

GAUTAM GEMS LIMITED

(CIN: L36911GJ2014PLC078802)

**REGISTERED OFFICE: 3RD FLOOR, OFFICE-301, SUMUKH SUPER COMPUND,
VASTA DEVADI ROAD, SURAT- 395004.**

EMAIL: COMPLIANCEGGL@GMAIL.COM PH: 912612538046 M: 9376495444

WEBSITE: WWW.GAUTAMGEMS.COM

Date: - 30-09-2024

To,
The Corporate Relation Department,
BSE Limited
PJ Tower, 25th Floor, Dalal Street,
Mumbai-400 001.

Dear Sir/ Madam,

Subject: Proceedings of Annual General Meeting of the Company held on 30th September 2024

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the summary of proceedings of 11th Annual General Meeting held on 30th September 2024 at 12:00 Noon through video conferencing (VC) or other audio visual means (OAVM) is enclosed below.

Thanking You,
Yours faithfully,
For Gautam Gems Limited

Name: Gautam P. Sheth
Managing Director
DIN: 06748854

Encl: Summary of the Proceedings of 11th Annual General Meeting.

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SUMMARY OF THE PROCEEDINGS OF THE 11TH ANNUAL GENERAL MEETING OF GAUTAM GEMS LIMITED (“COMPANY”) HELD ON MONDAY, 30 SEPTEMBER 2024.

The 11th Annual General Meeting of the members of Gautam Gems Limited was duly convened on Monday, September 30, 2024, at 12:00 Noon through video conferencing (VC) or other audio visual means (OAVM). The Meeting was conducted in compliance with the relevant provisions of the Companies Act, 2013, Secretarial Standards, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), general circulars issued by the Ministry of Corporate Affairs and other circulars issued by Securities & Exchange Board of India.

Mr. Gautam Sheth, chaired the meeting. The Chairman declared that the requisite quorum was present and called the meeting to order at 12:00 P.M.

The Chairman informed that since the Notice convening the AGM was circulated to all the members of the Company whose emails have been registered with the Registrar and Transfer Agents and with the Company and the same has been published in the Newspaper and being displayed at the website of the Company, the notice convening the meeting was taken as read. Further, the Statutory Auditors’ Report and Secretarial Auditor’s Report did not contain any qualifications, other reservations, adverse remarks or disclaimers and hence the same were also taken as read.

The Chairman gave an overview of the company’s performance and future outlook. Further, the chairman informed the members that the Company had provided e-voting facility to its members for voting on the resolutions electronically and that, Ms. Neelam Rathi, Practicing Company Secretary was appointed by the Board of Directors as the Scrutinizer for remote e-voting and e-voting at the AGM.

The following business stated in the notice, were placed before the members for approval as an ordinary resolution:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended on 31st March 2024, together with reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mrs. Nidhi Gautam Sheth (DIN: 06748877) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
3. To appoint the Statutory Auditors of the Company and to fix their remuneration and in this Regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

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“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Rajesh J. Shah & Associates, Chartered Accountants (ICAI Firm Registration No. 108407W), be and are hereby appointed as Statutory Auditors of the Company for term of 5 (five) years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 16th Annual General Meeting to be held in the year 2029, at a remuneration as agreed by the Board of Directors with the power to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

RESOLVED FURTHER THAT any of the director of the company, be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

4. To Increase in Authorised Share Capital and to Alter the capital Clause “v” of the Memorandum of Association of the company.

“RESOLVED THAT pursuant to the provisions of section 61 read with section 64 and all other applicable provisions, if any, of Companies Act, 2013 (including any amendment thereto or reenactment thereof) and rules framed there under, the consent of the members of the company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 50,35,00,000 (Rupees Fifty Crore Thirty-Five Lakhs Only) divided into 5,03,50,000 (Five Crore Three Lakhs Fifty Thousand only) Equity Shares of Rs. 10/- each (Rupees Ten Only) each to Rs. 75,35,00,000 (Rupees Seventy Five Crore Thirty Five Lakhs Only) divided into 7,53,50,000 (Seven Crore Fifty Three Lakhs Fifty Thousand only) Equity Shares of Rs. 10/- each (Rupees Ten Only) each ranking pari-pasu in all respect with the existing Equity Shares of the Company and Clause V of the Memorandum of Association.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, the consent of the members of the company, be and is hereby accorded for substituting Clause V of Memorandum of Association of the Company with the following clause.”

“V. The Authorised Share Capital of the Company is Rs. 75,35,00,000 (Rupees Seventy Five Crore Thirty Five Lakhs Only) divided into 7,53,50,000 (Seven Crore Fifty Three Lakhs Fifty Thousands only) Equity Shares of Rs. 10 (Rupees Ten Only) each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company or a Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the increase in Authorised Share Capital of the Company and consequent amendment in the Memorandum of Association of the Company as they may think fit.”

The Company had provided remote e-voting facility to its members to cast votes electronically on all above items of business set out in notice. The facility to vote at the meeting, on all the above items set out in notice through electronic voting system, was also made available to the

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members who participated in the meeting and had not cast their votes through remote e-voting.

The Chairman invited the queries from shareholders. The questions raised by the members/Shareholders were answered appropriately.

The Chairman informed that the consolidated results of e-voting and remote e-voting would be announced to the stock exchanges and will be displayed on the website of the company within two working days from the conclusion of the Annual General Meeting. The Chairman requested members, who have not cast their votes through remote e-voting to cast their votes electronically, through the e-voting facility during the Annual General Meeting.

Based on the Scrutinizer's Report, detailed voting results as per the format prescribed by SEBI vide circular CIR/CFD/CMD/8/2015 dated November 04, 2015 will be submitted separately.

Notes:

- I. The Company will separately intimate the voting result to the Stock Exchange.
- II. This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.
- III. The above businesses were transacted at Annual General Meeting as per the provisions of Companies Act, 2013.

The Annual General Meeting commenced at 12:00 Noon and concluded at 12:17 P.M.

Kindly take the same on your record.

Thanking You.

Yours faithfully,
For Gautam Gems Limited

Name: Gautam P. Sheth
Managing Director
DIN: 06748854