

Date: January 13, 2025

To,
The General Manager
Listing Corporate Relations Department
BSE LIMITED
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Dear Sir/Madam,

Sub: Notice of Postal Ballot & Intimation of Remote E-Voting Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulation").

Ref: Gautam Gems Ltd (BSE Script Code: 540936)

We hereby enclose a copy of the Postal Ballot Notice dated January 13, 2025 along with explanatory statement, remote e-voting instructions ("Postal Ballot Notice") which is being sent to the members whose name appear on the Register of Members / List of Beneficial Owners as on Friday, January 10, 2025, being the cut-off date for the purpose, in the electronic form to those shareholders whose email address is registered with KFin Technologies Limited, the Company's Registrar and Share Transfer Agent ("RTA") or Depository Participants("DP"). The Postal Ballot Notice seeks approval of members of Gautam Gems Limited ("the Company") in respect of the following resolution through remote e-voting:

Item No.	Brief Particular of the Resolution	Type of Resolution
1.	Appointment of Statutory Auditor of the Company	Ordinary Resolution

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, and General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, the Company is providing the facility to the shareholders to exercise their right to vote on the proposed resolutions electronically ("remote e-voting") through National Securities Depository Limited ("NSDL").

The voting will **commence on Tuesday, January 14, 2025 at 9:00 A.M. (IST) and will end on Thursday, February 13, 2025, (IST)**. The remote e-voting module shall be disabled by NSDL



Gautam Gems Ltd

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CIN: L36911GJ2014PLC078802

thereafter. The assent or dissent received from the shareholders after Thursday, February 13, 2025 [5:00 P.M. (IST)] would be strictly treated as if a reply has not been received.

A copy of the Postal Ballot Notice is available on the Company's website (www.gautamgems.com), NSDL website (www.evoting.nsdl.com) and also on the website of BSE Limited (www.bseindia.com).

We request you to take the same on record.

Yours Sincerely
For Gautam Gems Ltd

Gautam P. Sheth
Managing Director
DIN: 06748854

Encl: As stated

Gautam Gems Ltd. 
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Vasta devdi road, Katargam,
Surat-395004. Gujarat-india.

 +91 261 2538046
 +91 93 76 495 444

 info@gautamgems.in
compliancegg@gmail.com
 www.gautamgems.com



NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by Ministry of Corporate Affairs from time to time)

**To,
The Members of Gautam Gems Limited,**

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, General Circular No.9/2023 dated September 25, 2023 and the latest one being General Circular No.9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs Government of India (the "MCA Circulars") and Further, the Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations, (including any statutory modification(s) or re-enactment(s) / amendments thereof, for the time being in force and as amended from time to time, the Company seeks approval of the Members via Postal Ballot through remote e-voting process only (Voting through Electronic means), that the resolution enunciated below is proposed to be passed by the members of the Company whose name are recorded as on Friday, January 10, 2025 ("Cut-off Date"), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. An Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board of Directors of the Company has appointed Mrs. Neelam Rathi of M/s. Neelam Somani & Associates, Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of NSDL for facilitating e-voting and has made necessary arrangements to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 05:00 P.M. (IST) on Thursday, the February 13, 2025. The e-voting facility will be disabled immediately thereafter and will not be allowed beyond the said date and time. The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of e-voting, i.e., Thursday, February 13, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

ITEM NO. 1: TO APPOINT STATUTORY AUDITOR OF THE COMPANY TO FILL CASUAL VACANCY

To consider, and if thought fit, to give assent or dissent to the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), **M/s. AKGVG & Associates (FRN: 018598N), Chartered Accountants**, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Rajesh J. Shah & Associates, Chartered Accountants (ICAI Firm Registration No. 108407W)

RESOLVED FURTHER THAT M/s. AKGVG & Associates (FRN: 018598N), Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company and they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the Financial Year 2024-25 on such remuneration as may be fixed by the Board of Directors in consultation with them.

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RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies."

**By and on behalf of the Board of Directors
Gautam Gems Limited**

**Sd/-
Gautam P. Sheth
Managing Director
DIN: 06748854**

Registered Office: 3rd Floor, Office – 301,
Sumukh Super Compound, Vasta Devadi Road,
Surat -395004 Gujarat
CIN: L36911GJ2014PLC078802

Date: January 13, 2025

Place: Surat



Notes to the Notice of Postal Ballot

1. A Statement pursuant to Section 102(1) and 110 of the Companies Act, 2013, read with rules, SS-2, and the applicable provisions of the Listing Regulations, setting out material facts and reasons for the proposed matter relating to the Special Business to be transacted, is annexed hereto and forms part of the Notice.
2. As per Section 108, 110, and other applicable provisions of the Act read with Rule 20 & 22 of the Rules, the cut-off date for the purpose of reckoning the voting rights and sending the Notice is **Friday, January 10, 2025** ("Cut-off date"). A person who is not a member as of the Cut-off date should treat the Notice for information purposes only.
3. In line with the MCA Circulars, the Notice is being electronically sent to all the Members of the Company, whose names appear on the Register of Members/List of Beneficial Owners and whose email addresses are registered with the Company or with the depository(ies) / depository participants as on the Cut-off date. It is, however, clarified that all members of the Company as on the closure of the Cut-off date (including those members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories) shall be entitled to vote in relation to the matters specified in this Notice. As per the MCA Circulars, physical copies of the Notice, Postal Ballot Form, and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. The Company is providing the facility for voting by electronic means (e-voting), and the business may be transacted only through such e-voting.

The Notice shall also be uploaded on the website of the Company (www.gautamgems.com), on the website of National Securities Depository Limited ("NSDL"), at www.evoting.nsdl.com, and on the websites of BSE Limited (www.bseindia.com).

4. Members who have not registered their e-mail addresses with either the Company or the Depositories are requested to register the same with the Company or the Depositories in accordance with the process specified herein below at point no 8(b). Voting rights will be reckoned on the paid-up value of shares registered in the name of the member as on the Cut-off date (i.e. Friday, January 10, 2025). Only those members whose names are recorded in the Register of Members of the Company or in the list of

Beneficial Owners maintained by the Depositories as on that date will be entitled to cast their votes by e-voting. Voting rights in the e-voting cannot be exercised by a proxy.

5. The dispatch of the Notice shall be deemed to be completed on Monday **January 13, 2025**, i.e., the day on which NSDL sends out the communication for the postal ballot process by email to the members of the Company.
6. The e-voting shall commence on **Tuesday, January 14, 2025, at 9:00 A.M. (IST)** and end on **Thursday, February 13, 2025, at 5:00 P.M. (IST)**. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, the members of the Company (including those members who may not have received the Notice due to non-registration of their email address with the Company or the Depositories) holding shares in physical form or dematerialized form as on the Cut-off date (i.e., January 10, 2025), may cast their votes by electronic means in the manner as set out here in Note No. 8 below. Once the vote is cast on the resolutions by the member, the member shall not be allowed to change the same subsequently.
7. The documents referred to in the accompanying notice and explanatory statement, if any, shall be open for inspection at the Registered Office and Corporate Office of the Company without any fee on all working days (i.e., excluding Saturdays, Sundays, and public holidays) between 11:00 A.M. (IST) to 1:00 P.M. (IST) from the date of dispatch of the notice up to the date of declaration of results of postal ballot. The documents shall also be available for inspection through electronic mode, on requests sent by members to the Company's e-mail ID: complianceggl@gmail.com.

8. Procedure for remote e-voting

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations, and SS-2, the Company is pleased to provide its members the facility to exercise their right to vote through Postal Ballot by electronic means ('remote e-voting'). For this purpose, the Company has availed e-Voting Services provided by National Securities Depository Limited ('NSDL').



The instructions and other information relating to e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

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	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by</p>



	<p>company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.



Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is



	12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.



d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to

neelamsomani90@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to complianceggl@gmail.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to complianceggl@gmail.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories

and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

10. Other Information:

(a) The Board of Directors in their Meeting held on January 13,2025; has appointed Mrs. Neelam Rathi (Membership No. FCS: 10993, COP: 12454), Proprietor of M/s. Neelam Somani & Associates, Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(b) The Scrutinizer, after scrutinizing the votes cast through remote e-voting, will prepare a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and shall submit the same within two working days from the end of the remote e-voting period to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same.

(c) The result of the voting on Resolutions passed by postal ballot and remote e-voting will be declared by the Chairman of the Company or the authorized person in writing on or before **Saturday, February 15, 2025** at the registered and/or corporate office of the Company. After the declaration of the result by the Chairman or the authorized person, but within two working days from the end of remote e-voting, the aforesaid result, along with the Scrutinizer's Report, will be communicated to the Stock Exchanges where the shares of the Company are listed and will also be displayed at the Registered Office of the Company. The result will be hosted on the Company's website (www.gautamgems.com) and on NSDL's website (www.evoting.nsdl.com). The resolutions, if passed by the requisite majority, shall be deemed to have been passed as if they were passed at a general meeting of the members convened in that behalf. The resolutions, if approved by the requisite majority of members through postal ballot (i.e., remote e-voting), shall be deemed to have been passed on the last date specified by the Company for remote e-voting, i.e., **February 13, 2025**.

(d) In case of any query in relation to the resolutions proposed to be passed by postal ballot, members may contact the Company Secretary at the e-mail ID compliancegg@gmail.com. In case of any queries on e-voting, you may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available in the "downloads" section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in or call **1800 222 990**.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

In terms of Section 102(1) read with Section 110 of the Companies Act, 2013 read with rules, SS-2 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR, 2015'), the following Explanatory Statement sets out all the material facts relating to the resolution given in the accompanying Notice dated January 13, 2025.

Item No. 1: Appointment of Statutory Auditors

The Company has received the resignation of M/s. Rajesh J. Shah & Associates, Chartered Accountants (ICAI Firm Registration No. 108407W), from their position as Statutory Auditors of the Company. The resignation is effective from November 16, 2024. M/s. Rajesh J. Shah & Associates have resigned due to their unwillingness to continue in their role as Statutory Auditors, citing pre-occupancy and other professional commitments.

In light of the resignation, the Board of Directors, at its meeting held on December 11, 2024, appointed M/s. AKGVG & Associates, Chartered Accountants (Firm Registration No. 018598N), as the Statutory Auditors of the Company for the financial year 2024-2025, to fill the casual vacancy caused by the resignation of the previous auditors. This appointment will remain effective until the conclusion of the ensuing Annual General Meeting.

The Board, on the recommendation of the Audit Committee, has appointed M/s. AKGVG & Associates due to their extensive expertise in handling audits across various industries and their ability to provide high-quality audit services in compliance with applicable regulations and standards.

M/s. AKGVG & Associates, Chartered Accountants, are a prominent firm with over 20 years of experience in offering a broad range of services, including accounting, auditing, taxation, corporate compliance, and regulatory advisory. They have a strong presence across India, with offices in New Delhi and other major cities. The firm has built a reputation for its diligent approach to audits and its deep understanding of financial and regulatory matters. Their clients include large corporations, public sector enterprises, and mid-sized businesses, which rely on their expertise in statutory audits, internal audits, business taxation, and financial advisory services. M/s. AKGVG & Associates are known for their professionalism, attention to detail, and commitment to delivering value to their clients.



There are no relationships between the Directors, Key Managerial Personnel, or their relatives with M/s. AKGVG & Associates that require disclosure under the provisions of the Companies Act, 2013 or SEBI (LODR) Regulations, 2015.

Your Board recommends the passing of the Ordinary Resolution set out at Item No. 1 of the Notice for approval of the members in the interest of the Company.

The Directors and/or Key Managerial Personnel of the Company and/or their relatives may be deemed to be interested in the said item to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board places on record its appreciation for the services rendered by M/s. Rajesh J. Shah & Associates during their tenure and looks forward to the continued support and services of M/s. AKGVG & Associates as Statutory Auditors.

By and on behalf of the Board of Directors
Gautam Gems Limited

Sd/-
Gautam P. Sheth
Managing Director
DIN: 06748854

Registered Office: 3rd Floor, Office - 301,
Sumukh Super Compound, Vasta Devadi Road,
Surat -395004 Gujrat
CIN: L36911GJ2014PLC078802

Date: January 13, 2025
Place: Surat

