

Date: 06/09/2022

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

Sub: Submission of Annual Report for the financial year 2021-22

REF: GAUTAM GEMS LIMITED (Scrip Code: 540936)

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the financial year 2021-22 along with the Notice convening the Annual General Meeting scheduled to be held on Thursday, 29th September, 2022 at 03:00 PM. The above is also available on the website of the Company at www.gautamgems.com.

Thanking you,

For, GAUTAM GEMS LIMITED

Gautam P. Sheth

GAUTAM PRAVINCHANDRA SHETH
MANAGING DIRECTOR

DIN: 06748854



CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Gautam Pravinchandra Sheth	Managing Director
Mrs. Nidhi Gautam Sheth	Whole-time Director
Mrs. Kanchanben Pravinbhai Sheth	Executive Director
Mr. Pravin Manilal Parekh	Non-Executive Director
Mr. Prakash Nanalal Mehta	Non-Executive Independent Director
Mr. Harshit Hasmukhbhai Vadecha	Non-Executive Independent Director
Mr. Umeshbhai Rasiklal Gor	Non-Executive Independent Director

CHIEF FINANCIAL OFFICER

Mr. Samir Lalitbhai Shah

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Anilbhai Keshubhai Modhavadiya

STATUTORY AUDITORS

Bhagat & Co.
Chartered Accountants

BANKERS TO THE COMPANY

AXIS BANK LIMITED
CENTRAL BANK OF INDIA
ICICI BANK LIMITED
INDUSIND BANK LIMITED
YES BANK

REGISTERED OFFICE

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

REGISTRAR & TRANSFER AGENT

KFin Technologies Private Limited
Selenium Building, Tower-B
Plot No 31 & 32
Financial District, Nanakramguda
Serilingampally
Hyderabad - 500032
Rangareddi, Telangana

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GAUTAM GEMS LIMITED

**Registered Office: 3rd Floor, Office – 301, Sumukh Super Compound, Vasta Devadi Road,
SURAT -395004. CIN: L36911GJ2014PLC078802**

Email- complianceggl@gmail.com Phone No.: 0261-2538046, Website: www.gautamgems.com

NOTICE

NOTICE is hereby given that the 9th **Annual General Meeting** of the Members of the Company will be held on Thursday, September 29, 2022 at 03:00 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 2022, together with reports of the Board and Auditors thereon.
2. To Appoint a Director in place of Mrs. Kanchanben Pravinbhai Sheth (DIN: 06748900) 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 Reappoint statutory Auditors and fix their remuneration

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, along with the relevant Rules made thereunder, and based on the recommendations of the audit committee and board of directors of the company, M/s. Bhagat & Co., Chartered accountants (firm registration no. 127250W), be and are hereby reappointed as statutory auditors of the company, to hold office for a five consecutive years from the conclusion of the 9th AGM until the conclusion of the 14th AGM, at such remuneration and out of pocket expenses, as may be decided by the board of directors of the company.

RESOLVED FURTHER THAT the board of directors of the company be and are hereby authorized to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent financial years as it may deem fit.”

SPECIAL BUSINESS:

4. Appointment of Mr. Umeshbhai Rasiklal Gor [DIN: 08845586] as Non-Executive Independent Director

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 149, 2 & 161 of the Companies Act, 2013 (“Act”) read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Umeshbhai Rasiklal Gor [DIN: 08845586], who has been appointed as an Additional Director of the Company by the Board of Directors on the recommendation of Nomination and remuneration Committee with effect from February 11, 2022 in terms of Section 161 (1)

of the Act and articles of association of Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25 of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto February 11, 2027.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution.”

Place: Surat
Date: 06/09/2022

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

By the Order of the Board of Directors of
Gautam Gems Limited
Sd/-
Gautam P. Sheth
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/HERSELF 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 **September 23, 2022 to September 29, 2022** (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 Technologies 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. 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 11:00 a.m. to 05:00 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. PROCEDURE OF VOTING AT AGM:

In addition to the remote e-voting facility as described below, the Company shall arrange voting facility at the venue of AGM through Ballot Paper and the members attending the meeting, who have not already cast their votes by remote e-voting, will be able to exercise their right at the meeting. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again. Members will need to write on the ballot paper, inter alia, relevant Folio no., DP ID & Client ID and number of shares held etc.

17. E-VOTING FACILITY:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, as amended, the Company is pleased to provide to the Members, facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the ensuing AGM and accordingly, business as mentioned in this Notice shall be transacted through e-voting. Necessary arrangements have been made by the Company with NSDL to facilitate e-voting. The Company has appointed Mrs. Shikha Patel, Practicing Company Secretary (Membership no. 43955), to act as Scrutinizer for conducting the voting and e-voting process in a fair and transparent manner.

The remote e-voting period shall commence on Monday, September 26, 2022 from 9:00 a.m. and ends on Wednesday, September 28, 2022 till 5:00 p.m. During this period, the members of the Company, holding shares either in physical form or dematerialised form, as on the cut-off date i.e., September 22, 2022, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.

A person who is not a member as on cut-off date should treat this Notice for information purpose only.

1. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on September 26, 2022 at 9:00 A.M.(IST) and ends on September 28, 2022 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., September 22, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 22, 2022.

How do I vote electronically using NSDL e-Voting system?

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"> <li data-bbox="467 310 1294 846">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. <li data-bbox="467 877 1294 1035">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="467 1066 1294 1644">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. <li data-bbox="467 1675 1294 1812">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for e-Voting 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***
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5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your ‘initial password’?
 - (i) 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’.
 - (ii) 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:
- a) 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in 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 Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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 cs.spatelasso@gmail.com with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories/ company 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.co.in 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.
18. The results so declared along with Scrutinizer's Report shall be placed on the Company's website i.e. www.gautamgems.com and on the website of NSDL i.e. www.nsdl.co.in and shall also be disseminated on the website of Stock Exchanges, where the Company's shares are listed.
19. Members holding shares in electronic form must inform about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Transfer Agent.
20. Members are requested to bring their copy of Annual Report at the meeting.
21. 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 are as follows:

Particulars	UMESHBHAI RASIKLAL GOR	Mrs. Kanchanben Pravinbhai Sheth
Date of Birth	14-02-1970	29/07/1955
Date of Appointment/Reappointment	11-02-2022	01/09/2018
Qualification	Graduate	She has done matriculation
Brief Profile	Mr. Umesh Gor is an Indian Resident. He is appointed by the company as a Non-Executive Independent Director	Mrs. Kanchanben P. Sheth is an Indian Resident. She is appointed by the company as an Executive Director
Terms & Conditions of Appointment / Re-appointment	Subject to such terms and conditions of appointment as Non-Executive Independent Director	Mrs. Kanchanben P. Sheth is re-appointed under section 152(6) of the Companies Act and is liable to retire by rotation
Remuneration last drawn	Nil	
Relationships between Directors inter-se	--	Mrs. Kanchanben P. Sheth is a mother of Mr. Gautam P. Sheth and Mother in law of Nidhi G.

		Sheth
Directorship held in other companies	Elegant Floriculture & Agrotech (India) Limited & Encode Packaging India Limited	--
No. of shares held in the Company	--	1,54,000
Information as required under circular No. LIST/COMP/14/2018-19 dated June 20, 2018 issued by BSE.	Mr. Umeshbhai Rasiklal Gor is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mrs. Kanchanben P. Sheth is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4**

Mr. Umeshbhai Rasiklal Gor [DIN: 08845586] was appointed as an Additional Director under the category of Non-Executive Independent Director of the Company w.e.f. February 11, 2022. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Umeshbhai Rasiklal Gor holds office up to the date of ensuing Annual General Meeting. Due notice under Section 160 of the Companies Act, 2013 has been received to propose his as a candidate for the office of Director of the Company.

The Board is also of the opinion that based on the declarations submitted by Mr. Umeshbhai Rasiklal Gor, he fulfils the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Umeshbhai Rasiklal Gor does not hold any equity share of the Company. The period of office of Mr. Umeshbhai Rasiklal Gor shall not be liable to determination by retirement of Directors by rotation. Brief profile Mr. Umeshbhai Rasiklal Gor in terms of Regulation 36(3) of the Listing Regulations is forming part of this notice Mr. Umeshbhai Rasiklal Gor is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Umeshbhai Gor fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management. Considering Mr. Umeshbhai Gor's knowledge and experience, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from February 11, 2022.

The Board recommends passing of the resolution as set out in Item No. 4 of this Notice. None of the Director of the Company except Mr. Umeshbhai Rasiklal Gor is concerned or interested in this resolution.

DIRECTORS' REPORT

To,
The Members,

Your Directors present the Annual Report and the Company's Audited Financial Statements for the financial year ended 31st March 2022.

1. FINANCIAL RESULTS

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

(Rs. in lakhs except per share data)

Particulars	2021-2022	2020-2021
Income for the year	18,020.16	9,381.79
Operating & Administrative expenses	17,947.01	9,340.42
Net Profit/(loss) before tax	73.14	41.37
Less: Provision for tax	18.42	7.29
Deferred Tax	2.64	-
Net Profit/(loss) after tax	52.09	34.09
Earnings per Share	0.52	0.34

2. OPERATION & REVIEW

Total Revenue from operation of the Company is Rs. 18,020.16 lakhs and Net Profit after Tax is Rs. 52.09 lakhs for the Financial Year 2021-22.

3. DIVIDEND

The Board of Directors has not recommended any dividend for the financial year ended 31st March 2022.

4. 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.

5. TRANSFER TO RESERVES

During the year under review, the Company has not transferred any amount to General Reserves Account.

6. CHANGE IN THE NATURE OF BUSINESS

During the year, there is no change in the nature of business of the Company.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sr. No.	Name of Director / KMP	Designation
1.	Gautam Pravinchandra Sheth	Managing Director
2.	Nidhi Gautam Sheth	Whole-time Director
3.	Kanchanben Pravinbhai Sheth	Executive Director
4.	Pravin Manilal Parekh	Non-Executive Director
5.	Prakash Nanalal Mehta	Non-Executive Independent Director
6.	Harshit Hasmukhbhai Vadecha	Non-Executive Independent Director
7.	Umeshbhai Rasiklal Gor	Non-Executive Independent Director
8.	Samir Lalitbhai Shah	Chief Financial Officer
9.	Anilbhai Keshubhai Modhavadiya	Company Secretary & Compliance Officer

8. RETIREMENT BY ROTATION

Mrs. Kanchanben Pravinbhai Sheth (DIN: 06748900) is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for re-appointment.

9. NUMBER OF BOARD MEETINGS

During the Year under the review the Board of Directors met 7 (Seven) times, Details of the Meetings are as under.

Board Meetings held during the Year

Date on which the Board Meetings were held	Total Strength of the Board	No of directors present
30-06-2021	6	6
14-07-2021	6	6
22-10-2021	6	6
13-01-2021	6	6
28-01-2022	6	6
02-02-2022	6	6
11-02-2022	6	6

The gap between two Board Meetings was within the maximum time gap prescribed under the Act and the Listing Regulations. The requisite quorum was present in all the meetings.

APPOINTMENT AND RESIGNATION

The Board of Directors of the company has appointed Mr. Umeshbhai Rasiklal Gor as an Additional Independent Director of the company w.e.f. 11.02.2022 and shall be regularised in ensuing annual general meeting.

Further there was no change in the Board of Directors of the Company except above changes.

10. COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has complied with the provisions of Secretarial Standard 1 (relating to meetings of the Board of Directors) and Secretarial Standard 2 (relating to General Meetings) issued by the Institute of Company Secretaries of India.

11. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015, the Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee. The evaluation covered functioning and composition of the Board and its Committees, understanding of the roles and responsibilities, experience, competencies, participation at the Board and Committee meetings, corporate governance practices etc. Evaluation of the Board and its compositions was carried out through a defined process covering the areas of the Boards functioning viz. composition of the Board and Committees, understanding of roles and responsibilities, experience and competencies, contribution at the meetings etc.

12. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively; and
- (f) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

13. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial Controls with reference to Financial Statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal controls relating to its financial statements. During the year, such Controls were tested and no reportable material weakness was observed.

14. CHANGE IN CAPITAL STRUCTURE OF THE COMPANY

During the year under review, the Company has Increased Authorised Share Capital of the company from existing of Rs. 10,07,00,000/- (Rupees Ten Crore Seven Lakhs only) divided into 1,07,00,000 (One Crore Seven Lakhs Only) to 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 share of Rs. 10/- each for the purpose of right issue of the share on dated i.e., 03rd March 2022.

As on 31st March 2022, the paid up equity share capital of the Company was Rs. 10,06,70,590/- divided into 1,00,67,059 equity shares of the Company of Rs. 10/- each.

15. MATERIAL CHANGES AND COMMITMENTS, IF ANY

During the year under review, the Company has an issue of 4,02,68,236 Equity Shares by way of Right issue to the existing shareholders of the Company in ratio of 4:1 on the record date for an amount not exceeding Rs. 49.00 crores in accordance with the SEBI (Issue of Capital Disclosure Requirements) Regulations 2018.

16. ANNUAL RETURN

In terms of Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at www.gautamgems.com.

17. AUDITORS**STATUTORY AUDITORS:**

The Company has appointed M/s. Bhagat & Co., Chartered Accountants (Firm Registration No. 127250W), as Statutory Auditors of the Company as per the Provisions of Section 139 of the Companies Act, 2013 for a period of Five Years and they will continue to hold the office till the conclusion of 14th AGM of the Company to be held in 2027 due to casual vacancy of M/s. Parth Shah & Associates (Firm Reg. No. 144251W) dated 2nd February, 2022.

The Company has received a confirmation from the Auditors that they are not disqualified to act as the Auditors and are eligible to hold the office as Auditors of the Company.

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

COST AUDITORS:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, the cost audit is not applicable to the Company.

SECRETARIAL AUDITORS:

In terms of Section 204 of the Act and Rules made thereunder, Practicing Company Secretary have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed to this report. The report is self-explanatory.

18. INTERNAL AUDIT & CONTROLS

The Company has appointed external firm as its Internal Auditors. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Findings of Internal Auditors are discussed with the process owners and suitable corrective actions were taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

19. DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 (“the Act”) read with the Companies (Acceptance of Deposit) Rules, 2014 during the period under review. Hence, the requirement for furnishing the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

20. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

21. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

In terms of the provisions of Section 135 of the Act and Rule 9 of the Companies (Accounts) Rules, 2014, the Company has not formulated and implemented any Corporate Social Responsibility Initiatives as the said provisions are not applicable to the Company.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review, the Company has not given any loan, made investment, provided guarantee or security to any entity falling under the provisions of Section 186 of the Act.

23. PARTICULARS REGARDING EMPLOYEES

During the year under review, none of the employees were in receipt of remuneration exceeding the limit prescribed under Section 197 of the Act and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

24. RELATED PARTY TRANSACTIONS

During the year under review, contracts or arrangements entered into with the related party, as defined under section 188 of the Companies Act, 2013 were in ordinary course of business and on arms' length basis. Details of the transactions pursuant to compliance of section 134(3)(h) of the Companies Act, 2013 and rule 8(2) of the companies (Accounts) Rule, 2014 are annexed herewith as per "Annexure B". However, there are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

25. SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There is no significant and material order passed by regulators or courts or tribunals impacting the going concern status and company's operations in future.

26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Disclosures pertaining to conservation of energy, technology absorption and foreign exchange earnings & outgo, were not applicable to the Company during the year under review.

27. DETAILS OF COMMITTEES OF THE BOARD**AUDIT COMMITTEE:**

The Company has formed the Audit Committee as per the applicable provisions of Section 177 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 18 of SEBI Listing Regulations. The composition of the Committee and details of meetings attended by the members are given below:

Name	Designation	Category	No. of Meetings held during the Period	
			Held	Attended
Mr. Prakash Nanalal Mehta	Chairman	Non-Executive Independent Director	5	5
Mr. Pravin Manilal Parekh	Member	Non-Executive Director	5	5
Mrs. Nidhi Gautam Sheth	Member	Whole-time Director	5	5
Mr. Harshit Hasmukhbhai Vadecha	Member	Non-Executive Independent Director	5	5

NOMINATION AND REMUNERATION COMMITTEE:

The Company has formed the Nomination and Remuneration Committee as per Section 178 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 19 of SEBI Listing Regulations. The composition of the Committee and details of meetings attended by the members are given below:

Name	Designation	Category	No. of Meetings held during the Period	
			Held	Attended
Mr. Prakash Nanalal Mehta	Chairman	Non-Executive Independent Director	1	1
Mr. Pravin Manilal Parekh	Member	Non-Executive Director	1	1
Mr. Harshit Hasmukhbhai Vadecha	Member	Non-Executive Independent Director	1	1

The Policy of Nomination and Remuneration Committee has been placed on the website of the Company at www.gautamgems.com and the salient features of the same has been disclosed under “Annexure C”.

STAKEHOLDER’S RELATIONSHIP COMMITTEE:

The Company has formed the Stakeholders’ Relationship Committee as per Section 178 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 20 of SEBI Listing Regulations. The composition of the Committee and details of meetings attended by the members are given below:

Name	Designation	Category	No. of Meetings held during the Period	
			Held	Attended
Mr. Prakash Nanalal Mehta	Chairman	Non-Executive Independent Director	1	1
Mr. Harshit Hasmukhbhai Vadecha	Member	Non-Executive Independent Director	1	1
Mrs. Nidhi Gautam Sheth	Member	Whole-time Director	1	1

SEXUAL HARASSMENT COMMITTEE:

The Committee was constituted by the Board of Directors in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Name	Designation	Category	No. of Meetings held during the Period	
			Held	Attended
Mrs. Nidhi Gautam Sheth	Chairman	Whole-time Director	1	1
Mr. Pravin Manilal Parekh	Member	Non-Executive Director	1	1
Mr. Prakash Nanalal Mehta	Member	Non-Executive Independent Director	1	1
Mrs. Kanchanben Pravinbhai Sheth	Member	Executive Director	1	1

28. MEETING OF INDEPENDENT DIRECTORS

During the year under review, a separate meeting of Independent Directors was held on 30th March 2022, inter-alia, to discuss:

1. Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole
2. Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors and
3. Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting.

29. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has formulated and adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

The Company always endeavors to create and provide an environment to its employees and external individuals engaged with the Company that is free from discrimination and harassment including sexual harassment. The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment.

During the year under review, there were no incidences of sexual harassment reported and received.

30. VIGIL MECHANISM

The Company has established the vigil mechanism through Whistle Blower Policy for all the stakeholders of the Company, which also provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases as per the Policy. The details of the Whistle Blower Policy is available on the website of the Company i.e. www.gautamgems.com.

31. RISK MANAGEMENT

The Company recognizes that risk is an integral part of business and is committed to managing the risks in proactive and efficient manner. The Company periodically assesses risk in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

The Company, through its risk management process, strives to contain impact and likelihood of the risk within the risk appetite as agreed from time to time with the Board of Directors.

Management Discussion and Analysis Report of the Annual Report identifies key risks, which can affect the performance of the Company.

The Company has adopted a Risk Management Policy for a systematic approach to control risks. The Risk Management Policy of the Company developed in line with the business strategy lays down procedures for risk identification, evaluation, monitoring, review and reporting.

32. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report, and provides the Company's current working and future outlook. The Management Discussion and Analysis Report is annexed herewith as "**Annexure D**".

33. CORPORATE GOVERNANCE

As per Regulation 15(2) of the Listing Regulations, the compliance with the corporate governance provisions as specified in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V shall not apply, in respect of -

A listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.

The paid up equity share capital of the Company is Rs. 10,06,70,590/- (Rupees Ten Crore Six Lakh Seventy Thousand Five Hundred Ninety Only) but the Net-worth of the Company is less than Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) as on the last day of the previous financial year ended on March 31, 2022. Accordingly, the provisions relating to Corporate Governance is not applicable to the Company.

34. ACKNOWLEDGEMENTS

Your Directors places on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to the Company during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on the Company.

Place: Surat
Date: 06/09/2022

For and on behalf of the Board of Directors
Gautam Gems Limited
Sd/-
Gautam P. Sheth
Managing Director

Sd/-
Nidhi G. Sheth
Whole-time Director

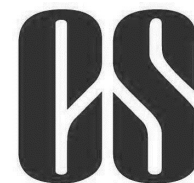
SHIKHA PATEL & ASSOCIATES

Company Secretaries

Shikha Patel

M: +91 90161 21381

E: cs.spatelasso@gmail.com



Annexure A

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no. 9 of
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

GAUTAM GEMS LIMITED (CIN: L36911GJ2014PLC078802)

3rd Floor, Office – 301, Sumukh Super Compound,

Vasta Devadi Road, Surat -395004.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GAUTAM GEMS LIMITED (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives in electronic form in online system during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2022 has complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as per Annexure - A for the Financial Year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (j) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015; and
- (k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

As informed to me, there are no other Sector specific laws which are specifically applicable to the Company. However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point (c), (d), (e), (g), (h) and (i) of para (v) mentioned hereinabove during the period under review

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- (ii) The Listing Agreement entered into by the Company with the Stock Exchange and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- (vi) I further report that having regard to the compliance management system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof made available to me in electronic form, on test-check basis, the Company has compliance Management system for the sector specific laws in applicable specifically to the Company,

During the period under review the Company has endeavored to establish the compliance management system to adhere to the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove.

Shikha Patel & Associates
Company Secretaries

Further, I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances of the laws and regulation mentioned hereinabove as applicable to the Company.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as required under Listing Regulations, 2015. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. The Company had filed Form within prescribed time, as well as with payment of additional fees, during the year.

The Company has endeavored to establish a system of sending adequate notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda at least seven days in advance, and a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever required.

I further report that the Company has endeavored to establish adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period of the Company there were no specific events/ actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above more specifically related to:

**FOR, SHIKHA PATEL & ASSOCIATES
(PRACTICING COMPANY SECRETARY)**



**PLACE: AHMEDABAD
DATE:06/09/2022**

**CS SHIKHA PATEL
ACS NO.: 43955
C P NO.: 16201
UDIN:- A043955D000926870**

Note: This report is to be read with my letter of even date which is annexed as Annexure - B and forms an integral part of this report.

List of documents verified:

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors and Committees including Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Sexual Harassment Committee held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Act and rules made there under.
5. Agenda papers submitted to all the Directors/Members for the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Act.
7. Intimations/Disclosure/Declaration received from Directors under The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
8. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Act and attachments thereof during the period under report.
9. Intimations/documents/reports/returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement entered into by the Company with the Stock Exchange and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the period under report.
10. Various policies framed by the Company from time to time as required under the Act as well as Listing Agreement and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with circulars issued by the SEBI from time to time.

Shikha

To,
The Members
GAUTAM GEMS LIMITED (CIN: L36911GJ2014PLC078802)
3rd Floor, Office – 301, Sumukh Super Compound,
Vasta Devadi Road, Surat -395004.

Sir,

Sub: Secretarial Audit Report for the Financial Year ended on 31st March, 2022.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on the secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

**FOR, SHIKHA PATEL & ASSOCIATES
(PRACTICING COMPANY SECRETARY)**



**PLACE: AHMEDABAD
DATE:06/09/2022**

**CS SHIKHA PATEL
ACS NO.: 43955
C P NO.: 16201
UDIN:- A043955D000926870**

Annexure B
Form No. AOC 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

Sr. No.	Particulars	Details
a)	Name(s) of the related party & nature of relationship	No such contracts/ transactions/ arrangements
b)	Nature of contracts/arrangements/transactions	
c)	Duration of the contracts/arrangements/transactions	
d)	Salient terms of the contracts/arrangements/transactions including the value, if any	
e)	Justification for entering into such contracts/arrangements/transactions	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at arm's length basis

Sr. No.	Particulars	Gautam P. Sheth	Nidhi G. Sheth	Gautam Gems(Proprietorship of MD)
a)	Name(s) of the related party & nature of relationship	Managing Director	Whole-time Director	Proprietorship of MD
b)	Nature of contracts/ arrangements/ transactions	Remuneration of Rs. 3,00,000/- and Unsecured Loan taken of Rs, 2,35,37,407/-.	Remuneration of Rs. 2,00,000/-	Labour Purchase of Rs.33,58,192/-
c)	Duration of the contracts/ arrangements/ transactions	For the year	For the year	For the year
d)	Salient terms of the contracts/ arrangements/transactions including the value, if any	N.A.	N.A.	N.A.
e)	Date of approval by the Board	30/03/2022	30/03/2022	30/03/2022
f)	Amount paid as advances, if any	N.A.	N.A.	N.A.

Place: Surat
Date: 06/09/2022

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

Sd/-
Gautam P. Sheth
Managing Director

Sd/-
Nidhi G. Sheth
Whole-time Director

Annexure C
Policy of Nomination and Remuneration Committee of the Company

Policy for Identification of Persons for Appointment and Removal as Director and Senior Managerial Personnel:

The Committee shall:

1. Identify and ascertain the honesty, reliability, qualification, expertise and experience of the person for appointment as Director or Senior Managerial Personnel and recommend the Board accordingly.
2. The Committee must ensure itself regarding the capabilities and eligibilities of the proposed appointee(s) and must ensure that the proposed appointee shall be able to devote the required time as may be necessary.
3. The Committee shall be at discretion to decide whether qualification, expertise and experience possessed by the person is adequate for the proposed position.
4. Any other assessment as may be required must be carried out by the Committee and on being satisfied with the overall eligibility of the person, the Committee shall recommend his/her appointment to the Board accordingly.
5. With respect to Independent Directors of the Company, the Committee shall additionally ensure the independence of the Director as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.
6. The Committee may recommend to the Board with the reasons recorded in writing, the removal of Director or Senior Managerial Personnel based on any disqualification that may be applicable as per the provisions of the Companies Act, 2013 and the rules made thereunder or for any other reasons as may be justified by the Committee.

Term of Appointment:

The term of Appointment of Managing Director/ Whole-time Directors and Independent Directors of the Company shall be as per the provisions of the Companies Act, 2013 and the Rules made thereunder.

Retirement:

The Managing Director/ Whole-time Directors and Independent Directors of the Company shall be subject to retirement as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. The Committee will be at its discretion to recommend retention of Directors even after they have attained the retirement age for the benefit of the Company subject to fulfillment of the requirements as mentioned in the Companies Act, 2013.

Policy for Evaluation of Performance of Board, its Committees and Individual Directors:

1. Evaluation of performance of Board and Individual Directors:
 - (a) Achievement of financial/ business targets as fixed by the Board;

- (b) Proper development, management and execution of business plans;
- (c) Display of leadership qualities i.e. correctly anticipating business trends and opportunities;
- (d) Establishment of an effective organization structure;
- (e) Participation in the Board/Committee Meetings;
- (f) Integrity and maintenance of confidentiality;
- (g) Any other criteria that may be considered necessary for the evaluation of the performance of the Board as may be considered by the Committee.

2. Evaluation of performance of Committee:

- (a) Discharge of its functions and duties as per its terms of reference;
- (b) Effectiveness of the suggestions and recommendations received;
- (c) Conduct of its meeting and procedures followed in this regard.

3. Review of the Implementation of this policy:

The Committee shall review the implementation and compliance of this policy at least once a year.

Policy for Remuneration to Directors and Key Managerial Personnel:

The remuneration of the Directors and Key Managerial Personnel must be in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder. The Committee must ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.

Annexure D**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Business Overview:**

The Company was originally incorporated as “Gautam Gems Private Limited” on February 18, 2014 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Subsequently, it was converted into a public company and consequently name was changed to “Gautam Gems Limited” (GGL) vide fresh certificate of incorporation dated August 16, 2017 issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli.

The Company has been principally incorporated as a Manufacturer & Trader of rough and polished diamonds. Its registered and corporate office is located in Surat, which is the diamond hub of India. It sells diamonds of multiple category, shape, cut, size and color. The range of diamonds it manufactures and trades in purely depends on the demand and supply of diamonds in the local markets. Primarily, Round Brilliant and All Fancy shape, 0.18 carats upto 15.00 carats size and D to N color with all type of Fancy color diamonds are demanded by the customers. It maintains stock of its various shaped diamonds depending on the customers demand.

It procure its diamonds from suppliers based in the domestic market. It deals with only those suppliers who are reputed. Trust, reliability, quality and authenticity of diamonds is the utmost priority in diamond business. Further, the sales of its rough and polished diamonds depends on the kind of customers with whom they are dealing with. Such as its polished diamonds are majorly purchased by jewellery manufacturers, jewellery wholesalers, jewellery retailers, jewellery traders, diamond wholesalers, diamond retailers and its rough diamonds are majorly purchased by rough diamond traders and diamond manufacturers.

In order to compete in the diamond market, it has created and maintained an independent sales and distribution network for its products within the domestic markets. Further, to ensure customer satisfaction, quality supply of diamonds, timely delivery of orders and purchase-sale of authentic diamonds, it deals with its suppliers and customers on mutually agreed terms. Further, it has developed and maintained long-term and stable relationships with its key suppliers and its key customers although it has not entered into any formal contracts with either of them.

Its promoters, Mr. Gautam P. Sheth and Mrs. Nidhi G. Sheth have 18 years and 10 years of experience in diamond business, respectively.

The Company`s Competitive Strengths are:

- Quality Products
- Well established relationship with our supplier
- Strong & long-term relationship with our customers
- Wide Varieties of diamonds
- Rich domain experience of our Promoters

Opportunities:

Increasing middle class population is expected to drive growth in the future and is expected to lead an increase in demand for gold. Also, India`s population is increasingly becoming urbanised, which is expected to boost

household income, thereby leading to higher demand for gold and other jewellery. The jewellery demand is also increasing steadily due to changes in its role from just being an item of adornment and as a store of value to a lifestyle and fashion accessory. Rising quality awareness of customers has provided a fillip to the organized retail segment, which is banking on its 'reliability' and 'quality' to compete against the highly fragmented unorganized jewellers. The Gems and Jewellery sector is witnessing changes in consumer preferences due to adoption of western lifestyle.

The Government of India has also launched the Sovereign Gold Bond Scheme to reduce the country's reliance on physical gold imports to meet the investment demand for gold by retail investors.

Threats:

Some of the key challenges faced by the retail jewellery industry are:

- Adapting to fast changing consumer preferences and buying patterns
- Volatility in the market prices of gold and diamonds
- Limited availability of high end retail space
- The retail jewellery is a working capital intensive business and currently there are increasing restrictions by banks over lending in this sector

Human Resources and Industrial Relations:

The Company recognizes human resources as its biggest strength which has resulted in getting acknowledgement that the Company is the right destination where with the growth of the organization, value addition of individual employee is assured. The total number of employees as on 31st March 2022 is 23.

Internal Control:

The Company has an adequate internal control system for safeguarding the assets and financial transactions of the Company. The strong internal control systems have been designed in such a way that, not only it prevent fraud and misuse of the Company's resources but also protect shareholders' interest.

The Company has an effective internal control system, which ensures that all the assets of the Company are safeguarded and protected against any loss from unauthorized use or disposition. The Company has also put in place adequate internal financial controls with reference to the financial statements commensurate with the size and nature of operations of the Company. Based on the assessment carried out by the management and the evaluation of the results of the assessment, the Board of Directors are of the opinion that the Company has adequate Internal Financial Control systems that are operating effectively as of March 31, 2022. There were no instances of fraud which necessitates reporting in the financial statements. Further, there have been no communications from regulatory agencies concerning noncompliance with or deficiencies in financial reporting practices.

Gautam Gems Limited

Statutory Audit Report F.Y. 2021-22

**--: Auditors :--
Bhagat & Co.
(Chartered Accountants)
24, Laxmi Chambers,
Navjeevan Press Road,
Near Old High Court, Income Tax,
Ahmedabad- 380014**



BHAGAT AND CO.
CHARTERED ACCOUNTANTS

Independent Auditor's Report

To the Members of Gautam Gems Limited

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone financial statements of **Gautam Gems Limited**. ('the Company'), which comprise the Balance Sheet as at **31st March 2022**, the Statement of Profit and Loss (including other comprehensive income) and Cash Flow statement for the year then ended, and notes to financial Statement including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statement give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of state of affairs of the company as at **31st March 2022** and its profit (including other comprehensive income) and its cash flow for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report.



Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.



As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we have given in the **Annexure A**, a statement on the matters specified in the paragraph 3 and 4 of the order.

2.

(A) As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- a. The Company does not have any pending litigation which would impact its financial position.
- b. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- c. There were no amounts which are required to be transferred to the Investor Education and Protection Fund by the company.
- d. (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
(ii) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.



(iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub- clause (d) (i) and (d) (ii) contain any material mis-statement.

e. The Company has neither declared nor paid any dividend during the year.

(C) With respect to the matters to be included in the Auditor's Report under section 197(16) of the Act:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

FOR, BHAGAT AND CO.
CHARTERED ACCOUNTANTS
FRN NO. 127250W



Shankar Prasad Bhagat
(Partner)
M No: 052725
UDIN : 22052725AJTIEZ7470



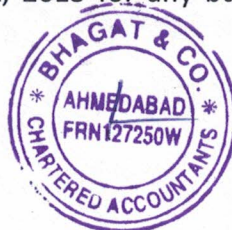
Date:27/05/2022

Place: Ahmedabad

"Annexure - A "to the Independent Auditor's Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2022, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipments
- (b) The Company has a regular program of physical verification of its Property, Plant and Equipments. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company. (This clause is not applicable to company, as there are no immovable property or any other property.)
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, plant and equipment (including Right-of-use assets) or Intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made there under.
- ii. (a) The company is dealing in the business of Gold and Diamond.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Hence, reporting under clause 3(v) of the Order is not applicable.
- iii. The Company has not granted any loans to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for any business activities carried out by the Company.

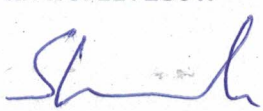


- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the book of account in respect of undisputed statutory dues including goods and service tax, provident fund, income-tax, duty of customs, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
- (b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, goods and service tax and other material statutory dues in arrears were outstanding as at 31ST March,2022 for a period of more than six months from the date they became payable.
- viii. Whether any transaction not recorded in the books of accounts have been surrendered or disclosed as income during the year in the tax assessment under the IT Act, 1961. There is no such kind of disclosure as explained by Management.
- ix. Company has taken loans from ICICI Bank for business purpose. The company has not made any default in repayment of loan.
- x. (a) The company did not raise any money by way of initial public offer or further public offer (including debt instruments).
- (b) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xi. (a) According to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the course of our audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) The company has not been received whistle-blower complaints during the year. Hence this sub clause is not applicable.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with the sections 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us, The Company has Internal Audit System commensurate with size and its business.



- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, all sub clauses of paragraph 3(xvi) of the Order is not applicable.
- xvii. The Company has not incurred cash losses in the financial year and the immediately preceding financial year.
- xviii. There has been resignation of the statutory auditors during the year and the auditor has taken into consideration the issues, objections or concerns raised by the outgoing auditors.
- xix. The Company is in position to meet all liabilities at the balance sheet date.
- xx. This clause is not applicable.
- xxi. This clause is not applicable

**FOR, BHAGAT AND CO.
CHARTERED ACCOUNTANTS
FRN NO. 127250W**



**Shankar Prasad Bhagat
(Partner)
M No: 052725
UDIN : 22052725AJTIEZ7470**



**Date:27/05/2022
Place: Ahmedabad**

ANNEXURE B TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **Gautam Gems Limited** ('the Company') as of **31st March 2022** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

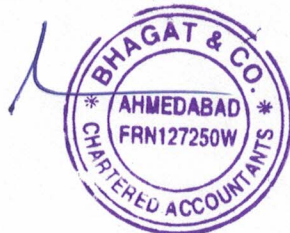
Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **31st March 2022**, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR, BHAGAT AND CO.
CHARTERED ACCOUNTANTS
FRN NO. 127250W**



**Shankar Prasad Bhagat
(Partner)
M No: 052725
UDIN : 22052725AJTIEZ7470**

**Date: 27/05/2022
Place: Ahmedabad**

Gautam Gems Limited

Statement of Assets & Liabilities as at 31.03.2022

Particulars	Note No.	2022	2021
ASSETS			
(1) Non-Current Assets			
(i) Property, Plant And Equipment	1	21,347,005	22,351,936
(ii) Intangible Assets		-	-
(iii) Capital Work in Progress		-	-
(iv) Intangible assets under development		-	-
Non-Current Financial Assets			
(a) Non-Current Investments		-	-
(b) Trade Receivables, Non-Current		-	-
(c) Loans, Non-Current		-	-
(d) Other Non-Current Financial Assets		-	-
Deffered tax assets (net)		-	-
Total Non Current Assets		21,347,005	22,351,936
(2) Current Assets			
Inventories		146,482,644	222,233,591
Current Financial Assets			
(a) Current investments		-	-
(b) Trade receivables	2	318,538,979	119,066,992
(c) Cash and cash equivalents	3	3,954,463	1,142,500
(d) Bank Balance other than Cash and cash equivalents		-	-
(e) Loans, Current		1,535,600	1,500,000
(f) Other Current Financial Assets		-	-
Total Current Financial Assets		324,029,042	121,709,492
Current Tax Assets (net)		-	-
Other Current Assets	4	3,324,184	6,247,749
Total Current Assets		473,835,869	350,190,832
Total Assets		495,182,875	372,542,770
EQUITY AND LIABILITIES			
(1) Equity			
Equity Share Capital	5	100,670,590	100,670,590
Other Equity	6	42,356,603	38,339,123
Total Equity		143,027,193	139,009,713
(2) Liabilities			
Non-Current Liabilities			
Non-Current Financial Liabilities			
(a) Borrowings , non current		-	-
(b) Trade Payables , non current		-	-
(c) Other non current financial liabilities		-	-
Total Non-Current Financial Liabilities		-	-
Provision, non current		-	-
Deffered tax liabilities (net)		783,326	518,882
Other non current liabilities		-	-
Total Non-Current Liabilities		783,326	518,882
Current Liabilities			
Current Financial Liabilities			
(a) Borrowings , current	7	81,498,614	58,778,614
(b) Trade Payables , current		-	-
(i) Total Outstanding dues of Micro Enterprises and Small Enterprises		-	-
(ii) Total Outstanding dues of creditors other than Micro and Small Enterprises	8	267,240,475	173,398,252
(c) Other current financial liabilities		-	-
Total Current Financial Liabilities		348,739,089	232,176,866
Other Current liabilities		-	-
Provision, current		-	-
Current tax liabilities (net)	9	2,633,268	837,309
Total Current Liabilities		351,372,357	233,014,175
Total Liabilities		352,155,683	233,533,057
Total Equity and Liabilities		495,182,875	372,542,770

NOTES TO ACCOUNTS

Notes attached there to form an integral part of Statement of Assets & Liabilities

As per Report of Even Date

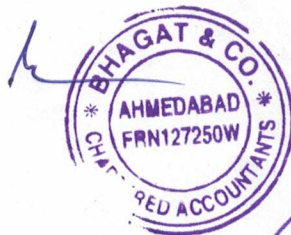
FOR , BHAGAT & Co.
CHARTERED ACCOUNTANTS
FRN No. 127250W

Shankar Prasad Bhagat
(Partner)
Mem. No. : 052725
UDIN :22052725AJTIEZ7470

Place : Ahmedabad
Date : 27/05/2022

17

For, Gautam Gems Limited



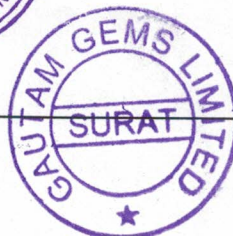
(Signature) N. G. Sheth

Gautam P. Sheth
(Managing Director)
DIN : 06748854

Nidhi G. Sheth
(Whole Time Director)
DIN : 06748877

(Signature)
Anil Modhavadiya
(Company Secretary)

(Signature)
Samir L Shah
(CFO)



Gautam Gems Limited

Statement of Profit & Loss for the Period Ended on 31.03.2022

Sr. No.	Particulars	Note No.	Year ended March 31, 2022	Year ended March 31, 2021
	Income			
I	Revenue from operations	10	1,800,601,027	935,761,148
II	Other Income		1,415,107	2,418,309
III	Total Income (I +II)		1,802,016,134	938,179,457
	Expenses			
IV	Cost of materials consumed	11	1,704,929,537	1,064,531,680
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	12	75,750,947	(136,885,944)
	Employee Benefit Expense	13	7,976,797	2,322,500
	Financial Costs	14	2,842,570	551,793
	Depreciation and Amortization Expense	15	1,510,210	817,885
	Other Expenses	16	1,691,081	2,704,362
	Total Expenses (IV)		1,794,701,142	934,042,276
V	Profit before exceptional items and tax	(III - IV)	7,314,992	4,137,181
VI	Exceptional Items		-	-
VII	Profit before tax (V - VI)		7,314,992	4,137,181
VIII	Tax expense:			
	(1) Current tax		1,842,000	-
	(1) Earlier tax		-	728,640
	(2) Deferred tax		264,444	-
IX	Profit/(Loss) from the period from continuing operations	(VII-VIII)	5,208,548	3,408,541
X	Profit/(Loss) from discontinuing operations before tax		-	-
XI	Tax expense of discounting operations		-	-
XII	Profit/(Loss) from Discontinuing operations (X-XI)		-	-
XIII	Profit/(Loss) for the period (IX + XII)		5,208,548	3,408,541
XIV	Other Comprehensive Income net of tax		-	-
XV	Total Comprehensive Income for the year		5,208,548	3,408,541
XVI	Details of equity share capital			
	Paid up equity share capital		100,670,590	100,670,590
	Face value of equity share capital		10/-	10/-
XVII	Earning per share:			
	Earning per equity share for continuing operations			
	(1) Basic earnings (loss) per share from continuing operations		0.52	0.34
	(2) Diluted earnings (loss) per share from continuing operations		0.52	0.34
	Earning per equity share for discontinued operations			
	(1) Basic earnings (loss) per share from discontinued operations		-	-
	(2) Diluted earnings (loss) per share from discontinued operations		-	-
	Earning per equity share:			
	(1) Basic earnings (loss) per share from continuing and discontinued operations		0.52	0.34
	(2) Diluted earnings (loss) per share from continuing and discontinued operations		0.52	0.34

NOTES TO ACCOUNTS

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Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement

As per Report Of Even Date

FOR , BHAGAT & Co.

CHARTERED ACCOUNTANTS

FRN No. 127250W

Shankar Prasad Bhagat
(Partner)

Mem. No. : 052725

UDIN :22052725AJTIE27470

Place: Ahmedabad

Date : 27/05/2022

For, Gautam Gems Limited



Gautam P. Sheth
(Managing Director)
DIN : 06748854

Anil
Anil Modhavadiya
(Company Secretary)

Nidhi G. Sheth
(Whole Time Director)
DIN : 06748877

Samir L. Shah
(CFO)

Gautam Gems Limited

Cash Flow Statement For The Year Ended 31.03.2022

PARTICULARS	AS AT 31.03.2022	AS AT 31.03.2021
A. Cash Flow from Operating Activity		
Profit before Taxation	7,314,992	4,137,181
Add : Non Cash & Non Operating Expenses		
Depreciation Expense	1,510,210	817,885
Finance Cost	2,842,570	551,793
Other Income	(1,415,107)	(2,418,309)
Operating Profit before Working Capital Changes	10,252,665	3,088,550
Adjustment for;		
(Increase) / Decrease in Inventory	75,750,947	(136,885,944)
(Increase) / Decrease in Debtors	(199,471,987)	(118,047,638)
(Increase) / Decrease in Loans & Advances	(35,600)	49,802,720
(Increase) / Decrease in Current Assets	2,923,565	(3,104,850)
(Increase) / Decrease in Short Term Borrowings	22,720,000	51,808,299
Increase / (Decrease) in Current Liabilities	-	-
Increase / (Decrease) in Trade Payables	93,842,223	165,451,909
Increase / (Decrease) in Provisions	1,795,959	(1,014,589)
Cash Generated from Operation	7,777,772	11,098,457
Taxes Paid	3,033,068	728,640
Net Cash Flow from Operating Activities	4,744,704	10,369,817
B. Cash Flow from Investing Activity		
(Increase) / Decrease in Fixed Assets (net)	(505,279)	(18,075,110)
(Increase) / Decrease in Investments & Accrued Interest Thereon	-	-
Finance Cost	(2,842,570)	(551,793)
Other Income	1,415,107	2,418,309
Net Cash Flow from Investing Activities	(1,932,742)	(16,208,594)
C. Cash Flow from Financing Activity		
Proceeds from Issue of Shares	-	45,759,510
Proceeds from Securities Premium	-	(45,759,510)
Adjustments in Reserves and Surplus	-	-
Net Cash Flow from Financing Activities	-	-
Net Increase / (Decrease) in Cash & Cash Equivalents	2,811,963	(5,838,776)
Opening Balance of Cash & Cash Equivalents	1,142,500	6,981,276
Closing Balance of Cash & Cash Equivalents	3,954,463	1,142,500
Net Increase / (Decrease) in Cash & Cash Equivalents	2,811,963	(5,838,776)

FOR , BHAGAT & Co.
Chartered Accountants
FRN No. 144251W

For, Gautam Gems Limited



Shankar Prasad Bhagat
(Partner)
Mem. No. : 052725
UDIN :22052725AJTIEZ7470
Place : Ahmedabad
Date : 27/05/2022





Gautam P. Sheth
(Managing Director)
DIN : 06748854


Anil Modhavadiya
(Company Secretary)



Nidhi G. Sheth
(Whole Time Director)
DIN : 06748877


Samir L Shah
(CFO)

Gautam Gems Limited

Notes Forming Integral Part of the Assets & Liabilities as at 31.03.2022

Amount in `

Note : 1 Property, Plant & Equipments

Sr. No	Particulars	Gross Block			Depreciation			Net Block			
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2022	WDV as on 31.03.2021
A	Tangible Assets										
1	AC (I/b + O General)	356,920	0	0	356,920	188,763	43,536	0	232,299	124,621	168,157
2	Car Skoda Fabia	203,119	0	0	203,119	84,248	46,716	0	130,964	72,155	118,871
3	Car Toyota Fortuna	1,848,571	0	0	1,848,571	766,740	425,160	0	1,191,900	656,671	1,081,831
4	Computer Software Sarin Machine	1,128,589	111,000	0	1,239,589	979,643	145,866	0	1,125,509	114,080	148,946
5	Computer	174,448	50,000	0	224,448	151,425	46,121	0	197,546	26,902	23,023
6	Furniture	465,322	0	0	465,322	160,025	79,041	0	239,066	226,256	305,297
7	Machinery (Ghanti)	105,000	130,000	0	235,000	38,741	50,811	0	89,552	145,448	66,259
8	Machinery (Russian Brutter)	189,000	195,000	0	384,000	69,736	81,363	0	151,099	232,901	119,264
9	Metalar Weight (Kanti)	5,965	0	0	5,965	2,475	904	0	3,379	2,586	3,490
10	Microscope	466,592	0	0	466,592	172,157	76,229	0	248,386	218,206	294,435
11	Mobile Phone Instrument	13,677	8,262	0	21,939	7,551	3,725	0	11,276	10,663	6,126
12	Printer Canon 4350 D	5,756	11,017	0	16,773	3,178	8,587	0	11,765	5,008	2,578
13	Printer HP4500	2,639	0	0	2,639	1,940	441	0	2,381	258	699
14	Safe (Godrej)	25,827	0	0	25,827	7,558	4,730	0	12,288	13,539	18,269
15	Sarin Diamark Z Machine	2,266,759	0	0	2,266,759	836,363	370,330	0	1,206,693	1,060,066	1,430,396
16	Sarin Dia Mention (Hardware)	246,428	0	0	246,428	181,157	16,899	0	198,056	48,372	65,271
17	Sarin I Machine	661,742	0	0	661,742	244,162	108,111	0	352,273	309,469	417,580
18	T V	6,489	0	0	6,489	3,582	753	0	4,335	2,154	2,907
19	Star Corner 301	5,213,470	0	0	5,213,470	0	0	0	0	5,213,470	5,213,470
20	Star Corner 304	4,465,560	0	0	4,465,560	0	0	0	0	4,465,560	4,465,560
21	Star Corner 305	4,230,900	0	0	4,230,900	0	0	0	0	4,230,900	4,230,900
22	Star Corner 306	4,165,180	0	0	4,165,180	0	0	0	0	4,165,180	4,165,180
23	Vehecal-2 Wheeler	5,855	0	0	5,855	2,428	887	0	3,315	2,540	3,427
	TOTAL	26,253,808	505,279	0	26,759,087	3,901,872	1,510,210	0	5,412,082	21,347,005	22,351,936



Gautam Gems Limited

Notes Forming Integral Part of the Assets & Liabilities as at 31.03.2022

Note : 2 Trade Receivables ageing schedule

Sr. No	Particulars	2022	2021
	Outstanding for following periods from the Due Date		
(A)	<u>less than 6 Months</u>		
(i)	Undisputed Trade receivables- considered Good	163,249,022	34,661,645
(ii)	Undisputed Trade Receivables-Considered Doubtful	-	-
(iii)	Disputed Trade Receivables considered Good	-	-
(iv)	Disputed Trade Receivables considered Doubtful	-	-
	Sub Total in ` (A)	163,249,022	34,661,645
(B)	<u>6 Months to 1 Year</u>		
(i)	Undisputed Trade receivables- considered Good	72,091,126	22,533,038
(ii)	Undisputed Trade Receivables-Considered Doubtful	-	-
(iii)	Disputed Trade Receivables considered Good	-	-
(iv)	Disputed Trade Receivables considered Doubtful	-	-
	Sub Total in ` (B)	72,091,126	22,533,038
(C)	<u>1 Year to 2 Years</u>		
(i)	Undisputed Trade receivables- considered Good	23,398,800	1,072,278
(ii)	Undisputed Trade Receivables-Considered Doubtful	-	-
(iii)	Disputed Trade Receivables considered Good	-	-
(iv)	Disputed Trade Receivables considered Doubtful	-	-
	Sub Total in ` (C)	23,398,800	1,072,278
(D)	<u>2 Years to 3 Years</u>		
(i)	Undisputed Trade receivables- considered Good	1,000,000	36,152,426
(ii)	Undisputed Trade Receivables-Considered Doubtful	-	-
(iii)	Disputed Trade Receivables considered Good	-	-
(iv)	Disputed Trade Receivables considered Doubtful	-	-
	Sub Total in ` (D)	1,000,000	36,152,426
(E)	<u>More than 3 years</u>		
(i)	Undisputed Trade receivables- considered Good	58,800,031	24,647,605
(ii)	Undisputed Trade Receivables-Considered Doubtful	-	-
(iii)	Disputed Trade Receivables considered Good	-	-
(iv)	Disputed Trade Receivables considered Doubtful	-	-
	Sub Total in ` (E)	58,800,031	24,647,605
	Total in ` { A+B+C+D+E}	318,538,979	119,066,992

Note : 3 Cash & Cash Equivalent

Sr. No.	Particulars	2022	2021
(A)	<u>Cash-in-Hand</u>		
1	Cash Balance	973,813	1,045,960
	Sub Total (A)	973,813	1,045,960
(B)	<u>Bank Balance</u>		
1	Indusind Bank	561,001	14,915
2	Axis Bank	387,645	14,384
3	Bank of India	-	2,411
4	Central Bank of India	-	11,829
5	ICICI Bank	10,589	51,623
6	Yes Bank	10,958	1,378
	Sub Total (B)	2,010,457	96,540
	Total in ` { A+B}	3,954,463	1,142,500

Note : 4 Other Current Assets

Sr. No.	Particulars	2022	2021
(A)	<u>Other Current Assets</u>		
1	Misc. Expense (To the extent not written off)	1,433,669	1,990,680
2	TCS Receivable	-	354,875
3	TDS Receivable	-	36,928
4	GST Receivable	1,890,515	386,527
	Total in `	3,324,184	6,247,749



Gautam Gems Limited

Notes Forming Integral Part of the Assets & Liabilities as at 31.03.2022

Statement of Changes in Equity

(A) Equity Share Capital

Particulars	2022	2021
Balance as at beginning of year	10,06,70,590	5,49,11,080
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the reporting period	10,06,70,590	5,49,11,080
Changes in equity share capital during the year	-	4,57,59,510
Balance as at end of year	10,06,70,590	10,06,70,590

(B) Other Equity

Particulars	Reserves and Surplus			Total
	Securities Premium Reserve	Revaluation Reserve	Other Equity	
As at April 01, 2020	7,07,88,870	15,88,585	83,12,637	8,06,90,092
Profit for the year	-	-	34,08,541	34,08,541
Other Comprehensive Income	-	-	-	-
Total Comprehensive Income for the year	-	-	34,08,541	34,08,541
Increase / Decrease in Securities Premium Reserve	(4,57,59,510)	-	-	(4,57,59,510)
Other Adjustments	-	-	-	-
As at March 31, 2021	2,50,29,360	15,88,585	1,17,21,178	3,83,39,123
Profit for the year	-	-	52,08,548	52,08,548
Other Comprehensive Income	-	-	-	-
Total Comprehensive Income for the year	-	-	52,08,548	52,08,548
Increase / Decrease in Securities Premium Reserve	-	-	-	-
Other Adjustments	-	-	(11,91,068)	(11,91,068)
As at March 31, 2022	2,50,29,360	15,88,585	1,57,38,658	4,23,56,603

Note : 5 Equity Share Capital

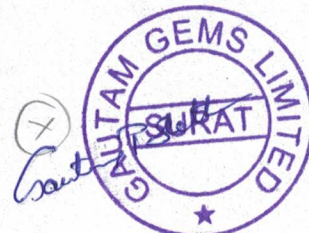
Sr. No.	Particulars	2022	2021
(A) AUTHORIZED CAPITAL			
1	1,00,70,000 Equity Shares of Rs. 10/- each	10,07,00,000	10,07,00,000
2	4,02,80,000 Equity Shares of Rs. 10/- each	40,28,00,000	-
		50,35,00,000	10,07,00,000
(B) ISSUED, SUBSCRIBED & PAID UP CAPITAL			
<i>To the Subscribers of the Memorandum</i>			
1	5491108 Equity Shares of Rs.10/- each	5,49,11,080	5,49,11,080
2	4575951 Bonus Shares of Rs.10/- each	4,57,59,510	4,57,59,510
	Total in ₹	10,06,70,590	10,06,70,590

Following Shareholders hold equity shares more than 5% of the total equity shares of the Company.

Sr. No.	SHARE HOLDER'S NAME	2022	2021
1	Gautam P. Sheth	18,48,870 18.37%	52,98,157 52.63%

Note : 6 Other Equity

Sr. No.	Particulars	2022	2021
1	Capital Reserve	-	-
2	Capital Redemption Reserve	-	-
3	Securities Premium reserve	2,50,29,360	2,50,29,360
4	Debenture Redemption Reserve	-	-
5	Revaluation Reserve	15,88,585	15,88,585
6	Shares Option Outstanding Account	-	-
7	Other Reserve (Special Reserve)	-	-
8	Surplus (Profit & Loss Account)	4,23,56,603	1,17,21,178
	Balance brought forward from previous year	1,17,21,178	83,12,637
	Less: Tax on Regular Assessment	11,91,068	-
	Add: Excess Provision Reversed	-	-
	Less: Adjustment of Earlier Period	-	-
	Less: Profit / (Loss) for the period	52,08,548	34,08,541
	Total in ₹	4,23,56,603	3,83,39,123



Gautam Gems Limited

Notes Forming Integral Part of the Assets & Liabilities as at 31.03.2022

Note : 7 Borrowings , Current

Sr. No.	Particulars	₹ 2022	₹ 2021
(A) From Bank			
1	ICICI Bank - 338	2,30,27,270	2,38,66,854
2	ICICI Bank - 474	95,94,699	99,44,523
(B) From Others			
1	Gautam P. Sheth	4,85,04,644	2,49,67,237
2	Nidhi G. Sheth	2,22,001	-
3	Vishwarkarma	1,50,000	-
Total in ₹		8,14,98,614	5,87,78,614

Note: 8 Trade Payable ageing schedule

Sr. No.	Particulars	₹ 2022	₹ 2021
Outstanding for following periods from the Due Date			
(A) less than 1 Year			
(i)	MSME(Undisputed)	-	-
(ii)	Others(Undisputed)	24,49,18,330	8,81,67,989
(iii)	Disputed Due - MSME	-	-
(iv)	Disputed Due - Others	-	-
Sub Total in ₹ (A)		24,49,18,330	8,81,67,989
(B) 1 Year to 2 Years			
(i)	MSME(Undisputed)	-	-
(ii)	Others(Undisputed)	1,93,64,829	8,50,94,187
(iii)	Disputed Due - MSME	-	-
(iv)	Disputed Due - Others	-	-
Sub Total in ₹ (B)		1,93,64,829	8,50,94,187
(C) 2 Years to 3 Years			
(i)	MSME(Undisputed)	-	-
(ii)	Others(Undisputed)	28,21,240	1,36,076
(iii)	Disputed Due - MSME	-	-
(iv)	Disputed Due - Others	-	-
Sub Total in ₹ (C)		28,21,240	1,36,076
(D) More than 3 years			
(i)	MSME(Undisputed)	-	-
(ii)	Others(Undisputed)	1,36,076	-
(iii)	Disputed Due - MSME	-	-
(iv)	Disputed Due - Others	-	-
Sub Total in ₹ (D)		1,36,076	-
Total in ₹ { A+B+C+D}		26,72,40,475	17,33,98,252

Note : 9 Provisions, Current

Sr. No.	Particulars	₹ 2022	₹ 2021
(A) Other Provisions			
1	Provision for Income Tax	7,62,326	-
2	TDS Payable	567404	139994
3	TCS Payable	475035	376427
4	Other Provisions	52739	388
5	Audit Fees Payable	1,08,000	1,18,000
6	Salary Payble	6,67,764	2,02,500
Total in ₹		16,33,268	8,37,309



Gautam Gems Limited

Notes Forming Part of Statement of Profit & Loss Accounts for the year ended 31.03.2022

Note : 10 Revenue from Operations

Sr. No.	Particulars	2022	2021
1	Sales	1,800,601,027	935,761,148
	Total in `	1,800,601,027	935,761,148

Note : 11 Purchase of Stock -in-Trade

Sr. No.	Particulars	2022	2021
(A)	PURCHASES OF RAW MATERIALS AND STORES		
1	Purchase	1,695,154,374	1,058,068,565
2	Stores Spares & Materials	77,035	24,250
3	Other Direct Expenses	9,698,128	6,438,865
	Total in `	1,704,929,537	1,064,531,680

Note : 12 Change in Inventories

Sr. No.	Particulars	2022	2021
1	Opening Stock	222,233,591	85,347,647
2	Closing Stock	146,482,644	222,233,591
	Total in `	75,750,947	(136,885,944)

Note : 13 Employment Benefit Expenses

Sr. No.	Particulars	2022	2021
1	Salary Expenses	7,346,482	1,822,500
2	Directors Remuneration	500,000	500,000
3	Contribution	130,315	
	Total in `	7,976,797	2,322,500

Note : 14 Financial Cost

Sr. No.	Particulars	2022	2021
1	Bank Charges	14,234	30,652
2	Interest Expenses	2,828,336	521,141
	Total in `	2,842,570	551,793

Note : 15 Depreciation & Amortised Cost

Sr. No.	Particulars	2022	2021
1	Depreciation	1,510,210	817,885
	Total in `	1,510,210	817,885

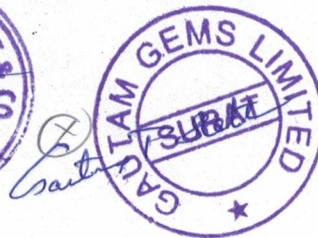
Note : 16 Other Administrative Expenses

Sr. No.	Particulars	2022	2021
1	Audit Fees	40,000	35,000
2	Advertisement	21,852	
3	BSE , CDSL , NSDL , ROC Expenses	412,800	788,629
4	Conveyance & Petrol Expenses	63,630	86,897
5	Computer Expenses	26,949	4,424
6	Electricity Expenses	207,100	178,385
7	Legal & Professional Fees	5,000	700,000
8	Office Expenses & Tea Refreshment Expenses	80,731	50,602
9	Other Expenses	84,895	550,022
10	Post & Courier Expenses	90,148	64,895
11	Printing & Stationary Expenses	13,623	18,942
12	Preliminary Expenses W/OFF	557,011	90,000
13	Rent Expenses	-	75,000
14	Repairing & Maintenance Expenses	81,791	54,871
15	Telephone Expenses	5,551	6,695
	Total in `	1,691,081	2,704,962



Note : Ratio Analysis

	Particulars	2022	2021
(A)	Current Ratio (in times) (Current Assets/Current Liabilities)	1.35	1.50
(B)	Inventory Turnover Ratio (in times) (Revenue From Operation/Closing Inventory)	12.29	4.21
(C)	Trade Receivable Turnover Ratio (in times) (Revenue From Operation/Trade Receivable)	5.65	7.86
(D)	Trade Payable Turnover Ratio (in times) (Total Purchase/Trade Payable)	6.34	6.10
(E)	Net Working Capital Turnover Ratio (in times) (Revenue From Operation/Net Working Capital)	14.70	7.99
(F)	Return on Equity (Profit For Equity Shareholders/Equity)*100	3.64%	2.45%
(G)	Net Profit Ratio (Net Profit/Revenue From Operation)*100	0.29%	0.36%
(H)	Return on Capital Employed (PBIT/Capital Employed)*100	4.52%	2.36%
(I)	Debt Equity Ratio (in times) (Total Outside Liabilities/Equity)	0.57	0.42
(J)	Debt Service Coverage Ratio (in times) (PAT+Interest Exp/(Principle Repayment+Interest Expenses)	2.00	4.29



GAUTAM GEMS LIMITED

Significant Accounting Policies and Notes forming parts of Accounts

Note : 17

NOTES ON ACCOUNTS

1. Previous year's figures are regrouped/rearranged wherever necessary.
2. All the Opening Balances are taken as per previous year audit report.
3. Contingent liability in respect of claims against the company not acknowledged as debts against which the company has counter claims aggregating to Rs. is Nil.
4. In the opinion of the Board, the current assets, loans and advances are approximately of the value stated in the Balance sheet, if realized in the ordinary course of business.
5. Information pursuant to paragraph 2, 3, 4, 5 of Part II of the schedule III is given as under so far as it applies to the company

a) Payment to Statutory Auditors

	Current Year	Previous Year
1. Audit Fees	40,000/-	35,000/-

6. Provision for Taxation for the current year has been made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.
7. There is no adjustment required to be made to the profits or loss for complying with ICDS notified u/s 145(2).

FOR, BHAGAT AND CO.
CHARTERED ACCOUNTANTS
FRN NO. 127250W

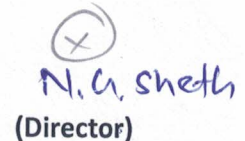
For And On Behalf Of The Board



Shankar Prasad Bhagat
(Partner)
M No: 052725
UDIN : 22052725AJTIEZ7470



(Managing Director)

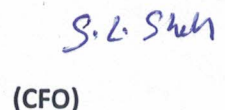


(Director)

Date: 27/05/2022
Place: Ahmedabad



(Company Secretary)



(CFO)

Significant Accounting Policies

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial statements are prepared under the historical cost convention and on accrual basis in accordance with the Indian Accounting Standards (referred to as "Ind AS") prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

Accounting policies not specifically referred to otherwise are consistent and in accordance with the generally accepted accounting principles

B. REVENUE RECOGNITION

Sales are recorded exclusive of Taxes and when risk is transferred to customer.

C. RETIREMENT BENEFITS

- As certified by the management, the company has no liability under the Provident Fund & Super Annuation Fund Act as the said acts do not apply to the company.
- It is explained to us that the company does not provide for any leave encashment and any liability arising thereon shall be paid and dealt with in the books of accounts at the actual time of payment.

D. INVESTMENTS

- Long Investments are carried at cost less provision for permanent diminution if any in the value of such investment. There were no such investments during the year.

E. BORROWING COSTS

- Borrowing costs are charged to the Profit and Loss A/c in the year in which they are incurred.

F. CONTINGENT LIABILITIES

- As certified by the Management, there is no contingent liability on the company and all known and estimated liabilities have been provided for in the books of accounts.

G. APPLICABILITY OF IndAS-12

- Provision for the deferred tax has been created on timing difference. During the year there was created Deferred Tax Liability.

H. FOREIGN CURRENCY TRANSACTIONS

- There are no such foreign currency transactions during the year.



I. CIF VALUE OF IMPORT RAW MATERIALS NIL

J. EXPENDITURE IN FOREIGN CURRENCY NIL

K. PROPERTY, PLANT AND EQUIPMENT

- Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. The cost of an asset comprises of its purchase price and any directly attributable cost of bringing the assets to working condition for its intended use. Expenditure on additions, improvements and renewals is capitalized and expenditure for maintenance and repairs is charged to profit and loss account.

L. DEPRECIATION

- Depreciation is provided on WDV method as per The Companies Act, 2013

M. APPLICABILITY OF IndAS - 24


In accordance with the requirements of Indian Accounting Standards - 24, the following transactions are considered as Related Party transactions:-

Sr. No.	Name	Amount	Relationship	Nature of transaction
1.	Gautam P. Sheth	3,00,000/-	Director	Remuneration paid
2.	Nidhi G. Sheth	2,00,000/-	Director	Remuneration paid
3.	Gautam P. Sheth	2,35,37,407/-	Director	Unsecured Loan Taken
4.	Nidhi G. Sheth	2,22,001/-	Director	Unsecured Loan Taken
4.	Gautam Gems	33,58,192/-	Proprietorship of Director	Labour Purchase

N. Earning per Share: The Earning Per Share (IndAS-33) has been computed as under:-

(a) Profit after tax	Rs. 52,08,548/-
(b) No. of Equity Share	1,00,67,059
(c) Nominal value of share	Rs. 10 per share
(d) EPS	0.52/-


**FOR, BHAGAT AND CO.
CHARTERED ACCOUNTANTS
FRN NO. 127250W**


**Shankar Prasad Bhagat
(Partner)
M No: 052725
UDIN : 22052725AJTIEZ7470**




(Managing Director)

For And On Behalf Of The Board


**N.G. Sheth
(Director)**

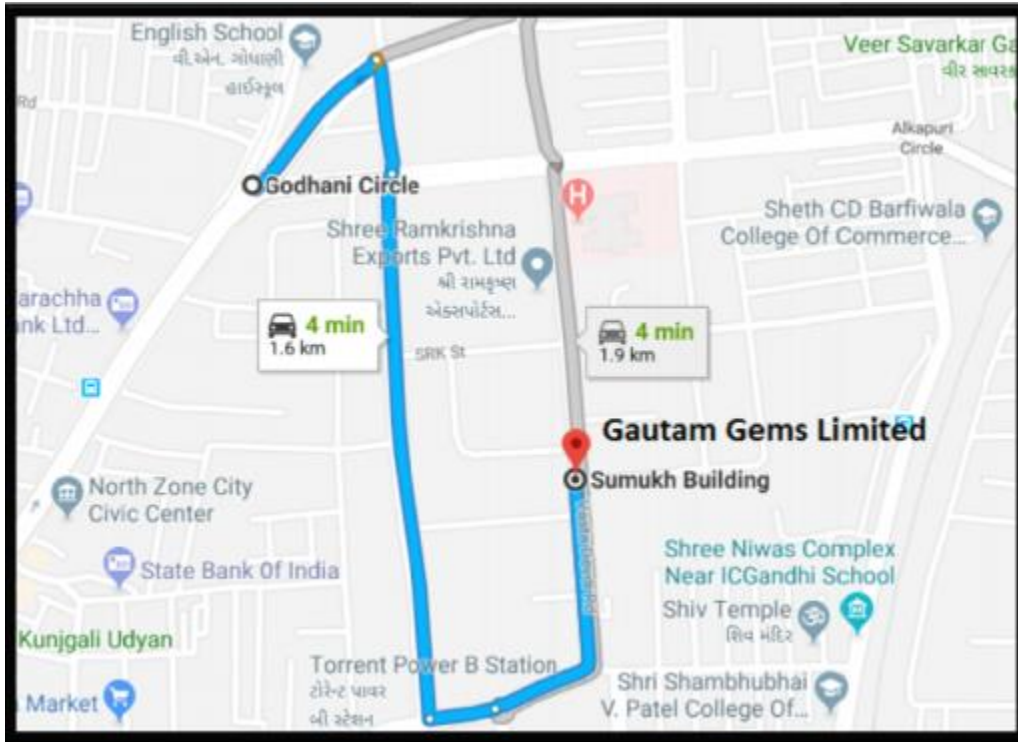
**Date:27/05/2022
Place: Ahmedabad**


(Company Secretary)


(CFO)

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

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



GAUTAM GEMS LIMITED

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

Email- compliancegg@gmail.com Phone No.: 0261-2538046, Website: www.gautamgems.com

Annual General Meeting – Thursday, 29th September, 2022

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 Thursday, 29th September at 03:00 PM at 3rd Floor, Office – 301, Sumukh Super Compound, Vasta Devadi Road, Surat -395004.

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-

GAUTAM GEMS LIMITED

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

Email- complianceggl@gmail.com Phone No.: 0261-2538046, Website: www.gautamgems.com

Form MGT-11 Proxy Form

[Pursuant to section 105(6) of Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014]

Annual General Meeting – Thursday, 29th September, 2022

Name of the shareholder(s):

Registered Address:

E-mail ID:

Folio No. / DP ID and Client ID:

I/We, being member(s) of Gautam Gems Limited, holding _____ share(s) of the Company, hereby appoint

(A) Name: _____
Address: _____
E-mail ID: _____
Signature: _____ or failing him/her

(B) Name: _____
Address: _____
E-mail ID: _____
Signature: _____ or failing him/her

(C) Name: _____
Address: _____
E-mail ID: _____
Signature: _____ or failing him/her

As my/our proxy to attend and vote for me/us, on my/our behalf at the 9th Annual General Meeting of the Company to be held on Thursday, September 29, 2022 at 03:00 P.M. at 3rd Floor, Office - 301, Sumukh Super Compound, Vasta Devadi Road, Surat - 395004, Gujarat, India and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	Voting	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended on 31 st March 2022, together with reports of the Board and Auditors thereon.		

2	To Appoint a Director in place of Mr. Kanchanben Pravinbhai Sheth (DIN: 06748900) 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 Reappoint statutory auditors and fix their remuneration		
Special Business			
4	Appointment of Mr. Umeshbhai Rasiklal Gor as Independent Director		

Signed this _____ day of _____ 2022

Signature of Shareholder(s)/ Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.