

Gautam Gems Ltd

BOARD OF DIRECTORS

Mr. GAUTAM PRAVINCHANDRA SHETH	: Managing Director
Mrs. NIDHI GAUTAM SHETH	: Whole time Director
Mrs. KANCHANBEN PRAVINBHAI SHETH	: Director
Mr. PRAVIN MANILAL PAREKH	: Director
Mr. PRAKASH NANALAL MEHTA	: Director
Mr. HARSHIT HASMUKHBHAI VADECHA	: Director

CHIEF FINANCIAL OFFICER

Mr. SANDIP VINODBHAI MAKWANA

COMPANY SECRETARY & COMPLIANCE OFFICER

Anilbhai Keshubhai Modhavadiya

STATUTORY AUDITORS

PARTH SHAH AND ASSOCIATES
Chartered Accountant

BANKERS TO THE COMPANY
BANK OF INDIA
Katargam Branch, Surat

REGISTERED OFFICE
3rd Floor, Office – 301,
Sumukh Super Compound,
Vasta Devadi Road, Surat-395004

REGISTRAR & TRANSFER AGENT

KFIN TECHNOLOGY PRIVATE LIMITED
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032



Gautam Gems Ltd

GAUTAM GEMS LIMITED

(CIN: L36911GJ2014PLC078802)

Regn. Office: 3rd Floor, Office-301, Sumukh Super Compund,

Vasta Devadi Road, Surat-395004

Email: complianceggl@gmail.com

NOTICE

NOTICE is hereby given that the **7th Annual General Meeting** of the Members of the Company will be held on Monday, 31st August, 2020 at 2.00 P.M. at the Registered Office of the Company to transact the following business.

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended on 31st March, 2020, together with reports of the Board and Auditors thereon.**
- 2. To Appoint a Director in place of Mrs. Nidhi G. Sheth who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.**

SPECIAL BUSINESS:

- 3. To Increase Authorised Share Capital of the company**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, the consent of the company be and is hereby accorded to increase the Authorised Share capital of the company from existing 5,60,00,000/- (Rupees Five Crore Sixty Lakh only) divided into 56,00,000 (Fifty Six Lakh) equity shares of Rs.10 each to 10,07,00,000 (Rupees Ten Crore Seven Lakh only) divided into 1,00,70,000 (One Crore Seventy Thousand) equity shares of Rs. 10 each by creation of additional 44,70,000 (Forty Four Lakh Seventy Thousand) equity shares of Rs.10/- each ranking pari passu in all respect with the existing equity shares of the company.

RESOLVED FURTHER THAT any director of the company be and is hereby authorized to sign and file require e-forms and other documents and to do all such acts, deeds, matters, and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution.



4. Alteration in the Capital Clause of Memorandum of Association

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED FURTHER THAT pursuant to the provisions of section 13 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, the consent of the members of the company be and is hereby accorded for substituting clause V of the Memorandum of Association of the company with the following clause:

"V. The Authorised share capital of the company is Rs. 10,07,00,000 (Rupees Ten Crore Seven Lakh Only) divide into 1,00,70,000 equity shares of Rs.10/- each."

RESOLVED FURTHER THAT any director of the company, be and is hereby authorized to sign and file various e-forms and other documents and to do all such acts, deeds, matters, and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution.

5. To Issue Bonus Shares

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with rule 14 of Companies (Share Capital & Debenture Rules), 2014 (including any amendment thereto or re-enactment thereof) and subject to the regulations and guidelines issued by Securities and Exchange Board of India (SEBI) including SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 (as amended from time to time) and other applicable laws, rules, regulations, etc., if any and subject to such consents and approvals as may be required from the appropriate authorities, the consent of the shareholders be and is hereby accorded to capitalize sum not exceeding Rs. 4,57,60,250/- (Rupees Four Crore Fifty Seven lakh Sixty Thousand Two Hundred Fifty only) out of Free Reserves and the Securities Premium Account of the company and transfer to Share Capital Account towards issuance and allotment of fully paid equity of Rs. 10/- (Rupees Ten Only) each as Bonus Shares credited as fully paid up to the members of the Company holding Equity shares of Rs. 10/- (Rupees Ten Only) each whose names stand in Register of members of the Company as on the Record Date as the Board of Directors may determine, in that behalf in the proportion of 5 (five) new Fully Paid up Equity Shares of Rs. 10/- (Rupees Ten Only) each for every 6 (Six) existing Equity Shares of Rs. 10/- (Rupees Ten Only) each (fractional entitlements of Bonus shares shall be rounded off to one) held as on the record date and that the bonus shares so issued and allotted be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such member/person and not as income.

RESOLVED FURTHER THAT the Bonus Equity shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank Pari passu with the existing Equity shares. No Letters of allotment shall be issued for the Bonus shares.



Gautam Gems Ltd

RESOLVED FURTHER THAT the Share Certificates in respect of the New Equity Shares will be issued and dispatched to the shareholders who holds the existing Equity Shares in physical form and the New Equity Shares will be credited in electronic form to the demat accounts of the shareholders who hold the existing Equity Shares in electronic form, within the period prescribed.

RESOLVED FURTHER THAT the allotment of the New Equity Shares as Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCB) and other foreign investors of the Company shall be subject to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority, as necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the new Equity Shares and its decision shall be final and binding.

Place: Ahmedabad

Date: 27/07/2020

By Order of the Board of Directors

REGISTERED OFFICE:
3rd Floor, office-301,
Sumukh Super Compound,
Vasta Devadi Road, Surat

S/d
Gautam P Seth
Managing Director
(DIN: 06748854)



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
4. Members / Proxies / Authorised Representatives are requested to bring their Attendance Slip; which is enclosed herewith. Members, who hold shares in electronic form, are requested to write their DP ID and Client ID number/s and those who hold shares in physical form, are requested to write their Folio Number/s in the Attendance Slip for attending the AGM to facilitate identification of Membership at the AGM.
5. The Register of Members and Share Transfer Books shall remain closed from 25th August, 2020 to 31st August, 2020 (both days inclusive) for the purpose of Annual General Meeting (AGM).
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.
7. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
8. The Shareholders holding Shares in Physical form are advised to seek their shareholding changed to dematerialized form since in terms of SEBI and Stock Exchange guidelines no physical shares can be traded in the Stock Exchanges.



9. This is to bring to the notice of the Shareholders that the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company/ RTA of the Company w.e.f. 5th December, 2018 pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018. Hence Shareholders are advised to get their physical shares transferred / dematerialized.
10. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
13. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, Kfin Technology Private Limited for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
14. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. A Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication. The Annual Report of the company will also be available on the Company's website www.gautamgems.com
15. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11 A.M. to 5.00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.
16. The Company being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules 2014 is not mandatory to provide remote e-voting facility to its member.
17. **BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING** Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/ confirmation at the ensuing Annual General Meeting item no. 2 follows.



Gautam Gems Ltd

Particular	
Name	Nidhi Gautam Shah
Date of Birth	03.12.1982
Date of Appointment	18.02.2014
Qualification	Bachelor of Home Science
Relationships between directors inter se	She is wife of Gautam Sheth
Directorship held in other companies	NA
Membership/Chairmanships of Committee in other Public Companies	NA

Place: Ahmedabad
Date: 27/07/2020

By Order of the Board of Directors

S/d
Gautam P Seth
Managing Director
(DIN: 06748854)



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,
2013**

Item No.3 & 4.

As per item Nos. 5 of the Notice, the Company proposes to issue Bonus Equity Shares to existing Equity Shareholders of the company. To enable the Company to issue Bonus shares, it is proposed to increase the existing Authorized Share Capital of the Company Rs. 5,60,00,000 (Rupees Five Crore Sixty Lakh only) to Rs. 10,07,00,000 (Rupees Ten Crore even Lakh only) as per the resolution. The resolution seeks approval of members by amending the said Clause V of the Memorandum of Association.

The present authorized capital (Rs. 5,60,00,000 (Rupees Five Crore sixty Lakh) of the Company is insufficient for further issue of bonus shares by the Company. Therefore, it became necessary for the Company to increase the authorized share capital of the Company.

Pursuant to section 61 and 13 of the Companies Act, 2013, the Company cannot increase its Authorized Share Capital without the consent of the members of the Company.

Therefore, it is proposed to obtain the consent of the members to increase its Authorised Share Capital. None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the resolution.

Item no.5

The Board of Directors at their meeting held on 27th July, 2020, recommended issue of bonus shares in proportion of 5 (Five) share for every 6 (Six) existing equity shares held by the members on a record date to be herein after fixed by the board of directors, by capitalizing sum not exceeding Rs. 4,57,60,250 /- (Rupees Four Crore Fifty Seven Lakh Sixty Thousand Two hundred Fifty only) out of Free Reserves and the Securities Premium Account of the company. Pursuant to the provisions of Articles of Association of the Company and in terms of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the capitalization of reserves and bonus issue thereof require approval of the members in general meeting.

Further, it is necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities prescribed under the companies act, 2013, in connection with bonus issue. Accordingly, the resolution seeks the approval of the members for capitalizing the sum out of Free Reserves and the Securities Premium Account and issue of bonus shares out of the same on the terms and conditions set out in the resolution.

The Board recommends the resolution for approval of shareholders.

The Directors of the Company may be deemed to be concerned or interested in this item of business to the extent of their shareholdings in the company or to the extent of securities that may be allotted to them as Bonus Shares. Save as aforesaid none of directors of the company is in any way concerned or interested in this item of business.



GAUTAM GEMS LIMITED
(CIN: L36911GJ2014PLC078802)

Regi office: 3rd Floor, Office-301, Sumukh Super Compund, Vasta Devadi Road, Surat-395004
Email: complianceggl@gmail.com

7th Annual General Meeting – Monday, 31st August, 2020

ATTENDANCE SLIP

Folio No. /Client Id:	
Name of Shareholder:	
Address of Shareholder:	

I, hereby record my presence at the Annual General Meeting of the Company to be held on Monday, 31st August, 2020 at 2.00 PM at 3rd Floor, Office – 301, Sumukh Super Compound, Vasta Devadi Road, Surat-395004, Gujarat

Signature of the Member

Notes:

A. Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.

B. Member/Proxy who wishes to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.

Member/Proxy should bring his/her copy of the Notice of Extraordinary General Meeting for reference at the meeting.



Gautam Gems Ltd

GAUTAM GEMS LIMITED

DIRECTORS' REPORT

To,
The Members,

Your Directors present the Annual Report and the Company's Audited Financial Statement for the financial year ended, 31st March, 2020.

FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year figures is given hereunder:

(Amount in Rs.)

Particulars	2019-2020	2018-2019
Income for the year	3,28,78,10,796	43,72,82,468
Operating & Administrative expenses	3,28,13,31,463	43,53,59,108
Profit before Financial Charges, Depreciation and Taxation	85,11,467	30,36,281
Less: Depreciation	10,16,067	5,56,460
Net Profit/(loss) before tax	7495400	24,79,821
Less: Provision for tax	15,00,000	4,46,907
Deferred Tax	2,59,441	2,59,441
Net Profit/(Loss)after tax	5735959	17,73,473
EPS	1.04	0.32

OPERATION & REVIEW

Total Revenue from operation of the company is Rs. 3,28,17,03,790/- And the net Profit after tax is Rs. 57,35,959 /- For the Financial year 2019-20.

DIVIDEND

No Dividend was declared for the current financial year by the Company during the year under review.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed dividend, the provisions of Section 125 of the Companies Act, 2013 do not apply.