₹10/- (Rupees Ten) each of the Company.

BUYBACK PRICE OF EQUITY SHARES AND THE BASIS OF ARRIVING AT THE BUYBACK PRICE: The Equity Shares of the Company are proposed to be bought back at a price of ₹1,200/- (Rupees One Thousand Two

Hundred Only) per share ("Offer Price"). The Buyback Price has been arrived at after considering various factors including, but not limited to the trends in the volume weighted average market prices of the Equity Shares on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") i.e. the stock exchanges where the Equity Shares are listed, the networth of the Company, price earnings ratio, impact on other financial parameters and the possible impact of Buyback on the earnings per Share. The Buyback Price represents:

Premium of 109.93% & 109.02% over the volume weighted average market price of the Equity Shares of NSE and BSE, respectively, during the three months preceding August 30, 2021, being the date of intimation to Stock Exchange for the Board Meeting to consider the proposal of the Buyback Premium of 76.55% and 76.91% over the closing price of the Equity Share on NSE and BSE, respectively,

as on August 27, 2021, being the last trading date prior to the Company's intimation to the Stock Exchanges of the date of the Meeting of the Board of Directors wherein proposal of the Buyback was considered. The Company confirms that as required under Section 68(2)(d) of the Act, the ratio of the aggregate of secured and

unsecured debts owed by the Company the paid-up Equity Share capital and free reserves after the Buyback shall be less than or equal to 2:1 based on last audited standalone and consolidated financial statements of the Company. MAXIMUM AMOUNT REQUIRED UNDER THE BUYBACK & ITS PERCENTAGE OF THE TOTAL PAID-UP CAPITAL AND FREE RESERVES AND THE SOURCES OF FUNDS FROM WHICH THE BUYBACK WOULD BE FINANCED: The maximum amount required for Buyback will not exceed ₹45,60,00,000/- (Rupees Forty five crore sixty lakhs only) excluding Transaction Costs. The said amount works out to 19.35% and 10.05% of the aggregate fully paid-up share capital and free reserves as per audited standalone financial statements and audited consolidated financial statements

The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company (including securities premium account) or such other source as may be permitted by the SEBI Buyback Regulations or the Companies Act and no funds will be borrowed from Banks and Financial Institutions for the Buyback.

The Company shall transfer from its free reserves, a sum equal to the nominal value of the Equity shares so bought back to the Capital Redemption Reserve Account and details of such transfer shall be disclosed in its subsequent The funds borrowed, if any, from banks and financial institutions will not be used for purpose of the Buyback.

METHOD TO BE ADOPTED FOR BUYBACK

of the Company as on March 31, 2021 respectively, which is within the prescribed limit of 25%.

6.1. The Buyback shall be on a proportionate basis, through the "Tender Offer" route, as prescribed under the Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges" as prescribed under the SEBI Circulars. The Buyback will be implemented in accordance with the Act read with the rules framed thereunder, the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

the Members holding Equity Shares of the Company who will be eligible to participate in the Buyback ("Eligible Equity Shareholder(s)"). Consequent to the approval of the Buyback, Eligible Shareholders will receive a Letter of Offer along with a Tender/Offer Form indicating their entitlement. THE AGGREGATE SHAREHOLDING OF THE PROMOTER / PROMOTER GROUP AND PERSONS WHO ARE IN CONTROL OF THE COMPANY, THE DIRECTORS OF COMPANIES WHICH ARE PART OF THE PROMOTER AND

As required under the Buyback Regulations, the Company has announced a Record Date to determine the names of

PROMOTER GROUP AS ON THE DATE OF THIS PUBLIC ANNOUNCEMENT ARE AS FOLLOWS: The aggregate shareholding of the Promoter and Promoter Group and persons who are in control of the Company as

on the date of Board Meeting i.e., September 13, 2021:

Sr.	Name of Shareholder	No. of Shares held	Percentage (%)
1	Rashesh Manhar Bhansali	1,00,00,000	45.10
2	Anmol Rashesh Bhansali	36,00,000	16.23
3	Shobhnaben Manharkumar Bhansali	10,94,672	4.94
4	Ami Rashesh Bhansali	Nil	Not Applicable
5	Tulsi Gupta	Nil	Not Applicable
	Total	1,46,94,672	66.27

None of the directors and key managerial personnel of the Company hold any equity shares in the Company as on the

7.2.

financialexp.epan.in

	Name of Director or Key Managerial Personnel	Category	No. of Equity Shares held	50% 505 CHEST CONTROL OF THE STATE OF THE ST
1	Rashesh Manhar Bhansali	Executive Chairman	1,00,00,000	45.10
2	Anmol Rashesh Bhansali	Whole Time Director	36,00,000	16.23
3	Ajay M. Khatlawala	Independent Non-Executive Director	1000	0.01
4	Darshana Faldu	Chief Financial Officer	1	0.00
133	Total		1,36,01,001	61.34

The Promoter, Promoter Group and Directors and Key Managerial Personnel of the Company have not purchased or sold any shares of the Company as on the date of Board meeting, during a period of six months preceding the date

11-10-11

Purchase

500

34.05

of the Board Meeting i.e., September 13, 2021, at which the Buyback was proposed and from the date of the Board Meeting till the date of this Public Announcement. INTENTION OF THE PROMOTERS AND PROMOTERS GROUP OF THE COMPANY TO TENDER EQUITY SHARES

In terms of the Buyback Regulations, under the Tender Offer route, the Promoter and Promoter Group of the Company have the option to participate in the Buyback. In this regard, the Promoters and Promoter Group of the Company, have expressed their intention vide their letters dated September 13, 2021 to participate in the Buyback and the details of maximum shares to be tendered is as given below:

Sr. no	Name of Shareholder	No. of Shares held	Number of equity shares intended to be tendered upto
1	Rashesh Manhar Bhansali	1,00,00,000	1,68,000
2	Anmol Rashesh Bhansali	36,00,000	60,500
3	Shobhnaben Manharkumar Bhansali	10,94,672	18,500
	TOTAL	1,46,94,672	2,47,000

Sr.	Name of	Shareholder		No. of S	hares held		of equity shares be tendered upto	
1		Manhar Bhansali		0	1,00,00,000	intended to be tendered upto		
3	THE RESIDENCE OF THE PARTY OF T	shesh Bhansali en Manharkumar Bha	nsali		36,00,000 10,94,672	60,500 18,500		
	TOTAL	0.505			1,46,94,672	2,47,000		
		e of the acquisition a intending to tender t			y shares held	by the Promoter	rs /Promoter Group	
	Rashes	h Manhar Bhansali:	Part Carrier and Carrier	MILOTERIDUS TRACESTOS		Laborat I		
	ate of nsaction	Nature of Transaction	00000 L. W. COOPO 100	Price † per Share)	Face Value per share	Issue/ Acquisition/	Consideration (Cash, other than	
16-09	9-88	Purchase	Shares 4,000	100	(₹) 100	(Sale) Price (₹) 4,00,000	cash etc.) Cash	
20-0	4-89	Transfer	8,000	100	100	8,00,000	Cash	
-	5-89 2-91	Purchase Purchase	1,900	100	100	1,90,000	Cash Cash	
	3-93 8-94	Purchase Split face of value	17,400 4,93,000	100	100	17,40,000	Cash	
4-01	0-34	of Rs.100/- per share to Rs.10/- per share	4,53,000				58%	
	9-94	Issue of Bonus shares in the ratio of 3:2 Transfer	7,39,500	50	10	19,30,000	Cash	
2-0	7-96	Purchase	200	18.20	10	3,640	Cash	
	7-96 7-96	Purchase Purchase	500 500	19.30 18.25	10	9,650 9,125	Cash Cash	
5-0	7-96 7-96	Purchase	500 200	18.80 18.55	10	9,400 3,710	Cash Cash	
-	7-96 7-96	Purchase Purchase	200	18.90	10	3,710	Cash	
_	7-96 7-96	Purchase Purchase	3,400 900	20.30 19.00	10	69,020 17,100	Cash Cash	
100	8-96 e ne	Purchase	600 500	19.80 19.80	10	11,880	Cash	
-	8-96 8-96	Purchase Purchase	200	20.05	10	9,900 4,010	Cash Cash	
	8-96 8-96	Purchase Purchase	500 500	19.30 19.55	10	9,650 9,775	Cash Cash	
9-0	8-96	Purchase	100	19.30	10	1,930	Cash	
	9-96 7-99	Purchase Purchase	1,700	19.00 25.00	10 10	32,300 25,90,000	Cash Cash	
1-0	2-00 4-01	Purchase	56,000 60,000	80.00 50.00	10	44,80,000 30,00,000	Cash Cash	
7-0	8-01	Purchase Purchase	7,500	32.33	10	2,42,475	Cash	
-	8-01 8-01	Purchase Purchase	200 575	32.08 32.08	10	6,416 18,446	Cash Cash	
1-0	B-01	Purchase	7,500	32.32	10	2,42,400	Cash	
3-0	8-01 8-01	Purchase Purchase	17,500 7,500	32.33 32.33	10 10	5,65,775 2,42,475	Cash Cash	
9-0	8-01 9-01	Purchase Purchase	10,000	32.32 32.00	10	3,23,200 3,84,000	Cash Cash	
3-0	9-01	Purchase	7,500	32.33	10	2,42,475	Cash	
-	9-01 9-01	Purchase Purchase	7,202 130	32.33 32.27	10 10	2,32,841 4,195	Cash Cash	
-09	9-01	Purchase	150	32.33	10	4,850	Cash	
_	9-01 0-01	Purchase Purchase	2915 650	32.00 26.47	10	93,280 17,206	Cash Cash	
3-10	0-01	Purchase Purchase	450 35	26.02 26.88	10	11,709	Cash Cash	
_	9-02	Bonus 1:1	1,505,807	26.88	10	941	Casn	
-	2-04 8-05	Purchase Bonus 1:1	88,386 3,100,000	50.24	10 10	44,40,513	Cash	
-0	4-06	Purchase	6,068	149.00	10	9,04,132	Cash	
_	4-06 6-06	Purchase Purchase	10,000 23,932	153.00 120.00	10	15,30,000 28,71,840	Cash Cash	
-	6-06	Purchase	10,000	119.00 99.00	10	11,90,000	Cash	
_	7-06 8-06	Purchase Purchase	10962 9497	100.00	10 10	10,85,238 9,49,700	Cash Cash	
_	9-06 9-06	Purchase Purchase	8,830 9,353	118.00 119.00	10	10,41,940	Cash Cash	
3-0	9-06	Purchase	10,080	117.00	10	11,79,360	Cash	
-	9-06 1-06	Purchase Purchase	179 57,437	119.00 117.00	10	2,1301 67,20,129	Cash Cash	
_	1-06 2-07	Purchase Sale	25,000 (848,901)	123.00 168.00	10 10	30,75,000 (14,26,15,368)	Cash Cash	
_	8-07	Purchase	15,000	70.75	10	10,61,250	Cash	
_	3-09 3-09	Sale Sale	(100,000)	11.50 11.50	10	(11,50,000)	Cash Cash	
3-0	6-11	Purchase	100	33.03	10	3,303	Cash	
_	6-11 6-11	Purchase Purchase	1,100 3,859	33.04 34.98	10	36,344 1,34,973	Cash Cash	
_	6-11 6-11	Purchase Purchase	2,980 7,501	34.93 35.04	10 10	1,04,089 2,62,835	Cash Cash	
_	6-11	Purchase	14,374	35.04	10	5,03,665	Cash	
_	6-11 6-11	Purchase Purchase	831 3,275	35.04 35.04	10	29,118 1,14,756	Cash Cash	
-0	6-11	Purchase	701	35.04	10	24,563	Cash	
	7-11 7-11	Purchase Purchase	450 14,729	35.04 36.03	10	15,768 530733	Cash Cash	
-	7-11 8-11	Purchase Purchase	100 6,030	36.04 25.62	10 10	3,604 1,54,496	Cash Cash	
2-08	8-11	Purchase	1,914	25.95	10	49,664	Cash	
-	8-11 8-11	Purchase Purchase	5,000 5,879	32.06 32.08	10	1,60,317 1,88,598	Cash Cash	
3-08	8-11	Purchase	5,000	30.61	10	1,53,048	Cash	
3-08	B-11 B-11	Purchase Purchase	2,500 8,508	32.27 32.28	10	80,668 2,74,637	Cash Cash	
_	8-11 8-11	Purchase Purchase	7,500 4,475	34.44 35.14	10	2,58,303 1,57,252	Cash Cash	
-08	8-11	Purchase	3,193	34.39	10	1,09,792	Cash	
in	9-11 9-11	Purchase Purchase	845 2,155	30.97 33.21	10	26,170 71,563	Cash Cash	
7-09	9-11 9-11	Purchase	71	34.04 34.34	10	2,417 10,303	Cash Cash	
-09	9-11	Purchase Purchase	1,000	33.75	10	33,753	Cash	
	9-11 9-11	Purchase Purchase	2,381 300	34.02 34.83	10	81,001 10,449	Cash Cash	
-09	9-11	Purchase	2,948	34.03	10	1,00,316	Cash	
0:0	9-11 9-11	Purchase Purchase	5,000 603	34.03 33.03	10 10	1,70,143 19,917	Cash Cash	
	9-11 9-11	Purchase Purchase	397 1,115	33.83 34.03	10 10	13,431 37,943	Cash Cash	
2-09	9-11	Purchase	47	34.86	10	1,638	Cash	
-	9-11 9-11	Purchase Purchase	338	33.97 34.73	10 10	11,482 1,146	Cash Cash	
-	9-11 9-11	Purchase Purchase	1,817 2,731	34.03 34.03	10 10	61,833 92,936	Cash Cash	
-09	9-11	Purchase	19	34.68	10	659	Cash	
-	9-11 9-11	Purchase Purchase	25 1,875	34.73 34.03	10	868 63,806	Cash Cash	
-09	9-11 9-11	Purchase Purchase	8,015 5,000	35.04 35.01	10	2,80,845 1,75,057	Cash Cash	
-0	9-11	Purchase	485	35.49	10	17,213	Cash	
ranno.	9-11 9-11	Purchase Purchase	20 6,250	35.04 35.80	10	701 2,23,731	Cash Cash	
-09	9-11	Purchase	6,230	35.86	10	2,23,420	Cash	
-09	9-11 9-11	Purchase Purchase	1,962	35.04 35.84	10 10	68,748 1,362	Cash Cash	
-	9-11 9-11	Purchase Purchase	1,600 700	33.03 33.03	10 10	52,848 23,121	Cash Cash	
-09	9-11	Purchase	157	32.85	10	5,157	Cash	
-	9-11 9-11	Purchase Purchase	300 43	32.56 32.93	10	9,769 1,416	Cash Cash	
-09	9-11	Purchase	149	33.03	10	4,922	Cash	
3-09	9-11 9-11	Purchase Purchase	51 117	33.83 32.03	10 10	1,725 3,748	Cash Cash	
-09	9-11 9-11	Purchase Purchase	733 16	32.03 31.83	10 10	23,478 509	Cash Cash	
)-09	9-11	Purchase	134	32.03	10	4,292	Cash	
-	0-11 0-11	Purchase Purchase	363 150	32.00 31.03	10 10	11,617 4,655	Cash Cash	
-10	0-11	Purchase	3,487	31.03	10	1,08,202	Cash	
_	0-11 0-11	Purchase Purchase	1,974	30.03 30.78	10	59,279 800	Cash Cash	
)-1(0-11 0-11	Purchase Purchase	1,500 500	30.95 31.07	10 10	46,431	Cash Cash	
	- 11 E	· sistidati	500	01.07	10	15,533	Unall	

IKITIES	S) REGUL		2019	AC	MEND	FD
Date of Transaction	Nature of Transaction	Number		Face Value per share	Issue/ Acquisition/	Considerati
1-10-11	Purchase	Shares 500	34.79	(₹) 10	(Sale) Price (₹)	cash etc
2-10-11 2-10-11	Purchase Purchase	4,426 574	33.03 34.79	10 10	1,46,191 19,967	Cash Cash
3-10-11 3-10-11	Purchase Purchase	2,500 1,250	35.04 34.03	10 10	87,600 42,538	Cash Cash
3-10-11 4-10-11	Purchase Purchase	1,250 99 51	35.03 33.53 33.60	10 10 10	43,787 3,319	Cash Cash
4-10-11 7-10-11 7-10-11	Purchase Purchase Purchase	805 195	33.12 33.03	10	1,713 26,661 6,441	Cash Cash Cash
8-10-11 8-10-11	Purchase Purchase	1,225	32.45 32.03	10	39,750 45,643	Cash
8-10-11 0-10-11	Purchase Purchase	200 940	33.87 33.47	10	6,774 31,464	Cash
0-10-11	Purchase Purchase	60 2503	33.03 33.03	10 10	1,982 82,674	Cash Cash
1-10-11 4-10-11	Purchase Purchase	97 987	33.98 33.03	10 10	3,296 32,600	Cash Cash
4-10-11 5-10-11	Purchase Purchase	13 1000	33.63 33.03	10 10	437 33,030	Cash Cash
6-10-11 8-10-11	Purchase Purchase	7,174	33.03 33.03	10 10	165 2,36,957	Cash Cash
4-11-11 4-11-11	Purchase Purchase	1,783	31.16	10	55,560 12,971	Cash Cash
5-11-11 5-11-11	Purchase Purchase	300 698	31.17	10	9,350 21,875	Cash
5-11-11 5-11-11 6-11-11	Purchase Purchase Purchase	10,000 13,380	31.43 31.53 30.28	10 10	723 3,15,299 4,05,144	Cash Cash Cash
7-11-11 7-11-11	Purchase Purchase	5,000	30.23 30.28	10	1,51,150 28,069	Cash
8-11-11 8-11-11	Purchase Purchase	1,237	30.27 30.28	10	37,444 9,084	Cash
1-11-11	Purchase Purchase	1,450	30.53 30.41	10	44,269 46,890	Cash
2-11-11	Purchase Purchase	10,000	30.28 30.03	10	3,02,800 1,61,021	Cash
2-11-11	Purchase Purchase	2 189	32.33 29.73	10	1,61,021 65 5,619	Cash Cash
3-11-11 4-11-11	Purchase Purchase	2,811 750	29.73 29.86 29.28	10	83,930 21,960	Cash
4-11-11 5-11-11	Purchase Purchase	51	29.38 31.41	10	1,498 31,408	Cash
5-11-11 3-09-12	Purchase Purchase	1,000	31.48 28.09	10	31,477 4,43,094	Cash
3-09-12 4-09-12	Purchase Purchase	5,952 6,970	27.99 28.80	10	1,66,623 2,00,728	Cash
4-09-12 7-09-12	Purchase Purchase	6,672 4,126	28.92 28.74	10	1,92,936 1,18,564	Cash
7-09-12 0-09-12	Purchase Purchase	5,267 12,849	28.87 29.52	10	1,52,081	Cash
0-09-12 4-09-12	Purchase Purchase	11,476 794	29.53 29.47	10 10	3,38,921 23,400	Cash Cash
4-09-12 5-09-12	Purchase Purchase	2,198 1,957	29.80 29.94	10 10	65,509 58,593	Cash Cash
5-09-12 6-09-12	Purchase Purchase	1,263 422	30.01 29.88	10 10	37,908 12,610	Cash Cash
7-09-12 8-09-12	Purchase Purchase	180 450	29.87 29.88	10 10	5,376 13,446	Cash Cash
8-09-12 1-10-12	Purchase Purchase	6,114 656	29.86 29.98	10 10	1,82,576 19,667	Cash Cash
4-10-12 5-10-12	Purchase Purchase	1,923 3,775	29.95 29.98	10 10	57,585 113174	Cash Cash
9-10-12 9-10-12	Purchase Purchase	6,614 100	30.02 29.98	10 10	1,98,568 2,998	Cash Cash
0-10-12 0-10-12	Purchase Purchase	1,100 3,365	30.38 30.46	10	33423 1,02,501	Cash Cash
5-10-12 6-10-12	Purchase Purchase	3,538	28.03 28.03	10	99,169 2,803	Cash
6-04-13 6-04-13	Purchase Purchase	4,996 1,007	21.90	10	1,09,429 21,881	Cash
7-04-13 3-04-13	Purchase Purchase	154 589	22.03 22.03 22.03	10 10	3,393 12,976	Cash
5-04-13 6-04-13 3-05-13	Purchase Purchase Purchase	2,635 1,789 981	22.03 22.03 22.03	10 10 10	58,049 39,412 21,611	Cash Cash Cash
6-05-13 7-05-13	Purchase Purchase	444 5,000	22.03	10	9,781	Cash
9-05-13 0-05-13	Purchase Purchase	4,603 550	22.03	10	1,01,404 12,117	Cash Cash
7-06-13 7-06-13	Purchase Purchase	700 523	19.99	10	13,996 10,335	Cash
0-06-13 1-06-13	Purchase Purchase	45,018 2,191	20.03	10	9,01,711 43,886	Cash
3-06-13 4-06-13	Purchase Purchase	299 1,691	19.53 19.52	10 10	5,839 33,008	Cash Cash
0-06-13 1-06-13	Purchase Purchase	5,058 1,295	19.02 19.74	10 10	96,200 25,567	Cash Cash
1-06-13 4-06-13	Purchase Purchase	112 237	19.80 19.02	10 10	2,218 4,508	Cash Cash
4-06-13 5-06-13	Purchase Purchase	990	19.24 19.50	10 10	19,043 21,450	Cash Cash
5-06-13 6-06-13	Purchase Purchase	1,800 2,000	19.59 19.69	10 10	35,265 39,374	Cash Cash
6-06-13 7-06-13	Purchase Purchase	1,510 2,939	19.74 19.69	10 10	29,808 57,867	Cash Cash
7-06-13 2-07-13	Purchase Purchase	425 397	19.68 20.02	10 10	8,365 7,948	Cash Cash
4-07-13 4-07-13	Purchase Purchase	23	19.98 20.02	10 10	220 460	Cash Cash
5-07-13 5-07-13	Purchase Purchase	3,187 2,108	21.73	10 10	69,262 45,162	Cash
9-07-13 9-07-13	Purchase Purchase	1,427 3,094	19.90 19.96	10	28,403 61,754	Cash Cash
2-07-13 2-07-13	Purchase Purchase	3,582 1,757	21.57 21.45	10 10	77,271 37,688 75,074	Cash Cash
4-07-13 4-07-13 9-07-13	Purchase Purchase	3,466 1,177	21.66 21.59 20.02	10 10 10	75,074 25,410	Cash Cash
9-07-13 0-07-13 1-07-13	Purchase Purchase Purchase	950 6,401 146	20.02 21.00 21.02	10 10	19,019 1,34,429 3,069	Cash Cash Cash
0-09-13 0-09-13	Purchase Purchase	2,621 919	19.73 19.82	10	51,702 18,210	Cash Cash
0-09-13 1-09-13 1-09-13	Purchase Purchase Purchase	4,301 2,093	19.82 19.97 19.19	10 10	18,210 85,911 40,157	Cash Cash Cash
2-09-13 7-09-13	Purchase Purchase	2,093 221 2,397	19.19 19.77 20.21	10	40,157 4,369 48,452	Cash Cash
7-09-13 7-09-13 8-09-13	Purchase Purchase	5,890 3,379	20.11	10	118,436 69,285	Cash Cash
8-09-13 4-09-13	Purchase Purchase	100	20.27	10	2,027 92,328	Cash
4-09-13 5-09-13	Purchase Purchase	1,990	20.76	10	41,305 15,777	Cash
5-09-13 6-09-13	Purchase Purchase	76 1,177	20.90	10	1,588 24,726	Cash
7-09-13	Purchase Purchase	1,07	21.02	10	2,312 37,735	Cash Cash
1-10-13	Purchase Purchase	50	20.99	10	1,049	Cash Cash
7-10-13 7-10-13	Purchase Purchase	6,310 9,293	23.08	10	1,45,614 2,17,477	Cash
1-10-13	Purchase Purchase	2,000	24.06 21.84	10	48,123 73,338	Cash
2-01-14	Purchase Purchase	2,269 523	22.00	10	49,927 11,516	Cash
3-01-14 6-01-14	Purchase Purchase	1,051 1,419	21.95	10	23,074 30,804	Cash Cash
6-01-14 6-01-14 7-01-14	Purchase	2,864	21.93	10 10	62,802	Cash
7-01-14 7-01-14 8-04-14	Purchase Purchase	6,416 10,100	23.43 23.40	10	1,50,307 2,36,336 01,853	Cash Cash
9-04-14	Purchase Purchase	4,189 1,099	21.93 22.02	10 10	91,853 24,202 52 904	Cash Cash
0-04-14 0-04-14	Purchase Purchase	2,410 5,918	21.95 21.99	10 10	52,904 1,30,156	Cash Cash
6-05-14 7-05-14	Purchase Purchase	1,750 24,134	23.02 24.88	10 10	40,286 6,00,449	Cash
7-05-14 8-05-14	Purchase Purchase	10,500 15,000	24.77 26.42	10 10	2,60,044 3,96,277	Cash Cash
6-03-18	Purchase Transmission	35,000 5,000,000	26.39	10 10	9,23,803	Cash -
6-03-18 7-08-18	Transmission Inter-se transfer	(3,103,428)	-	10	9 *	Gift



17,025

Cash

10

FINANCIAL EXPRESS

Shobhnaben Manharkumar Bhansali:

Anmol Rashesh Bhansali: Date of Nature of Number Price | Face Value Issue/ Consideration Transaction Transaction of Equity (₹ per Share) per share Acquisition/ (Cash, other than Shares (Sale) Price (₹) cash etc.) 11,902 Cash 21-02-18 8,33,140 Purchase 70 28-02-18 Purchase 22,711 70 15,89,770 Cash 05-03-18 Purchase 94,462 70 66,12,395 Cash 15-03-18 Purchase 70,925 65.04 46,13,095 Cash 27-08-18 Inter-Se transfer 31,03,428 Gift 19,74,448,40 02-04-19 Purchase 26,572 74.30 Cash 88.03 19-03-20 Purchase 5,489 4,83,197 Cash 25-03-20 Purchase 4,511 87.36 3,94,083 Cash 101.55 60,000 60,93,000 Cash 30-06-20 Purchase 70,000 115.34 80,73,800 Cash 31-08-20 Purchase 12,677 114.98 14,57,572.30 Cash 01-09-20 Purchase 115.50 04-09-20 Purchase 8.956 10,34,418 Cash 08-09-20 Purchase 8,367 115.97 9,70,312 Cash 16,000 115.64 18,50,240 Cash 09-09-20 Purchase 6,300 115.83 7,29,729 Cash 10-09-20 Purchase 14,200 124.99 17.74.858 Cash 14-09-20 Purchase 15-09-20 Purchase 4,500 128.75 5.79,375 Cash Purchase 3,000 116.58 3,49,740 Cash 22-09-20 120 60,000 Cash 23-09-20 Purchase 500 126.73 31,68,320 Cash 25-09-20 Purchase 25,000 23,000 164.64 Cash 10-12-20 Purchase 37,86,720 199.99 16-12-20 Purchase 7,500 14, 99,925 Cash

Date of Nature of Price Face Value Consideration Number Issue/ of Equity (₹ per Share) Acquisition/ Transaction Transaction per share (Cash, other than (Sale) Price (₹) Shares (3) cash etc.) 16-08-88 Purchase 2,000 100 100 2,00,000 Cash 3,000 100 100 3,00,000 24-08-94 Purchase Cash 24-08-94 50,000 Split face of vaule of Rs.100/- per shares to Rs.10/- per share 24-09-94 Issue of Bonus shares 75,000 + n the ratio of 3:2 15-02-99 Purchase 3,500 20 70,000 Cash 24-03-99 Purchase 1,100 16 17,600 Cash 17-04-99 Purchase 8.000 30.16 2,41,260.00 Cash 12,600 29.89 Cash 29-04-99 Purchase 3.76,669.00 30.00 12-05-99 Purchase 1.08.000 32,40,000 Cash 24-04-01 50.00 (60.000)(30,00,000) Cash 10 Sale 25-04-01 Purchase 60,000 50.00 3,0,00,000 Cash 600 31.82 19.092 Cash 04-08-01 Purchase 32.32 04-08-01 Purchase 10,000 3,23,200 Cash 32.32 16-08-01 Purchase 4,500 1,45,440 Cash 17-08-01 Purchase 32.00 256 Cash 23-08-01 360 32.32 11,635 Cash Purchase 02-09-02 Bonus 2,73,668 26-08-05 5,47,336 Bonus 09-03-18 71,03,428 ransmission of shares 16-03-18 ransmission (50,00,000) pursuant to Probate dated February 15, 2018 issued by the Hon'ble High Court to administer Property(ies) of Late Mr. Manhar R. Bhansali 26-03-18 Transmission pursuant (21,03,428) to Probate dated February 15, 2018 issued by the Hon'ble High Court to administer Property(ies) of Late Mr. Manhar R. Bhansali NO DEFAULTS:

The Company confirms that there are no defaults subsisting in repayment of deposits or interest thereon, redemption

of debentures or interest thereon or redemption of preference shares or payment of dividend or repayment of any term loans or interest payable thereon to any shareholder or financial institution or banking company, as the case may be; CONFIRMATION THAT THE BOARD OF DIRECTORS HAVE MADE FULL ENQUIRY INTO THE AFFAIRS AND PROSPECTS OF THE COMPANY AND THAT THEY HAVE FORMED THE OPINION IN TERMS OF CLAUSE (X) OF SCHEDULE I OF SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 2018 (AS AMENDED) ("BUYBACK REGULATIONS"): The Board of Directors of the Company have confirmed that they have made a full enquiry into the affairs and prospects

of the Company and have formed the opinion: That immediately following the date of the Board Meeting held on September 13, 2021 and the date on which

- the results of the shareholders' resolution with regard to the proposed Buyback are declared (the "Postal Ballot Resolution"), there will be no grounds on which the Company can be found unable to pay its debts; As regards the Company's prospects for the year immediately following the date of the Board Meeting held on September 13, 2021 as well as the year immediately following the date on which the results of the shareholders' resolution with regard to the proposed Buyback are declared, approving the Buyback and having regards to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board meeting approving the Buyback or within a period of one year from the date on which the results of the shareholders' resolution with regard to the proposed Buyback are declared, as the case may be;
- In forming an opinion as aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities), as if the Company was being wound up under the provisions of the Companies Act, 1956/2013/ Insolvency and Bankruptcy Code, 2016 as amended from time to time, as applicable.

REPORT ADDRESSED TO THE BOARD OF DIRECTORS BY THE COMPANY'S AUDITORS ON THE PERMISSIBLE CAPITAL PAYMENT AND THE OPINION FORMED BY BOARD REGARDING INSOLVENCY:

The text of the Report dated September 13, 2021 of J.D. Zatakia & Co. the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

QUOTE The Board of Directors

Goldiam International limited

Gems & Jewellery Complex, SEEPZ, MIDC, Andheri East, Mumbai-400096.

Auditors' Report on Buy Back of Shares pursuant to the requirement of clause (xi) of Schedule I (Regulation 5(iv)(b)) to Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended This report is issued in accordance with Email dated August 31, 2021

The Board of Directors of the Company have approved a proposed buy-back of equity shares by the Company at its meeting held on September 13, 2021, in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 ('the Act') read with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buy-back Regulations").

We have been engaged by Goldiam International Limited (the "Company") to perform a reasonable assurance engagement on determination of the amount of permissible capital payment as detailed in the accompanying. Annexure I in connection with the proposed buy back by the Company of its equity shares ("Buyback") in pursuance of Section 68, 69 and 70 of the Companies Act, 2013 (the "Act") and The Companies (Share Capital and Debentures) Rules, 2014, to the extent applicable, and the 'Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 and amendments thereto (the "Buyback Regulations") and on the opinions expressed by the Board of Directors of the Company, as required under the Buyback

Regulations. We have initialled the Annexure I for identification purposes only. Management's Responsibility for the Statement

The preparation of the Statement in accordance with Section 68(2)(c) of the Act and in compliance with Section 68, 69 and 70 of the Act and SEBI Buy-back Regulations, is the responsibility of the Management of the Company, including the computation of the amount of the permissible capital payment, the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Auditor's Responsibility

- Pursuant to the requirement of the Buyback Regulations, it is our responsibility to obtain reasonable assurance on the following "Reporting Criteria:
 - we have inquired into the state of affairs of the Company in relation to the audited standalone financial statements and audited consolidated financial statements as at and for the period ended the amount of permissible capital payment for the Buyback has been properly determined in
 - accordance with the provisions of Section 68 of the Act based on the audited financial statements of the Company for the year ended March 31, 2021 (the "Audited Financial Statements"); the Board of Directors of the Company in their meeting dated September 13, 2021 have formed the opinion, as specified in Clause (x) of Schedule I to the Securities and Exchange Board of India
- (Buy-back of Securities) Regulations, 2018 on reasonable grounds and that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the Board Meeting. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the Reporting Criteria. The procedures selected depend on the auditor's judgment, including the
 - assessment of the risks associated with the Reporting Criteria. Within the scope of our work, we performed Examined authorisation for Buyback from the Articles of Association of the Company;
 - Examined that the amount of capital payment for the Buyback as detailed in Annexure I is within the permissible limit computed in accordance with the provisions of Section 68 of the Act;
 - Examined that the ratio of the debt owned by the Company, if any, is not more than twice the capital and its free reserves after such buy-back;
 - Examined that all the shares for Buyback are fully paid-up; Inquired into the state of affairs of the Company with reference to the Audited Financial Statements
 - of the Company which has been prepared by the Management of the Company; and examined budgets and projections prepared by the Management;
 - Examined minutes of the meetings of the Board of Directors;
- Examined Directors' declarations for the purpose of Buyback and solvency of the Company; We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special
- Purposes' issued by the Institute of Chartered Accountants of India. The financial statements referred to in paragraph 6(v) above, have been audited by us on which we issued an unmodified audit opinion vide our report dated May 25, 2021. Our audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material

Opinion

misstatement.

- As a result of our performance of aforementioned procedures, we report that:
 - The amount of capital payment of ₹4560.00 lakhs for the shares in question, is within the permissible capital payment of ₹5892.64 lakhs, as calculated in Annexure-I based on the Audited Financial Statements, which, in our opinion, is properly determined in accordance with Section 68 of the Act,
- The Board of Directors in their meeting held on September 13, 2021 has formed the opinion, as specified in Clause (x) of Schedule I to the Regulations, on reasonable grounds and the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the Board Meeting for buyback.
- Restriction on Use

financialexp.epap.in

Our work was performed solely to assist you in meeting your responsibilities with reference to the Buyback Regulations. Our obligations in respect of this report are entirely separate from, and our responsibility and liability is in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection with the

- services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company
- This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Buyback Regulations solely to enable the Board of Directors of the Company to include in the Public Announcement to be made to the shareholders of the Company, which will be filed with (a) the Registrar of Companies as required by the Regulations (b) the National Securities Depository Limited and the Central Depository Services (India) Limited for the purpose of extinguishment of equity shares (c) the authorised dealer for the purpose of capital payment (d) Securities and Exchange Board of India (e) BSE Limited and (f) National Stock Exchange of India Limited and should not be used for any other purposes.
- M/s. J.D. Zatakia & Co., Chartered Accountants does not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report, or Public Announcement which includes our report, is shown or into whose hands it may come save where expressly agreed by our prior consent in

For J.D. Zatakia & Company Chartered Accountants (Firm Regn. No.111777W)

Place: Mumbai Date: September 13, 2021

J.D. Zatakia Proprietor Membership Number: 17669 UDIN: 21017669AAAAFF3903

(₹In Lakhs)

ANNEXURE I Statement of determination of the permissible capital payment towards Buy back of Equity Shares ("the Statement") in accordance with Section 68 of the Companies Act, 2013

Goldiam International Limited

Particulars as on March 31, 2021	Standalone	Consolidated
Paid up Equity Share Capital		
(2,21,74,923 shares of Rs. 10/- each fully paid up)	2217.49	2217.49
Free Reserves:		
Securities premium reserve		10000000
General Reserves	2043.42	2043.42
Retained Earnings	19309.66	41089.31
Total Free Reserves	21353.08	43132.73
Total paid Up equity capital & free reserves		
2011 11 11 11 11 11 11 11 11 11 11 11 11	23570.57	45350.22
Maximum amount permissible for Buy-back under section 68(2)(c) of the act i.e. 25% of the total paid up capital and free reserves with the shareholder's approval	5892.64	11337.56
Maximum amount permitted by Board Resolution dated September 13, 2021, approving buyback, subject to shareholder approval based on audited financial statement for the year ended March 31, 2021.	4	1560

Rashesh Bhansali

Executive Chairman

Place: Mumbai Date: September 13, 2021

RECORD DATE AND SHAREHOLDER'S ENTITLEMENT

- As required under the Buyback Regulations, the Company has fixed October 27, 2021 as the record date (the 'Record Date") for determining the entitlement and names of the shareholders holding Equity Shares of the Company who will be eligible to participate in the Buyback. In due course, each shareholder, holding Equity Shares as on the Record Date, will receive a letter of offer (the "Letter of Offer") along with a tender / offer form indicating the entitlement of the shareholder for participating in the Buyback.
- The Equity Shares to be bought back as a part of the buyback is divided in two categories:
- Reserved category for Small Shareholders; and
- General category for all other shareholders.
- As defined in Regulation 2(1) (n) of the Buyback Regulations, a "Small Shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on BSE or NSE (as applicable, contingent on highest trading volume in respect of Equity Shares) as on the Record Date, of not more than ₹2,00,000 (Rupees Two Lakhs).
- In accordance with Regulation 6 of the Buyback Regulations, 15% (fifteen percent) of the number of equity shares which the Company proposes to Buyback or number of equity shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders as part of this Buyback.
- On the basis of the shareholding on the Record Date, the Company will determine the entitlement of each shareholder, including Small Shareholders, to tender their Equity Shares in the Buyback. This entitlement for each shareholder will be calculated based on the number of Equity Shares held by the respective shareholder on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs. 11.6. The equity shares tendered as per the entitlement by Members holding equity shares of the Company as well as
- additional shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback is expected to be done using the "Mechanism for acquisition of shares through Stock Exchange pursuant to tender offer under Buyback" notified by SEBI vide circular CIR/CFD/POLICYCELL/ 1/2015 dated April 13, 2015 as amended via circular no. 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.
- The final number of Equity Shares the Company will purchase from the Shareholders will be based on the Equity Shares tendered, Accordingly, in the event of the overall response to the tender offer being in excess of Buyback Offer Size, the Company may not purchase all the Equity Shares tendered by the Shareholders over and above their
- After accepting the Equity Shares tendered on the basis of entitlement, the Equity Shares left to be bought back, if any, 11.8. in one category shall first be accepted, in proportion to the Equity Shares tendered over and above their entitlement in the offer by Shareholders in that category, and thereafter from Shareholders who have tendered over and above their entitlement in other category.
- In accordance with the Buyback Regulations, in order to ensure that the same Eligible Shareholder with multiple demat accounts/ folios do not receive a higher entitlement under the small shareholder category, the Equity Shares held by such Eligible Shareholder with a common Permanent Account Number ("PAN") shall be clubbed together for determining the category (small shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of "clearing members" or "corporate body margin account" or "corporate body - broker" as per the beneficial position data as on Record Date with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.
- 11.10. The Shareholders' participation in the Buyback will be voluntary. The Shareholders can choose to participate, in full or in part, and get cash in lieu of Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post Buyback, without additional investment. The Shareholders may also tender a part of their entitlement. The Shareholders also have the option of tendering additional shares (over and above their entitlement) and participate in the short fall created due to non-participation of some other Shareholders, if any.
- 11.11. The maximum tender under the Buyback by any Shareholder cannot exceed the number of Equity Shares held by the Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account. 11.12. If the Buyback entitlement for any Eligible Shareholder is not a round number (i.e. not a multiple of 1 Equity Share),
- then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buyback. The Small Shareholders whose entitlement would be less than 1 Equity Share may tender additional Equity Shares as part of the Buyback and will be given preference in the acceptance of one Equity Share, if such Small Shareholders have tendered for additional Equity Shares.
- 11.13. The buy-back from non-resident members, Overseas Corporate Bodies (OCBs) and Foreign Institutional Investors (Fils), and members of foreign nationality, if any, etc. shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such non-resident Shareholders.
- 11.14. The Equity Shares tendered as per the entitlement by the Eligible Shareholder as well as additional Equity Shares tendered, if any, will be accepted as per the procedure laid down in the Buyback Regulations. The settlement of the tenders under the Buyback will be done using the "Mechanism for acquisition of shares through Stock Exchange" notified under the SEBI Circulars. Eligible Shareholders will receive a letter of offer along with a tender/offer form indicating their respective entitlement for participating in the Buyback.
- Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer which will be sent in due course to the Shareholders as on Record Date. Eligible Shareholders who have registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. If Eligible Shareholders wish to obtain a physical copy of the Letter of Offer, they may send a request to the Company or Registrar at the address mentioned at para 18 below. Eligible Shareholders who have not registered their email ids with the depositories/ Company, the Letter of Offer shall be dispatched through physical mode.
- PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK PROCESS:
- The Buyback is open to all Eligible Sellers / beneficial owners of the Company, i.e., the shareholders who on the Record Date were holding Equity Shares either in physical form ("Physical Shares") and the beneficial owners who on the Record Date were holding Equity Shares in the dematerialized form ("Demat Shares") (such shareholders are referred as the ("Eligible Shareholders").
- The Shares of the company are listed on both the exchanges (i.e. on BSE and NSE). The Buyback will be implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI Circular ("Stock Exchange Mechanism") and following the procedure prescribed in the Companies Act and the Buy-back Regulations and as may be determined by the Board (including the Buyback Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.
- For implementation of the Buyback, the Company has appointed Keynote Capitals Limited as the registered broker to the Company (the "Company's Broker") to facilitate the process of tendering of Equity Shares through Stock Exchange Mechanism for the Buyback. The contact details of the Company's Broker are as follows:

KEYNOTE

Keynote Capitals Limited

The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028 Contact Person: Alpesh Mehta: Tel: +91 22 6826 6000-3 Email: alpesh@keynoteindia.net Website: www.keynoteindia.net SEBI Reg No: INZ000241530

- 12.4. The Company will request BSE to provide the separate Acquisition Window to facilitate placing of bid by Eligible Sellers who wish to tender Equity Shares in the Buyback. The details of the platform will be as specified by BSE from time to time. In the event, the Shareholder Broker(s) of any Eligible Shareholder is not registered with BSE as a trading member/stockbroker, then that Eligible Shareholder can approach any BSE registered stockbroker and can register themselves by using quick unique client code ("UCC") facility through the BSE registered stockbroker (after submitting
- all details as may be required by such BSE registered stockbroker in compliance with applicable law). The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt/provision by such Eligible Shareholders of 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 under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- The reporting requirements for Non-Resident Shareholders under Reserve Bank of India, Foreign Exchange Management. Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Seller Member through which the Equity Shareholder places the bid. Modification / cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the
- tendering period of the Buyback. Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as "one" bid for the purposes of acceptance. The cumulative quantity tendered shall be made available on the website of BSE (www.bseindia.com) throughout
- the trading session and will be updated at specific intervals during the tendering period. The Company will not accept Equity Shares tendered for Buyback which under restraint order of the court for transfer/
- sale and/or title in respect of which is otherwise under dispute or where loss of share certificates has been notified to the Company and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or otherwise. PROCEDURE TO BE FOLLOWED BY REGISTERED/ELIGIBLE SHAREHOLDERS HOLDING EQUITY SHARES IN THE DEMATERIALIZED FORM:
- to do so through their respective Seller Member by indicating to them the details of Equity Shares they intend to tender 13.2 The Seller Member would be required to place a bid on behalf of the Shareholders who wish to tender Equity Shares

Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under Buyback would have

- The lien shall be marked by the Seller Member in the demat Account of the Shareholders for the shares tendered in tender offer. Details of shares marked as lien in the demat account of the shareholder shall be provided by the Depositories to Clearing Corporation.
- In case, the Shareholders Demat Account is held with one Depository and Clearing Member pool and Clearing Corporation Account is held with other depository, shares shall be blocked in the shareholders demat account at source depository during the tendering period. Inter Depository Tender Offer ("IDT") instructions shall be initiated by the shareholders at source depository to Clearing Member/Clearing Corporation account at target Depository. Source Depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and sends IDT message to target Depository for confirming creation of lien. Details of shares blocked in the shareholders demat
- account shall be provided by the target Depository to the Clearing Corporation. For Custodian Participant orders, for demat Equity Shares early pay-in is mandatory prior to confirmation of order by custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian participant confirmation and the revised order shall be sent to the custodian participant again for confirmation.
- Upon placing the bid, the Seller Member shall provide a Transaction Registration Slip ("TRS") generated by the Exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like Bid ID No. Application No., DP ID, Client ID, No. of Equity Shares tendered etc.
- It is clarified that in case of dematerialized Equity Shares, non-receipt of the completed tender form and other documents, but if the lien is marked successfully in the depository system and a valid bid in the exchange bidding system, the bid for Buyback shall be deemed to have been accepted.
- PROCEDURE TO BE FOLLOWED BY REGISTERED SHAREHOLDERS HOLDING EQUITY SHARES IN THE PHYSICAL FORM:
- 14.1. In accordance with the Frequently Asked Questions issued by SEBI, "FAQs Tendering of physical shares in buy-back offer/ open offer/ exit offer/delisting" dated February 20, 2020, and SEBI Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/2020/144 dated July 31, 2020, Eligible Shareholders holding Equity Shares in physical form can participate in the Buyback. The procedure is as below:
- 14.2. Shareholders who are holding physical Equity Shares and intend to participate in the Buyback will be required to approach the Seller Member along with the complete set of documents for verification procedures to be carried out including the (i) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (ii) valid share transfer form(s)/ Form SH-4 duly filled and signed by the transferors (i.e. by all registered shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the shareholder's PAN Card, (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. In addition, if the address of the Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card or Passport.
- The Seller Member/Shareholder has to deliver the original share certificate(s) & documents (as mentioned above) along with TRS either by registered post or courier or hand delivery to the Registrar to the Buyback i.e (the Registrar") (at the address mentioned at paragraph below) within 2 (two) days of bidding by Seller Member. The envelope should be superscribed as " Goldiam International Limited - Buyback". One copy of the TRS will be retained by the Registrar to the Buyback and it will provide acknowledgement of the same to the Seller Member/Shareholder. 14.4. Based on these documents, the concerned Seller Member shall place the bid on behalf of Eligible Shareholders
- shall provide a TRS generated by the exchange bidding system to the Shareholder. TRS will contain the details of order submitted like Folio No., Certificate No., Distinctive No., No. of Equity Shares tendered etc. Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for buyback by the Company shall be subject to verification of the original share certificate (s) and documents as per the Buy-back Regulations and any further directions issued in this regard. Registrar to the Buyback will verify such bids based on the documents

holding Equity Shares in physical form using the Acquisition Window of BSE. Upon placing the bid, the Seller Member

submitted on a daily basis and till such time BSE Limited ("Designated Stock Exchange") shall display such bids

- as 'Unconfirmed Physical Bids'. Once, Registrar to the Buyback confirms the bids it will be treated as 'Confirmed In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholder should ensure that the process of getting the Equity Shares dematerialised is completed well in time so
- that they can participate in the Buyback before the closure of the tendering period of the Buyback. 14.7. An unregistered shareholder holding Equity Shares in physical form may also tender their Equity Shares in the Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to the Record Date, in their name, along with the offer form, copy of their PAN card and of the person from whom they have purchased shares and other relevant documents as required for transfer, if any.
- The cumulative quantity of Equity Shares tendered under the Buyback shall be made available on the website of the BSE (www.bseindia.com) throughout the trading session and will be updated at specific intervals during the tendering
- METHOD OF SETTLEMENT
- 15.1. Upon finalization of the basis of acceptance as per Buy-back Regulations: The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary
 - The Company will pay the consideration to the Company's Broker who will transfer the funds pertaining to
 - the Buyback to the Clearing Corporation's Bank account as per the prescribed schedule. The settlement of fund obligation for Demat Shares shall be affected as per the SEBI circulars and as prescribed by BSE and Clearing Corporation from time to time. For Equity Shares accepted under the Buyback, the Clearing Corporation's will make direct funds payout to the respective Shareholders. If the respective Shareholder's bank account details are not available or if the fund transfer instruction is rejected by RBI/Bank, due to any reason, then such funds will be transferred to the concerned Seller Member's settlement bank account for onward transfer to such respective Shareholders.
 - In case of Eligible Shareholder where there are specific RBI and other regulatory requirements pertaining to funds pay-out, which do not opt to settle through custodians, the funds pay-out would be given to their respective Seller Members settlement bank account for onward transfer to the Eligible Shareholders. For this purpose, the client type details would be collected from the Registrar to the Buyback.
 - Details in respect of shareholder's entitlement for tender offer process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On Settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation.
 - In the case of Inter Depository, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source Depository will not be able to release the lien without a release of IDT message from Target Depository. Further, release of IDT message shall be sent by target Depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with Bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target Depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target Depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
 - Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted equity shares in case the equity shares accepted by the Company are less than the equity shares tendered in the Buyback by the equity shareholders holding equity shares in the physical form.

Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the

- The Equity Shares bought back in the demat form would be transferred to the special demat account of the Company ("Demat Escrow Account") opened for the Buyback by the Manager.
- Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges, and expenses (including brokerage) that may be levied by the Seller Member upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling Shareholders.
- The Seller Member would issue contract note & pay the consideration for the Equity Shares accepted under the Buyback and will unblock the excess unaccepted Equity Shares. Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback. In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements
- pertaining to funds pay-out including those prescribed by the RBI) who do not opt to settle through custodians, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account.
- The Equity Shares lying to the credit of the Company Demat Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-back Regulations.

COMPLIANCE OFFICER

16.1. The Company has designated as the Compliance Officer for the Buyback. The contact details are as given below: Mr. Pankaj Parkhiya Designation Company Secretary & Compliance Officer

Gems & Jewellery Complex, M.I.D.C., SEEPZ, Andheri (E), Mumbai - 400 096
pankaj@goldiam.com
022-28290396/28292397
1

INVESTOR SERVICE CENTRE AND REGISTRAR TO THE BUYBACK The Company has appointed Link Intime India Private Limited as the Registrars to the Buyback. Their contact details

LINKIntime

Link Intime India Private Limited C 101, 247 Park, LBS Marg. Vikhroli (West), Mumbai- 400 083 Tel No: +91 22 4918 6200 Fax: +91 22 49186195; Email: goldiam.buyback2021@linkintime.co.in Website: www.linkintime.co.in Contact Person: Sumeet Deshpande SEBI Registration No.: INR000004058 Validity Period: Permanent, unless terminated CIN: U67190MH1999PTC118368

In case of any query, the Shareholders may contact the Registrar to the Buyback, from Monday to Friday between 10.00 am & 5.00 pm on all working days at the above mentioned address. MANAGER TO THE BUYBACK

The Company has appointed Keynote Financial Services Limited as Manager to the Buyback. Their contact details are as under:

KEYNOTE

Keynote Financial Services Limited (Formerly Keynote Corporate Services Limited) The Ruby, 9th Floor, Senapati Bapat Marg Dadar (West), Mumbai - 400 028 Tel: +91 22 6826 6000-3; E-mail: mbd@keynoteindia.net Website: www.keynoteindia.net

Contact Person: Shashank Pisat SEBI Registration No.: INM 000003606 In case of any query, the Shareholders may contact the Manager to the offer, from Monday to Friday between 10 am & 5 pm at the above-mentioned address.

DIRECTORS' RESPONSIBILITY STATEMENT

Sd/-

Rashesh Manhar Bhansali

Executive Chairman

In terms of Regulation 24(i)(a) of the Buy-Back Regulations, the Board of Directors of the Company accept responsibility for all the information contained in this Public Announcement and confirms that this Public Announcement 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

Anmol Rashesh Bhansali Pankaj Parkhiya Whole Time Director Company Secretary & Compliance Officer

Page 02 of 02

DIN:00057931 DIN:07931599 ACS: 30395 Place: Mumbai Date: October 14, 2021

in the Buy Back using the Acquisition Window of the Stock Exchange.