



# Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

July 6, 2023

To, BSE Limited PhirozeJeejeebhoy Towers, Dalal Street, Mumbai- 400 001. <b>Scrip Code: 526729</b>	To, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Mumbai- 400 051. <b>Scrip Code: GOLDIAM EQ</b>
--	---

Dear Sir/Madam,

**Sub: Submission of copy of special resolution passed by the shareholders of Goldiam International Limited through postal ballot (by remote e-voting) approving buyback of equity shares.**

Further to our letter dated July 6, 2023 submitting results of the postal ballot by remote e-voting, and pursuant to regulation 5(v) of the SEBI (Buy-Back of Securities) Regulations, 2018, please find enclosed a certified copy of the special resolution passed by shareholders of the Company approving the proposal to buyback up to 21,79,493 (Twenty one lakhs Seventy nine thousand four hundred ninety three hundred ) fully paid-up equity shares of a face value of ₹ 2/- (Rupees Two) each (representing 2% of the total issued and paid up equity share capital of the Company) ("Equity Shares") at a price of ₹150/- (Rupees One hundred fifty only) per Equity Share on a proportionate basis through the tender offer process, under the SEBI (Buy-Back of Securities) Regulations, 2018. The Board of Directors of the Company may, till one (1) working day prior to the record date i.e., July 20, 2023, increase the buy-back price and decrease the number of securities proposed to be bought back, such that there is no change in the aggregate size of the buy-back.

This is for your information and records.

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



# 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 JULY 5, 2023.**

**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, 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**), read with rules framed the Companies Act, including the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, to the extent applicable (hereinafter referred to as the **“Share Capital Rules”**) 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 (**“Listing Regulations”**) 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 21,79,493 (Twenty one lakhs Seventy nine thousand four hundred ninety three hundred ) fully paid-up equity shares of a face value of ₹ 2/- (Rupees Two) each (representing 2% of the total issued and paid-up equity share capital of the Company) (**“Equity Shares”**) at a price of ₹ 150/- (Rupees One hundred fifty only) per Equity Share or at such price higher than “Buyback price or Offer price” as may be determined by the Board of Directors till one working day prior to the record date and decrease the number of equity shares such that there is no change in aggregate size of the buyback payable in cash for an aggregate consideration not exceeding ₹ 32,69,23,950/- (Rupees Thirty two crores sixty nine lakhs twenty three thousand nine hundred fifty 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”**)), representing approximately 12.47% and 5.78% of the aggregate of the total paid up share capital and Free reserves of the Company based on the latest audited standalone and audited consolidated financial statements of the Company respectively as on March 31, 2023 (being the date of the last audited financial statements of the Company) which is not exceeding 25% of the aggregate of the fully paid-up share capital and free reserves as per standalone and consolidated audited financial statements of the Company as on March 31, 2023, 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.

**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)

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



# Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

**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 HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021, including any amendments thereof.

**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 all the existing 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 as prescribed under regulation 6 of the Buyback Regulations.

**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, increase the Buyback price, decrease the number of securities proposed to be bought back (such that there is no change in the aggregate size of the buy-back), the time frame for completion of Buyback; appointment of merchant bankers, registrars, brokers, , depository participants, escrow agents, advisors, consultants, bankers, other agencies, as may be required, for implementation of the Buyback; preparation, finalizing, signing and filing of the Public Announcement, 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

## 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)

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



# Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

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 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.

**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.”

**//Certified True Copy//  
For Goldiam International Limited**

**Pankaj Parkhiya  
Company Secretary & Compliance Officer  
(Membership No.: ACS 30395)**

July 6, 2023

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