



GAUTAM EXIM LIMITED

Admin Office :

C7/57-59, GAUTAM EXIM HOUSE,
Next to 21st Century Hospital, N.H.No.8,
G.I.D.C., Vapi-396 195, Gujarat, INDIA.
Tel.: 91-260-2432998, 2430106,
Fax : 91-260-2431988

Mumbai Branch:

K.K. Chambers, Ground Floor, Room No. 2, P.T. Road,
Behind ICICI Bank, Fort, Mumbai-400 001. INDIA
Tel.: 91-22-2203 0080, 09322235961.
Email:mani@gautamexim.com
Web:www.gautamexim.com

Dated : 05th January, 2019

To,
Bombay Stock Exchange Limited
P.J. Towers,
Dalal Street,
Mumbai – 400 001 Maharashtra

Scrip Code – 540613

Sub. : Outcome of the Board Meeting held on 05th January, 2019;

Dear Sir/Madam,

This is to inform you the Board of Directors of Gautam Exim Limited (the "Company") has at its meeting held today commenced at 12.00 noon and concluded at 12.50 p.m.;

1. Proposed and recommended the revision in remuneration of Mr. Pritesh Mahendra Shah, Whole-time Director of the Company.
2. Approved Notice for convening Extra-ordinary General Meeting (EOGM) of the Company to be held on Wednesday 30th January, 2019, Notice of EGM enclosed herewith.

Kindly acknowledge this and update in your records.

Thanking You,

Yours faithfully,

For GAUTAM EXIM LIMITED

SILKY SHAH
COMPANY SECRETARY
ACS NO. 47492

GAUTAM EXIM LIMITED

CIN: L51100GJ2005PLC046562

Regd Off: C7/57 59, MIRGASIR COMPLEX, OPP. ADVANCE COMPLEX, N H NO 8,
GIDC, VAPI, Gujarat - 396195

Email ID : grrpl1850@gmail.com, Website : www.gautamexim.com, Tel: 0260-2431024, Fax: 0260-2427024

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting (EGM) of GAUTAM EXIM LIMITED will be held at its registered office situated at C7/57 59 MIRGASIR COMPLEX, OPP. ADVANCE COMPLEX, N H NO 8, GIDC, VAPI – 396195, GUJARAT on Wednesday 30th January, 2019 at 11:00 A.M. to transact the following businesses:

SPECIAL BUSINESS:

1. REVISION IN REMUNERATION OF MR. PRITESH MAHENDRA SHAH (DIN: 02165060), WHOLE TIME DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at 13th Annual General Meeting held on 29th August, 2018 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (‘the Act’), the consent of the members be and is hereby accorded for revision in remuneration of Mr. Pritesh Mahendra Shah (DIN: 02165060), Whole Time Director, with effect from 05th January, 2019 for the remaining period of his tenure ending on July 28, 2021.

RESOLVED FURTHER THAT the remuneration payable to Mr. Pritesh Mahendra Shah, Whole Time Director with effect from 05th January, 2019 shall be as under:

Salary: Rs. 2,50,000/- p.m. with effect from 05th January 2019 inclusive of all perquisite.

RESOLVED FURTHER THAT the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Pritesh Mahendra Shah, Whole Time Director of the Company be paid remuneration by way of Salary, Perquisites and allowances upto a maximum of Rs. 2,50,000/- (Rupees Two lacs fifty thousand only) as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Pritesh Mahendra Shah as Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 29th August 2018 shall remain unchanged.

RESOLVED FURTHER THAT Mr. Balasubramanian Raman, Managing Director, of the Company and Company Secretary be and are hereby jointly and severally authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”

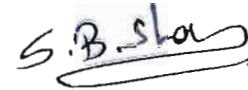
Place: Vapi

Date: 05-01-2019

Registered Office:

**C7/57 59 MIRGASIR COMPLEX,
OPP. ADVANCE COMPLEX,
N H NO 8, GIDC, VAPI – 396195, GUJARAT**

By order of the Board Directors



SD/-

SILKY SHAH

Company Secretary

ACS - 47492

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NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Businesses to be transacted at the Extra Ordinary General Meeting ("EGM") is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.** The Proxies in order to be valid must be delivered at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder.
3. Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting are requested to send the company certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Only registered members of the Company or any proxy appointed by such registered member may attend the Extra Ordinary General Meeting as provided under the provisions of the Companies Act, 2013.
5. In case of joint holders attending the Meeting, only such Joint holders, who are higher in order of names, will be entitled to vote.
6. Members are requested to write their DP ID and Client ID in the Attendance Slip for attending the Extra Ordinary General Meeting to facilitate identification of membership at the meeting.
7. Members / proxies are requested to bring the attendance slip sent herewith duly filled in for attending the meeting and members are also requested to bring the copy of notice to the meeting.
8. As the Company is listed on SME Exchange [Company covered under Chapter X B of SEBI (Issue of Capital Disclosure Requirements) Regulation, 2009], pursuant to Rule 20 of the Companies (Management and Administration) Rules, it is not required to provide remote e-voting facility to its members.
9. Members may note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website www.gautamexim.com.
10. A Route Map showing the Directions to reach the venue of the Extra – Special General Meeting is attached along with the notice as per the requirement of Secretarial Standards – 2 on General Meeting (as amended from time to time).
11. 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 Depository Participants with whom they are maintaining their demat accounts.

12. Members may contact the Registrar and Share Transfer Agent of the Company Bigshare Services Pvt Ltd, in case of any change of address or queries relating to their shares.
13. Members whose shareholding is in electronic mode are requested to intimate change of address and updates on bank account details, if any, to the respective depository participants.
14. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant and Registrar and Share Transfer Agent to enable us to send you the communications via email.
15. Electronic copy of the Notice of the Extra Ordinary General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the same is being sent in the permitted mode.
16. All documents proposed for approval, if any, in the above Notice and documents specifically mentioned in the Explanatory Statement are open for inspection at the Registered office of the Company during the working hours on all working days (except Sundays and Holidays) up to the date of Extra Ordinary General Meeting.
17. The Board of directors has appointed Mr. Vishal Dewang, Practicing Company Secretary (Membership No. ACS 9596) as the Scrutinizer to scrutinize the voting at the meeting.

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

ITEM NO. 1

Mr. Pritesh Mahendra Shah was appointed as Whole Time Director of the Company with effect from 29th July, 2018 for a period of 3 years at the 13th Annual General Meeting of the shareholders held on 29th August, 2018.

Mr. Pritesh Mahendra Shah, aged 32 years, is a Bachelor of Business Administration. He possesses valuable experience in paper industry. He has significant experience in marketing, manufacturing, and operations.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Pritesh Mahendra Shah, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on 05th January, 2019, has approved the proposal to increase the salary of Mr. Pritesh Mahendra Shah, Whole Time Director, subject to the approval of shareholders, as set out in the resolution being item no 1 of the accompanying notice w.e.f. 05th January, 2019 for the remaining period of his tenure i.e. upto 28 July, 2021.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Pritesh Mahendra Shah as Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no 1 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee at its meeting held on 05th January, 2018 has already approved the above remuneration payable to Mr. Pritesh Mahendra Shah, Whole-time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company as approved by the members of the Company shall remain unchanged.

Considering Mr. Pritesh Mahendra Shah's experience in paper industry, and the trend in the industry; the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board commends the Special Resolution set out at Item No. 1 of the accompanying Notice for the approval by the Members.

Statement containing the information as required under Section-II, Part-II of Schedule V to the Companies Act, 2013

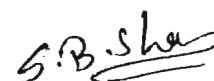
I. General Information			
1	Nature of Industry	Trading (The company is engage in the business of Import, Export and trading of waste papers, paper pulp etc.)	
2	Date or expected date of Commencement of Commercial production	Commercial operations commenced in the year 2009	
	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not applicable	
	Financial performance based on given indicators	Particulars	
		2017-18 (as per audited financials Report) (In Lakh)	
		Paid up Capital	Rs. 308.10
		Reserves and Surplus	Rs. 636.71
		Total Revenue from Operations	Rs. 37634.28
		Total Expenses	Rs. 37576.18
		Profit before Tax	Rs. 191.63
	Tax Expenses including Deferred Tax	Rs. 72.35	
	Profit after Tax	Rs. 119.28	
	Foreign investments or collaborators, if any	Not applicable	
II INFORMATION ABOUT THE APPOINTEE:			
	Background details	Mr. Pritesh Mahendra Shah has been on the board of the company since 18 th May, 2018 of the company. He possesses valuable experience in paper industry. He has significant experience in marketing, manufacturing and operations	
	Past Remuneration	Rs. 1.00 Lac per month	

	Job profile and his suitability	Management, Marketing etc.
	Remuneration proposed	Rs. 2.50 Lac per month
	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration proposed to be paid to Mr. Pritesh Mahendra Shah, Whole-time Director is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Pritesh Mahendra Shah before recommending the remuneration as proposed hereinabove.
	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration proposed, Mr. Pritesh Mahendra Shah also holds 33000 equity shares of the Company. Mr. Pritesh Mahendra Shah, Whole time Director and being relative may be deemed to be interested in the Resolution relating to the remuneration of Mr. Pritesh Mahendra Shah.
III	OTHER INFORMATION	
	Reasons of loss or inadequate profits	The Company does not envisage any loss or inadequate profits. However, hike in the interest rate, rising running cost and challenging business environment may affect the profitability of the Company in future. The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.
	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins
	Expected increase productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms
IV	Disclosures:	
1	The information, as required, is provided under Corporate Governance Section of the Annual Report 2018. The remuneration package proposed to be given to Mr. Pritesh Mahendra Shah is as per the details given in the resolution. The Report on Corporate Governance in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.	

Place: Vapi
Date: 05-01-2019

Registered Office:
C7/57 59 MIRGASIR COMPLEX,
OPP. ADVANCE COMPLEX,
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By order of the Board Directors



SILKY SHAH
Company Secretary
ACS - 47492

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ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID		Name & Address of The Registered Shareholder /Proxy
Regd. Folio No.		
No. of Shares		

I certify that I am a registered Shareholder/proxy for the registered Shareholder of the Company.

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company held on Wednesday, the 30th January, 2019 at 11.00 a.m. at Registered office of the Company at C7/57 59, MIRGASIR COMPLEX, OPP. ADVANCE COMPLEX, N H NO 8, GIDC, VAPI, Gujarat - 396195.

Name of Shareholder/Proxy _____

Signature of Shareholder/Proxy _____

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Form No.MGT-11

Proxy Form

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

Name of the Member(s)	
Registered Address	
E-mail Id	
DP Id. / Client Id	
No. of Shares	

I/We, being the member (s) of equity shares of the Gautam Exim Limited, hereby appoint

1. Name : _____ Email Id: _____

Address : _____

Signature: _____ or failing him;

2. Name : _____ Email Id: _____

Address : _____

Signature: _____ or failing him;

3. Name : _____ Email Id: _____

Address : _____

Signature: _____ or failing him;

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, the 30th January, 2019 at 11.00. A.M. at C7/57 59, MIRGASIR COMPLEX, OPP. ADVANCE COMPLEX, N H NO 8, GIDC, VAPI, Gujarat – 396195 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

** I wish my above proxy to vote in the manner as indicated in the box below:

Item No.	Description of Resolution	Type of Resolution (Special / Special)	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
	SPECIAL BUSINESS			
1	Revision in Remuneration of Mr. Pritesh Mahendra Shah (DIN: 02165060), Whole time Director	Special		

Signed this _____ day of January, 2019

Affix
Revenue
Stamp

Signature of Shareholder: _____ Signature of 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.

ROAD MAP



Gautam Exim Private Limited

ગૌતમ એક્સિમ પ્રાઇવેટ લિમિટેડ



Marigasir Complex, C7/57-59, N. H. No. 8, Opposite Advance Complex, Phase 2, GIDC, Vapi, Gujarat 396195