

POST BUY-BACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF GOLDCREST CORPORATION LIMITED

This Public Announcement (“**Post Buy-back Public Announcement**”) is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 as amended (“**Buy-back Regulations**”). This Post Buy-back Public Announcement should be read in conjunction with the public announcement dated July 5, 2018 published on July 6, 2018 (“**Public Announcement**”) and the Letter of Offer dated August 16, 2018 (“**Letter of Offer**”).

The terms used but not defined in this Post Buy-back Public Announcement shall have the same meaning as assigned in the Public Announcement and the Letter of Offer.

1. THE BUY-BACK OFFER

- 1.1. Goldcrest Corporation Limited (“**Company**”) had announced the buy-back of up to 18,67,000 (Eighteen Lakhs Sixty Seven Thousand) fully paid-up equity shares of face value ₹ 10/- (Rupees Ten Only) each (“**Equity Shares**”), representing 24.71% of the total number of paid-up Equity Shares of the Company from all the existing equity shareholders / beneficial owners of Equity Shares as on the Record Date i.e. Tuesday, July 17, 2018 on a proportionate basis, through the tender offer route using stock exchange mechanism (“**Tender Offer**”) at a price of ₹ 75/- (Rupees Seventy Five Only) per Equity Share (“**Buy-back Price**”) payable in cash, for a total consideration not exceeding ₹ 14,00,25,000/- (Rupees Fourteen Crores Twenty Five Thousand Only) (“**Buy-back Size**”) excluding the Transaction Costs (“**Buy-back Offer**”). The Buy-back Size represented 24.93% of the aggregate paid-up share capital and free reserves (including securities premium account) as per the audited standalone financial statements of the Company for the year ended March 31, 2018.
- 1.2. The Company has adopted the Tender Offer route for the purpose of the Buy-back. The Buy-back was implemented using the “Mechanism for acquisition of shares through Stock Exchange” notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/ CIR/P/2016/131 dated December 09, 2016.
- 1.3. The Buy-back Offer opened on Thursday, August 23, 2018 and closed on Wednesday, September 5, 2018.

2. DETAILS OF BUY-BACK OFFER

- 2.1. 18,67,000 (Eighteen Lakhs Sixty Seven Thousand) Equity Shares were bought back under the Buy-back Offer at a price of ₹ 75/- (Rupees Seventy Five Only) per Equity Share.
- 2.2. The total amount utilized in the Buy-back Offer was ₹ 14,00,25,000/- (Rupees Fourteen Crores Twenty Five Thousand Only) excluding the Transaction Costs.
- 2.3. The Registrar to the Buy-back i.e. Purva Sharegistry (India) Private Limited (“**Registrar**”) considered **61** valid applications for **36,19,100** Equity Shares in response to the Buy-back Offer resulting in the subscription of approximately **1.9385** times the maximum number of Equity Shares proposed to be bought back. The details of the valid applications considered by the Registrar, are as follows:

Category	No. of Equity Shares Reserved in the Buy-back	No. of valid bids	Total Equity Shares validly tendered	% response
Reserved category for Small Shareholders	2,80,050	50	34,651	12.37%
General Category for all other Equity Shareholders	15,86,950	11	35,84,449	225.87%
Total	18,67,000	61	36,19,100	193.85%

- 2.4. All valid applications were considered for the purpose of Acceptance in accordance with the Buy-back Regulations and the Letter of Offer. The communication of acceptance/ rejection will be dispatched by the Registrar on or before Monday, September 17, 2018.
- 2.5. The settlement of all valid bids was completed by Indian Clearing Corporation Limited (“**Clearing Corporation**”) on Monday, September 17, 2018. The Clearing Corporation has made direct funds payout to Eligible Shareholders whose Equity Shares have been accepted under the Buy-back Offer. If bank account details of any Eligible Shareholders holding Equity Shares in dematerialized form were not available or if the funds transfer instructions were rejected by the Reserve Bank of India or other relevant bank, as the case may be, due to any reason, then the amounts payable to the Eligible Shareholders were transferred to the concerned Shareholder Broker / custodian’s settlement account for onward transfer to such Eligible Shareholders.
- 2.6. Demat Equity Shares accepted under the Buy-back Offer were transferred to the Company Demat Escrow Account on Monday, September 17, 2018 and valid physical Equity Shares tendered in the Buy-back Offer have been accepted. The unaccepted demat Equity Shares will bereturned to respective Shareholder Broker / custodians by Clearing Corporation on or before Monday, September 17, 2018. The unaccepted physical share certificates if any, will be dispatched to the registered address of the respective Equity Shareholders on or before Monday, September 17, 2018.
- 2.7. The extinguishment of 18,67,000 (Eighteen Lakhs Sixty Seven Thousand) Equity Shares accepted under the Buy-back Offer, comprising of 18,66,000 (Eighteen Lakhs Sixty Six Thousand) Equity Shares in dematerialized form and 1,000 (One Thousand) Equity Shares in physical form, is currently under process and shall be completed on or before Monday, September 24, 2018.
- 2.8. The Company, and its respective directors, accept full responsibility for the information contained in this Post Buy-back Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buy-back Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 3.1. The capital structure of the Company, pre and post Buy-back, is as under:

Particulars	Pre Buy-back*		Post Buy-back**	
	No. of Shares	Amount (₹)	No. of Shares	Amount (₹)
Authorized Share Capital	1,01,00,000 Equity Shares of ₹ 10/- each	10,10,00,000	1,01,00,000 Equity Shares of ₹ 10/- each	10,10,00,000
	10,00,000 Preference Shares of ₹ 100/- each	10,00,00,000	10,00,000 Preference Shares of ₹ 100/- each	10,00,00,000
	Total	20,10,00,000	Total	20,10,00,000
Issued, Subscribed and Paid-up Share Capital	75,56,760 Equity Shares of ₹ 10/- each	7,55,67,600	56,89,760 Equity Shares of ₹ 10/- each	5,68,97,600

* As on Record Date i.e. Tuesday, July 17, 2018. | ** Subject to extinguishment of 18,67,000 Equity Shares.

- 3.2. Details of the Equity Shareholders / beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buy-back Offer are as mentioned below:

Sr. No	Name of the Shareholder	No. of Equity Shares accepted under Buy-back	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total Post Buy-back Equity Shares*
1	Tulsidas J. Tanna	8,68,390	46.51%	15.26%
2	Anupa T. Shah	4,36,695	23.39%	7.68%
3	Asha R. Madhvani	2,58,016	13.82%	4.53%
4	Namrata T. Tanna	1,73,970	9.32%	3.06%
5	Hansa T. Tanna	34,437	1.84%	0.61%
6	Smita T. Mehta	25,000	1.34%	0.44%
7	Tarun C. Mehta	25,000	1.34%	0.44%

* Subject to extinguishment of 18,67,000 Equity Shares.

- 3.3. The shareholding pattern of the Company, pre and post Buy-back, is as under:

Category of Shareholder	Pre Buy-back*		Post Buy-back**	
	No. of Equity Shares	% of the existing equity share capital	No. of Equity Shares	% of the post Buy-back equity share capital
Promoters and Members of Promoter Group	56,59,447	74.89%	41,45,955	72.87%
Foreign Investors (including Non-Resident Indians, FIs and Foreign Mutual Funds)	6,07,305	8.04%	15,43,805	27.13%
Financial Institutions / Banks & Mutual Funds promoted by Banks / Institutions	-	-		
Other (public, public bodies corporate etc.)	12,90,008	17.07%		
Total	75,56,760	100.00%	56,89,760	100.00%

* As on Record date i.e. Tuesday, July 17, 2018. | ** Subject to extinguishment of 18,67,000 Equity Shares.

4. MANAGER TO THE BUY-BACK



VIVRO FINANCIAL SERVICES PRIVATE LIMITED
607/ 608 Marathon Icon, Opp. Peninsula Corporate Park,
Off Ganpatrao Kadam Marg, Veer Santaji Lane, Lower Parel,
Mumbai - 400 013, Maharashtra, India.
Contact Person: Mr. Harish Patel
E-mail: investors@vivro.net; Website: www.vivro.net
Tel: +91 22 6666 8040 / 41 / 42; Fax: +91 22 6666 8047
SEBI Registration Number: INM000010122; Validity: Permanent
CIN: U67120GJ1996PTC029182

5. LEGAL ADVISOR TO THE COMPANY

Bathiya Legal
909, Hubtown Solaris, N. S. Phadke Road,
Near East - West Flyover, Andheri (East),
Mumbai – 400 069, Maharashtra, India.
Tel: +91 22 6133 8050

6. DIRECTOR'S RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buy-back Public Announcement and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of Goldcrest Corporation Limited

Sd/- Nita Tushar Tanna Chairperson & Executive Director (DIN: 00170591)	Sd/- Anupa Tanna Shah Managing Director (DIN: 01587901)	Sd/- Marisa Gonsalves Compliance Officer (ICSI Membership no. ACS 38087)
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Date: September 17, 2018
Place: Mumbai