

Gautam Gems Ltd

"We stand for Quality"

CIN: L36911GJ2014PLC078802

To
The General Manager
Corporate Relationship Department
The BSE Limited
Phiroz Jeejeebhoy Tower
Dalal Street, Mumbai-400001

Date: 03-10-2020

Sub: Postal Ballot Notice seeking consent of the shareholders of the company
REF: Gautam Gems Limited (Scrip code: 540936)

Dear Sir/Madam

This is to inform you that pursuant to section 110 of the companies act, 2013(hereinafter referred to as "the Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules")(Including any Statutory Modification(s) or re- enactment thereof, for the time being in force) the Company is seeking the consent of the shareholders by passing the special resolution through process of postal ballot for the following:

1) Migration from SME Board to Main Board of BSE Limited pursuance to Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable SEBI(LODR) Regulations, 2015

We would further like to inform that the Board of directors have fixed 01st October 2020 as the cut –off date for determining the eligibility of the shareholders to vote through Postal Ballot for the above purpose.

Please take the information on record.

Thanking you,

Your Faithfully

For, Gautam Gems Limited

Gautam P. Sheth

Gautam Pravinchandra Sheth
Managing Director
(DIN: 06748854)



Gautam Gems Ltd

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CIN: L36911GJ2014PLC078802

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

E-Mail ID: complianceggl@gmail.com Website: www.gautamgems.com

Ph: +91 261 2538046

NOTICE OF POSTAL BALLOT

**Pursuant To Section 110 of Companies Act, 2013 read with Rule 22 of the companies
(Management and Administration) Rules, 2014)**

To
The Members of the Company

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules") (Including any Statutory Modification(s) or re-enactment thereof, for the time being in force) the Company is seeking the consent of the shareholders by passing the special resolution through process of postal ballot pursuant to Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable SEBI (LODR) Regulations, 2015 for migration from BSE SME Board to Main Board of BSE Limited.

The Explanatory Statement pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration. In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of Postal ballot, they shall be deemed to have been passed as special resolution at an Extra Ordinary General Meeting. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolution.

The Board of Directors of the company has appointed M/s. Shikha Patel & Associates, Practicing Company Secretary, Ahmedabad (COP No. 16201), as the scrutinizer for conducting the postal ballot process in a fair and transparent manner. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot form(s) should reach the Scrutinizer not later than 05.00 P.M. (IST) on 02nd November, 2020.

The Scrutinizer will submit his report to the chairman or any Director or company Secretary of the Company. The result of Postal Ballot shall be declared on or before 04th November, 2020 at the Company's registered office. The results will be communicated to the BSE Limited.

RESOLUTION:

Migration from SME Board to main Board of BSE Limited

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a special resolution:

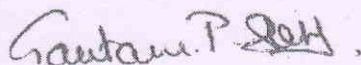
Note: In accordance with Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable SEBI (LODR) Regulations, 2015, the below mentioned Special Resolution shall be acted upon if and only if the votes cast by the shareholders other than promoters in favour of the proposal amount to at least two Times the number of votes cast by shareholders other than promoter shareholders against the proposal.

“RESOLVED THAT pursuant to provisions laid down in Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time), applicable SEBI (LODR) Regulations, 2015 and sections and rules framed under the Companies Act 2013, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company’s present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.“

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorised jointly and severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited. “

“RESOLVED FURTHER THAT Board of Directors and the Company Secretary of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

**By Order of Board
For, Gautam Gems Limited**



**Gautam Pravinchandra Sheth
Managing Director
(DIN: 06748854)**

**Date: 28/09/2020
Place: Surat**

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Notes

1. Explanatory Statements pursuant to section 102 of the companies Act, 2013 in respect of all the business specified above is annexed.
2. In terms of section 110 of the companies act, 2013 read with the Rule 22 of the companies (Management and administration) Rules, 2014 the items of business as set out in the Notice are sought to be passed by Postal Ballot.
3. M/s Shikha Patel & Associates, Practicing Company Secretaries has been appointed as Scrutinizer for conducting the postal Ballot in accordance with the law in a fair and transparent manner.
4. This Notice along with the Postal Ballot Form shall be sent by Post/ Courier/electronic mode to those Members, whose name appears in the register of members/list of beneficial owners maintained by National Securities Depository Limited (NSDL) /Central Depository Services (India) Limited (CDSL") as on cut off date Thursday, October 01, 2020. Shareholders can fill the Postal Ballot Forms and send it to Scrutinizer M/s Shikha Patel & Associates, Practicing Company Secretaries (CP No. 16201) at C-1/74, Arjun Tower, Near Bhuyangdev Cross Roads, Ahmedabad – 380061, Gujarat, on or before 5.00 P.M on Monday, November 02nd, 2020.
5. You are requested to carefully read the instructions printed in the postal Ballot form and return the form duly completed with the assent (for) or Dissent (against) in the attached self addressed business reply envelope so as to reach the Scrutinizer on or before 5.00 PM (IST) on 02nd November, 2020 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the members. Hence the members are requested to send the duly completed postal ballot form on or before 5.00PM (IST) on 02nd November, 2020 providing sufficient time for postal transit.
6. The shareholders are requested to exercise their voting rights by using the attached original postal Ballot form only.
7. All the members are requested to notify any correction / change in their name / address including PIN CODE number immediately to the Depository. In the event of non – availability of member's latest address either in Company's records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.
8. Members are requested to kindly mention their Folio Number/ client ID Number (In case of Demat shares) in all their correspondence with the company's Register in order to reply to their queries promptly.

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9. The Scrutinizer will submit his report of votes polled through Postal Ballot, to the Chairman or any Director or company secretary. The Chairman will, or in his absence, any Director or Company Secretary Will announce the result of Voting by Postal Ballot on or before 04th November, 2020 and the resolutions will be taken as passed effectively on the date of announcement of the result by chairman or director or company secretary as the case may be. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final. The Results of the Postal Ballot will be intimated to the Stock Exchanges on which the shares of the company are listed.

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

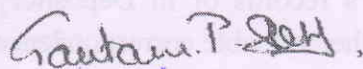
The Company has been listed and traded on the SME Platform since 07th February, 2018 and hence eligible to migrate on to the Main Board as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable SEBI (LODR) Regulations, 2015. Also listing on the Main Board of BSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listing from BSE SME Platform to Main Board of BSE Limited as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution except to their shareholding, if any, in the company.

Board of Directors of the Company recommended passing resolution set out in Item No. I of the Notice as a Special Resolution for the migration of the company from BSE SME platform to Main Board of BSE Limited.

**By Order of Board
For, Gautam Gems Limited**



**Gautam Pravinchandra Sheth
Managing Director
(DIN: 06748854)**

Date: 28/09/2020

Place: Surat

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POSTAL BALLOT FORM

Name(s) of Shareholder(s) (Including joint holders, if any)	
Registered address of the Sole / First named Shareholder:	
Registered Folio No. / DP ID No./ Client ID No	
No. Of Shares (s) held	

I/ We hereby exercise my / our vote in respect of the resolution to be passed through Postal Ballot as stated in the Notice of the company by sending my/ our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Brief Particulars of the Resolution	No of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Special Resolution for Migration from BSE SME platform to Main BSE Limited			

Date:

Place

(Signature of Shareholder)

INSTRUCTIONS

- 1) Members desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send the self addressed Business reply letter to the Scrutinizer. The enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted. The voting period will commence from Sunday, October 04, 2020 and ends on Monday, November, 02 2020.
- 2) The self addressed letter bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- 3) The Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence by the next named Shareholder (as per specimen signature registered with the company).

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4) Duly Completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 P.M, on 02nd November, 2020 Postal Ballot Forms received thereafter will be strictly treated as if the reply from shareholder has not been received.

5) Voting rights shall be reckoned on the number of shares registered in the name of the shareholders as on Thursday, 01st October, 2020

6) Postal Ballot Form signed in the representative capacity must be accompanied by the requisite certified true copy of power of Attorney/Resolutions of Board of Directors. If the same is/are already registered with Company, please quote Registration No. beneath the signature.

8. Unsigned Postal Ballot Forms will be rejected.

Sl. No.	Particulars of the Resolution	No. of Shares	For	Against

Director
 (Signature of Shareholder)

INSTRUCTIONS

1) Member desiring to exercise vote by Postal Ballot must complete the Postal Ballot Form and send the self addressed Business reply letter to the scrutineer. The enclosed postage prepaid self-addressed envelope. Postal Ballot Form deposited in person or sent by post or courier at the expense of the Member will also be accepted.

2) The self addressed letter bears the address of the Scrutinizer appointed by the Board of Directors of the Company.

3) The form should be completed and signed by the Shareholder. Instead of joint holding the form should be completed and signed by the first named Shareholder and in the absence of the first named Shareholder the second named Shareholder registered with the company.