2017-18

# GAUTAM EXIM LIMITED



13<sup>TH</sup> ANNUAL REPORT

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#### 13<sup>th</sup> Annual Report – 2017-18

#### BOARD OF DIRECTORS

Mr. Balasubramanian Raman Chairman / Managing Director

Mrs. Nagalaxmi Balasubramanian Whole-time Director Mr. Shivkumar Janakiram Giddu Independent Director Mr. Umakant Kashinath Bijapur Independent Director Mr. Pritesh Mahendra Shah Additional Director

REGISTRAR & SHARE TRANSFER

AGENT

BIGSHARE SERVICES PRIVATE LIMITED

E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai – 400 072 Tel: +91 22 40430200 Fax: +91 22 28475207

Email: <u>ipo@bigshareonline.com</u>
Website: <u>www.bigshareonline.com</u>

Email:

B. A. DESAI & ASSOCIATES
STATUTORY AUDITOR

103 Khatri House, 1st Floor 1

103, Khatri House, 1st Floor, Near Heena Arcade, G.I.D.C. Char Rasta, Vapi – 396191, Gujarat

Kotak Mahindra Bank and DBS Bank Limited

BANKERS' TO THE COMPANY

REGISTERED OFFICE C7/57 59 Mirgasir Complex, Opp. Advance

Complex, N. H. No. 8, GIDC, Vapi - 396195,

Gujarat

Tele / Fax: 91-260-2432998 / 91 260 2431988

E-mail: mani@gautamexim.com Website: www.gautamexim.com

13TH ANNUAL GENERAL MEETING

Date: 29th August, 2018

Time: 11:00 A.M.

Venue: Hotel Royal Shelter, Gunjan Chokdi, National Highway No. 8, Vapi, Gujarat 396191.

#### **BOARDS' COMMITTEE**

Audit Committee Mr. Umakant Kashinath Bijapur

Mr. Shivkumar Janakiram Giddu Mr. Balasubramanian Raman

Nomination & Remuneration

Committee

Mr. Umakant Kashinath Bijapur Mr. Shivkumar Janakiram Giddu Mr. Balasubramanian Raman

Stakeholder's Shareholders & Investor

**Grievances Committee** 

Mr. Umakant Kashinath Bijapur Mr. Shivkumar Janakiram Giddu Mr. Balasubramanian Raman

### **Key Managerial Person**

#### **Chief Financial Officer**

Lakshmi Ramanathan Iyer

#### Company Secretary and Compliance Officer:

Silkyben Shah

#### **Management Insight**

#### Mr. Balasubramanian Raman - Managing Director

Mr. Balasubramanian Raman, aged 67 years, is the promoter and Managing Director of the company. He has been appointed as the director since 2005 and designated as a Managing Director of the company with effect from May 01, 2017. He is a Certified Management Consultant and is a member of Institute of Management Consultants of India. He heads Marketing and Finance department of the Company. His scope of work includes the overall management of the company, Mr. Balasubramanian Raman have experience of more than 30 years in the field of Paper Industry.

#### Mrs. Nagalaxmi Balasubramanian - Whole-time Director

Mrs. Nagalaxmi Balasubramanian, aged 64 years, is the promoter and Whole Time Director of the company. She has been appointed as the director since 2005 and designated as a Whole Time Director of the company with effect from May 01, 2017. She holds a Bachelor of Science and Education Degrees from Banglore University and looks after the Administration Department of the Company.

#### Mr. Shivkumar Janakiram Giddu –Independent Director

Mr. Shivkumar Janakiram Giddu, aged 63 years, associated with the Company since 28th April 2017. He has been appointed as the Non-Executive Independent Director of the Company. He has a varied experience in hospitality industries, infrastrucre projects, MSME industries, manufacturing variety of products and has been at the helm of affairs of organizational structure contributing his knowledge and experience in finance, marketing, administration, etc. of a reputed company in Guiarat.

#### Mr. Umakant Kashinath Bijapur – Independent Director

Mr. Umakant Kashinath Bijapur, aged 62 years, Associated with the Company with effect from 28<sup>th</sup> April 2017. He, retired as Chief General Manager of Bank of Baroda has 36 years of Banking experience in India and abroad.

#### Miss. Silkyben Shah – Company Secretary

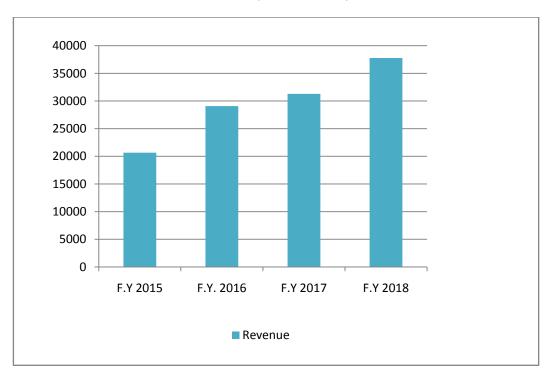
Silkyben Shah, aged 26 years has been appointed as the Company Secretary of the Company with effect from May 01, 2017. She has completed Master of Commerce from Veer Narmad South Gujarat University, Surat. She is a qualified Company Secretary by profession and has completed Professional Programme from the Institute of Company Secretaries of India. She is entrusted with the responsibility of handling corporate secretarial functions of the Company.

#### Mrs. Lakshmi Ramanathan Iyer - Chief Financial Officer

Lakshmi Ramanathan Iyer, aged 42 years has been appointed as the Chief Financial Officer of the Company with effect from May 01, 2017. She is responsible for looking after accounting, finance and taxation of the Company.

## Some Trends - Financials Standalone

Revenue (Rs. In Lakhs)



#### Profit Before Tax & Profit After Tax (Rs. In Lakhs)



### **Notice**

NOTICE IS HEREBY GIVEN THAT THE 13<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF GAUTAM EXIM LIMITED (THE COMPANY) WILL BE HELD ON WEDNESDAY THE 29<sup>TH</sup> DAY OF AUGUST, 2018 AT 11:00 A.M. AT **HOTEL ROYAL SHELTER**, GUNJAN CHOKDI, NATIONAL HIGHWAY NO. 8, VAPI, GUJARAT 396191 TO TRANSACT THE FOLLOWING BUSINESS:

#### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and the Auditors thereon.
- 2. To declare final dividend on equity shares for the year ended 31st March, 2018.
- 3. To appoint Mrs. Nagalaxmi Balasubramanian (DIN: 00410495), who retires by rotation and being eligible offers herself for re-appointment:
- 4. To ratify the appointment of the statutory auditors of the Company, and to fix their remuneration and to pass the following resolution as ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), B. A. Desai & Associates, Chartered Accountants (Registration No. 113069W), be and is hereby reappointed as Statutory Auditors of the Company for a term of 4 (four) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Seventeenth Annual General Meeting of the company to be held in the calendar year 2022, at such remuneration as shall be fixed by the Board of Directors of the Company."

#### **SPECIAL BUSINESS:**

- 5. To consider, and if thought fit, to pass with or without modification (s), the following as an Special Resolution:
  - "RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pritesh Mahendra Shah (DIN-02165060), who was appointed as an Additional Director of the Company with effect from 18<sup>th</sup> May, 2018 pursuant to Section 161 of the Act and as per the Articles of Association of the Company and who holds offce upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such sanctions, as may be necessary, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Pritesh Mahendra Shah as Whole-time Director of the Company, for a period of 3 (Three) years with effect from 29th July, 2018 (Date of Notice of AGM), liable to retire by rotation on following terms and conditions;

#### Salary:

Salary Rs. 12,00,000 (Rupees Twelve Lacs) per annum with power to the Board to set the levels from time to time.

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Designation as Whole time Director and period of appointment is 3 years;

Other conditions'

- (i) in the event of inadequacy or absence of profits in any financial year during the tenure of the Whole Time Director, he will be entitled to the above remuneration (inclusive of allowances, perquisites and commission, if any) by way of minimum remuneration.
- (ii) subject to superintendence, control and direction of the Board of Directors of the Company, he shall perform such duties and functions as would commensurate with his position as the Whole Time Director of the Company and as may be delegated to him from time to time.
- (iii) he will be entitled to reimbursement of entertainment and all other expenses actually and properly incurred by him in the course of discharging official duties of the Company.
- (iv) the Company or he shall be entitled to terminate this appointment by giving [30 days] notice in writing or such shorter notice as may be mutually agreed between him and the Company, or in lieu of notice, payment by the Company or by him to the Company, equivalent to two months' last drawn "remuneration.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to decide on all such other acts and steps as might be required for effecting and regularizing such appointment and remuneration."

- 6. To consider, and if thought fit, to pass with or without modification (s), the following as a Special Resolution:
  - "RESOLVED THAT in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Manishkumar Bansnarayan Ray (DIN-03512320), be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such sanctions, as may be necessary, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Manishkumar Bansnarayan Ray as Whole-time Director of the Company, for a period of 3 (Three) years with effect from 29th August, 2018, liable to retire by rotation on following terms and conditions;

#### Salary:

Salary Rs. 12,00,000 (Rupees Twelve Lacs) per annum with power to the Board to set the levels from time to time.

Designation as Whole time Director and period of appointment is 3 years;

#### Other conditions'

- (i) in the event of inadequacy or absence of profits in any financial year during the tenure of the Whole Time Director, he will be entitled to the above remuneration (inclusive of allowances, perquisites and commission, if any) by way of minimum remuneration.
- (ii) subject to superintendence, control and direction of the Board of Directors of the Company, he shall perform such duties and functions as would commensurate with his position as the Whole Time Director of the Company and as may be delegated to him from time to time.

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- (iii) he will be entitled to reimbursement of entertainment and all other expenses actually and properly incurred by him in the course of discharging official duties of the Company.
- (iv) the Company or he shall be entitled to terminate this appointment by giving [30 days] notice in writing or such shorter notice as may be mutually agreed between him and the Company, or in lieu of notice, payment by the Company or by him to the Company, equivalent to two months' last drawn "remuneration.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to decide on all such other acts and steps as might be required for effecting and regularizing such appointment and remuneration."

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approvals, consents, sanctions and permissions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Audit Committee and the Board of Directors of the Company (hereinafter referred to as the "Board"), to authorise the Management of the Company to carry out transaction(s) in the Company's ordinary course of business for the purchase/sale of waste paper / Pulp and finished paper from/to SHAH PAPER MILLS LIMITED and SHAH PULP AND PAPER MILLS LIMITED from time to time at a price to be agreed between the Company and SHAH PAPER MILLS LIMITED and SHAH PULP AND PAPER MILLS LIMITED and mentioned in the explanatory statement annexed hereto.

**RESOLVED FURTHER THAT** the Board, Audit Committee and the Management of the Company be and is hereby authorised as may be appropriate or relevant to implement and to give effect to this resolution, to take all steps whatsoever and to do all such acts, deeds, matters and things as each of them may consider necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution including finalizing the ancillary and incidental terms in relation to each transaction and to sign deeds, applications, documents and writings in relation thereto."

By order of the Board For Gautam Exim Limited

Balasubramanian Raman Managing Director Din: 00410443

Date: 28/07/2018 Place: Vapi

#### **Registered Office:**

 $\mathrm{C7/57}$  59, MIRGASIR COMPLEX, OPP ADVANCE COMPLEX, N H NO 8, GIDC, VAPI 396195 GUJARAT

#### **IMPORTANT NOTES:**

- (1) **EXPLANATORY STATEMENT:** The relative Explanatory Statement pursuant to section 102 of Companies Act 2013, in respect of business under item Nos. 5 to 7 of the notice annexed hereto.
- (2) PROXY: A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND, ONPOLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THECOMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY
- (3) ATTENDANCE SLIP & ANNUAL RETURN: Members / proxies / authorized representatives should bring their copy of the Annual Reports and Financial Statements along with their Attendance Slip attached herewith duly filled and signed in accordance with specimen signatures registered with the company to attend the meeting.
  - Members who hold shares in dematerialized form are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
- (4) AUTHORISED REPRESENTATIVE: Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- (5) CLOSURE OF BOOKS: Register of Members and the Share Transfer Books of the Company will remain closed from Monday, the 20<sup>th</sup> August, 2018 to Wednesday the 29<sup>th</sup> August, 2018 (both days inclusive).
- **(6) NRI SHAREHOLDER**: The non-resident Indian shareholders are requested to inform the company immediately about:
  - 1. The change in the residential status on return to India for Permanent settlement.
  - 2. The particulars of NRO bank account in India if not furnished Earlier.
- (7) NOMINATION: Members are entitled to make nomination in respect of the shares held by them in physical form. Members desirous of making nominations may send their request in Form SH.13 in duplicate to the Registrars and Share Transfer Agents (RTA) of the Company. Members may obtain a blank Form SH.13 upon request to the Company or its RTA.
- (8) The Company has made necessary arrangements for the members to hold their shares in dematerialised form. Members are also entitled to make nomination in respect of the shares held by them in dematerialised form with their respective DPs. Those members who are holding shares in physical form are requested to dematerialise their shares by approaching any of the registered DPs. In case any member wishes to dematerialize his/her/its shares and needs any assistance, he/ she/ it may write to the Company Secretary at the Registered Office of the Company.
- (9) UPDATION OF MEMBERS' DETAILS: The Format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Transfer Agents to record additional details of Members, including their Permanent Account Number details ("PAN"), email address, bank details for payment of dividend, etc. Further, the Securities and Exchange Board of India ("SEBI") has mandated the submission of PAN by every participant in the securities market.

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A form for capturing the above details is appended to this Notice. Members holding shares in physical form are requested to submit the filled in form to the Company or its Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant or contact our Registrar and Transfer Agent i.e. Big Share Services Private Limited.

- (10) REGULATION 36: Additional Information, pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/ re-appointment at the Annual General Meeting, is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/ reappointment as required under the Companies Act, 2013 and the rules there under.
- (11) DISPATCH OF ANNUAL REPORT: Pursuant to the provisions of Sections 101 and 136 of the Act read with the Companies (Accounts) Rules, 2014 Annual Report for the Financial Year 2017-18, the notice of the 13th Annual General Meeting along with Attendance Slip and Proxy form, are being sent by electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s) unless a member has requested for a physical copy of the document. For members who have not registered their email addresses, physical copies of the Documents are being sent by the permitted mode.
- (12) INTIMATION OF CHANGE IN THE DETAILS: Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or contact our Registrar and Transfer Agent i.e. Big Share Services Private Limited (Mumbai). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends (If any).
- (13) COMPLIANCE UNDER REGULATION 136(1): The Annual Report of the Company will be available on the Company's website, http://www.gautamexim.com and on the website of respective Stock Exchange where the equity shares of the Company are listed, www.bsesme.com. As per Section 136(1), the physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at cs@gautamexim.com.
- (14) REGISTERS: The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
- (15) JOINT-HOLDER: In case of Joint holder's attending the meeting, the Joint-holder's who is higher in the order will be entitled to vote at the meeting.
- (16) ROUTE MAP: A route map showing direction to reach the venue of the meeting is given at the end of this Notice.
- (17) REMOTE E-VOTING: E-Voting is not applicable on the companies who has less than 1000 shareholders and listed there securities on the SME platform as per the amendment in the Rule 20 of the companies Rules 2014.
- (18) A person who is not a member as on cut-off date should treat this Notice for information purpose only.

#### (19) VOTING PROCEDURE;

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- I. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting will be able to exercise their right at the meeting through ballot paper.
- II. Mr. Vishal Dewang, Company Secretary in Practice, Surat has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting process in a fair and transparent manner.
- III. The Chairman shall, at the end of discussion on the resolutions in AGM on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.
- IV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.gautamexim.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company is listed.
- (20) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 10.30 a.m. to 12.30 p.m. on all working days, up to and including the date of the Annual General Meeting of the Company.

#### REQUEST TO MEMBERS:

Members are requested to send their question(s), if any, relating to the financial statements, shareholding, etc., to the Company Secretary/Chief Financial Officer at the Registered Office of the Company, on or before Friday, August 24, 2018, so that the answers/details can be kept ready at the AGM.

By order of the Board For Gautam Exim Limited

Balasubramanian Raman Managing Director Din: 00410443

Date: 28/07/2018 Place: Vapi

#### **Registered Office:**

 $\mathrm{C7/57}$  59, MIRGASIR COMPLEX, OPP ADVANCE COMPLEX, N H NO 8, GIDC, VAPI 396195 GUJARAT

## Annexure to Notice

EXPLANATORY STATEMENT TO BE ANNEXED TO THE NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (HEREINAFTER CALLED "THE ACT")

#### Item No. 5

The Company has received notice in writing from member of the company pursuant to Section 160 of the Companies Act, 2013 proposing a candidature for appointment of Mr. Pritesh Mahendra Shah (DIN: 02165060) as Executive Director (Promoter Category). Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Pritesh Mahendra Shah (DIN: 02165060) as Director of the Company.

The Board of Directors at its meeting held on 18/05/2018 has appointed Mr. Pritesh Mahedra Shah as an Additional Director under Promoter category on the Board of Directors of the Company. He is a Bachelor of Business Administration (B.B.A.) and possesses wide entrepreneurial skills, experience and expertise in his field.

The Board believes that the association of Mr. Pritesh Mahendra Shah as Director of the Company shall be beneficial to the progress of the Company and hence, the Board recommends his appointment as Director as set out in Item No. 5 for approval of the shareholders at the ensuing Annual General Meeting.

It is also proposed to appoint Mr. Pritesh Mahendra Shah as a Whole Time Director, and Executive Director, for a period of three years with effect from 28<sup>th</sup> July, 2018. Mr. Pritesh Mahendra Shah fulfils all the conditions prescribed in Part I of Schedule V of the Companies Act, 2013. Mr. Pritesh Mahendra Shah, will be paid salary and perquisites in each financial year during the currency of his tenure of appointment based on his performance evaluation by the Nomination and Remuneration Committee to the Board of Directors, which shall not exceed the overall ceiling of the total managerial remuneration of 5% of the net profits as provided under the provisions of section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Pritesh Mahendra Shah and his relatives, are in any way, concerned or interested in the said resolution.

#### Item No. 6

The Company has received notice in writing from member of the company pursuant to Section 160 of the Companies Act, 2013 proposing a candidature for appointment of Mr. Manishkumar Bansnarayan Ray (DIN: 03512320) as Executive Director (Promoter Category). Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Manishkumar Bansnarayan Ray (DIN: 03512320) as Director of the Company.

Mr. Manishkumar Bansnarayan Ray aged 36 years has graduated with Bachelor of Commerce, with experience in trading of waste paper and all grades of finished papers since more than 10 years,

The Board of Directors on recommendation of the Nomination and Remuneration Committee [NRC] at its meeting held on July  $21^{\rm st}$  July, 2018 had recommend the appointment of Mr. Manishkumar Bansnarayan Ray as a Whole time director.

It is also proposed to appoint Mr. Manishkumar Bansnarayan Ray as a Whole Time Director, and Executive Director, for a period of three years with effect from August 29, 2018. Mr. Manishkumar Bansnarayan Ray fulfils all the conditions prescribed in Part I of Schedule V of the Companies Act, 2013. Mr. Manishkumar Bansnarayan Ray, will be paid salary and perquisites in each financial year during the currency of his tenure of appointment based on his performance evaluation by the Nomination and Remuneration Committee to the Board of Directors, which shall not exceed the overall ceiling of the total

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managerial remuneration of 5% of the net profits as provided under the provisions of section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

The disclosure under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as a part of this Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Manishkumar Bansnarayan Ray and his relatives, are in any way, concerned or interested in the said resolution.

#### Item No. 7

The Company in its ordinary course of business and/or on arm's length basis sources waste paper, pulp, chemicals and other industrial raw materials from different countries abroad and sales to local paper mills/industries.

The Company also purchases the finished paper form the paper mills for further sales to packaging Industry, news paper and other printers in India and abroad.

The goods are purchased against order from its customer from time to time.

The Company has entered into transaction of purchases / sales with SHAH PAPER MILLS LIMITED and SHAH PULP AND PAPER MILLS LIMITED fall under the category of a related party of the Company in terms of regulation 23 of the SEBI LODR regulations 2015

The Company envisages that the transaction(s) entered into with SHAH PAPER MILLS LIMITED and SHAH PULP AND PAPER MILLS LIMITED whether individually and/or in aggregate would exceed the stipulated threshold of ten percent. The Company therefore requires approval of the shareholders through a special resolution for entering into contract(s)/ arrangement (s)/ transaction(s) with SHAH PAPER MILLS LIMITED and SHAH PULP AND PAPER MILLS LIMITED upto a maximum amount as mentioned in the respective resolutions from the financial year 2018-19 and onward.

All related parties shall abstain from voting on these resolutions.

The relevant information is as follows:

	T			
1	Name of related parties	SHAH PAPER MILLS LIMITED and SHAH PULP AND PAPER MILLS LIMITED		
2	Name of Director or KMP who is related	Mr. Pritesh Mahedra Shah who is the Son of Mr. Mahendra Shah, Director of SHAH PAPER MILLS LIMITED and SHAH PULP AND PAPER MILLS LIMITED		
3	Nature of relationship	Son of Mr. Mahendra Shah, who is Director of SHAH PAPER MILLS LIMITED and SHAH PULP AND PAPER MILLS LIMITED		
4	Monetary value	Up to 600 Crore		
5	Nature, material terms and particulars of arrangement	Purchase of material by the Company from and the sale of Company's product(s) to these companies are dependent on the requirement of the Company for its trading from time to time and ability of supply of specified material by these companies. However, such transactions would at all times be on arm's lengths basis and in the ordinary course of the Company's business.		
6	Any advance paid or received for the arrangement, If any.	As per industry norms, custom and uses.		

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Shri Mahendrabhai Shah and his relatives who directly hold in aggregate 33,000 equity shares of the Company are concerned or interested in the special resolutions at Item No. 7. Mr. Pritesh Mahendra Shah, Director of the Company and being son of Shri Mahendrabha Shah may also be deemed to be interested or concerned in the special resolutions.

By order of the Board For Gautam Exim Limited

Balasubramanian Raman Managing Director Din: 00410443

Date: 28/07/2018 Place: Vapi

#### **Registered Office:**

 $\mathrm{C7/57}$ 59, MIRGASIR COMPLEX, OPP ADVANCE COMPLEX, N H NO 8, GIDC, VAPI 396195 GUJARAT

## Annexure to Notice

ADDITIONAL INFORMATION (AS ON MARCH 31, 2018) OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE 13TH ANNUAL GENERAL MEETING PURSUANT TO REGULATIONS 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS

Name of Director	Mrs. Nagalaxmi Balasubramanian		
Date of Birth	March 15, 1954		
Date of Appointment	August 05, 2005		
Qualifications	Bachelor of Science and Bachelor of Education		
Expertise in specific function area	Overall management of the Company		
Brief Profile	Mrs. Nagalaxmi Balasubramanian has been on the board of the company since incorporation of the company and has been serving as the Director on the board since 2005. She possesses valuable experience in managing the issues faced by large and complex corporations. She has significant experience in administration and operations. Mrs. Nagalaxmi Balasubramanian was paid remuneration by the company to discharge her duties.		
Directorship held in other listed companies excluding foreign companies	None		
Member of Committees in other listed Companies	None		
Shareholding in the company	Mrs. Nagalaxmi Balasubramanian holds 109975/- shares in the company.		
Relationship with other Directors and Key Managerial Personnel	Mrs. Nagalaxmi Balasubramanian is the Wife of Mr. Balasubramanian Raman, Managing Director of the company.		
No. of Meetings attended during the Financial Year	Mrs. Nagalaxmi Balasubramanian attended 7 meetings out of 7 of the Board of Directors meetings held by the Company.		
Terms and Conditions of appointment	Section 152 of the Companies Act 2013 Mrs Nagalay:		

Name of Director	Mr. Pritesh Mahendra Shah
Date of Birth	October 30, 1986
Date of Appointment	May 18, 2018
Qualifications	Bachelor of Business Administration
Expertise in specific function area	Management, Marketing etc.
Brief Profile	Mr. Pritesh Mahendra Shah has been on the board of the company since 18th May, 2018 of the company. He possesses valuable experience in paper industry. He has significant experience in marketing, manufacturing and operations. Mr. Pritesh Mahendra Shah was paid remuneration by the company to discharge his duties.
Directorship held in other listed companies excluding foreign companies	None
Member of Committees in other	None
listed Companies	
Shareholding in the	Mr. Pritesh Mahendra Shah holds 33000/- shares in the company
company	as on 31st March, 2018.

Relationship with other Directors	None
and Key Managerial Personnel	
No. of Meetings attended during	N.A
the Financial Year	
Terms and Conditions of	He was appointed as Additional Director of the Company, he will
appointment	be liable to retire by rotation and he will get the remuneration for
	his office. Other terms and conditions will be applicable as
	mentioned in the appointment letter.

Name of Director	Mr.ManishkumarBansnarayan Ray (DIN-03512320)
Date of Birth	20th May, 1983
Date of Appointment	
Qualifications	Bachelor of Commerce
Expertise in specific function	Experience in procurement of waste paper, marketing of various
area	grades of finished paper.
Brief Profile	Mr.ManishkumarBansnarayanRaypossesses valuable experience in procurement of waste paper, marketing of various grades of finished paper.
Directorship held in other listed companies excluding foreign companies	None
Member of Committees in other listed Companies	None
Shareholding in the company	Nil
Relationship with other Directors and Key Managerial Personnel	None
No. of Meetings attended during the Financial Year	N.A
Terms and Conditions of appointment	He will be appointed as Director of the Company, he will be liable to retire by rotation and he will get the remuneration for his office. Other term and conditions will be applicable under mention the appointment letter.

## Directors' Report

To

Dear Members.

Your Directors take pleasure in presenting their 13<sup>th</sup> Annual Report on the business and operations of the company together with the audited financial statements for the Financial Year ended 31st March, 2018.

#### FINANCIAL RESULTS

The financial performance of the Company for the year ended on 31st March, 2018 and the previous financial year ended 31st March, 2017 is given below

Particulars	31st March 2018	31st March 2017
Net Sales/Income from Business operations	376,34,27,899.00	312,95,67,292.00
Other Income	13352519.77	43,46,023.00
Total income	377,67,80,419.00	313,39,13,315.00
Less: Expense(Excluding depreciation)	375,70,02,901.00	312,16,74,351.00
Profit before Depreciation	1,97,77,518.00	1,22,38,964.00
Less: Depreciation	6,14,831.00	3,67,209.00
Profit before Exceptional & extra-ordinary items & Tax	191,62,687.00	118,71,755.00
Less: Exceptional Item	0.00	0.00
Add/Less: Extra Ordinary Items	0.00	0.00
Profit before Tax	191,62,687.00	118,71,755.00
Less: Deferred tax	15,464.00	24,815.00
Less: Wealth tax	0.00	0.00
Less: Income tax	72,19,531.00	39,03,322.00
Less: Previous year adjustment of income tax	0.00	0.00
Net Profit/ (Loss) after Tax for the year	119,27,692.00	79,43,618.00
Dividend(including Interim if any and final)		
Earnings per share(Basic)	3.871	31.78
Earnings per share(Diluted)	3.871	31.78

#### FINANCIAL PERFORMANCE

The performance of the company is note-worthy. The net profit of the company after taxation has increased to Rs. 1,19,27,692/- after write off of Rs. 40,51,500/- of IPO expenses incurred during the year as compared to Rs. 79,43,618/- in the previous year, while the turnover of the company has increased to Rs. 3,76,34,27,899/- as compared to Rs. 3,12,95,67,292/- in the previous year. Management of the company striving hard by making more sincere efforts for the better growth and prospects of the company in the future and to yield better returns for the members of the company.

#### DIVIDEND

The Board, in its Meeting held on May 18, 2018, declared dividend of Rs. 1 per equity share. The proposal is subject to the approval of shareholders at the ensuing 13<sup>th</sup> Annual General Meeting (AGM).

#### TRANSFER TO RESERVES

The company has transferred the whole amount of profit to reserve and surplus account as per attached Audited Balance sheet for the year ended on 31st March, 2018.

#### SHARE CAPITAL AND OTHER CHANGES

During FY 2017-18, following changes in the Company took place as follows:

#### AUTHORIZED SHARE CAPITAL

The Authorized Share Capital of Company has been increased from Rs. 25.00 Lacs to Rs. 5.00 Crores by passing an ordinary resolution in the Extra–Ordinary General meeting of the members of the Company held on Friday the 27<sup>th</sup> day of April, 2017.

#### **BONUS SHARES**

During the year company has increased its issued and paid-up Equity Share Capital by issuing Bonus Shares of Rs. 10.00 each to the existing shareholders from its reserve and surplus account in the proportion of (8:1) by passing special resolution in the Extra-Ordinary general meeting of the members of the company held on Friday the 12<sup>th</sup> day of May, 2017. The changed paid-up equity share capital of the company after the issue of Bonus Shares was Rs. 225,00,000.

#### INITIAL PUBLIC OFFER AND LISTING OF SHARES

In July, 2017 the Company came up with an IPO and allotted 8,31,000 equity shares with face value of Rs.10 each fully paid-up at an issue price of Rs. 40 (including a share Premium of Rs. 30/- per equity share). The changed paid-up Equity Share Capital of the company was Rs. 308,10,000/- (Rupees Three Crores Eight Lacs Ten Thousand only) as on 31st March 2018.

#### CREDIT RATING

During the year the credit rating of the company is done by CARE Ratings Limited, SEBI registered credit rating agency and the rating has been assigned to the company as CARE BB / Stable / CARE A4 for the various credit facilities availed from the Banks.

#### CHANGE IN THE NAME OF THE COMPANY

During the financial year a special resolution was passed in the Extra-Ordinary General Meeting of the members of the Company held on Wednesday the 01<sup>st</sup> February, 2017 for conversion of company from Private limited to Limited. Further, the name of the company was changed from Gautam Exim Private Limited to Gautam Exim Limited, as certificate of name change is received from ROC Gujarat on 25<sup>th</sup> April, 2017.

#### CONVERSION INTO PUBLIC COMPANY

The Company was a private limited company at the beginning of Financial Year 2016-17 named as "Gautam Exim Private Limited" and it was desirous of being listed on stock exchange hence a special resolution was passed unanimously by the members in the extra-ordinary general meeting on 01st February, 2017 for conversion of the company into a public company and was subsequently approved by the Registrar of Companies, Gujarat by issuing a fresh Certificate of Incorporation in the favor of the Company on Dt. 25th April, 2017. Hence, the company was successfully converted into a public company namely "Gautam Exim Limited".

#### **DEPOSITS**

Your Company has not accepted any public deposit within the meaning of provisions of section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and there is no outstanding deposit due for re-payment.

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#### **UNSECURED LOANS**

During the year, company has transferred a sum of Rs. 400,00,000/- (Rupees four Crores only) line under sundry creditors in the account of Gautam Enterprise, the erstwhile proprietary concern of director Mrs. Nagalakshmi Balasubramanian. This amount does not attract any interest.

#### SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

The Company has no Subsidiaries, Joint Ventures and Associates as on the year ended 31st March, 2018.

#### REGISTRAR & SHARE TRANSFER AGENTS

The Company has appointed M/s Big Share Services Private Limited as its Registrar & Share Transfer Agent.

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The operations of the company are reviewed in a detailed report on the Management Discussion and Analysis is provided as a separate section in the Annual Report which forms part of the Board's Report as Annexure-4.

## BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL INDEPENDENT DIRECTORS

The Board of Directors of the Company informs the shareholders of the Company about the changes in the composition of the Board of Directors of the company during the Financial Year 2017-18 as follows:

Since, the Company got its Equity Shares listed on BSE in the month of July, 2018 the Company was required to appoint the Independent Directors in accordance with the provisions of the Companies Act, 2013. Mr. Umakant Kashinath Bijapur and Mr. Shivkumar Janakiram Giddu as (Non-executive) Directors under Independent category by vide resolution passed in EoGM held on 28th April, 2017 for the term of five years.

#### APPOINTMENT / CHANGE OF DIRECTOR

Umakant Kashinath Bijapur and Mr. Shivkumar Janakiram Giddu were appointed as Director on the board w.e.f 28<sup>th</sup> April, 2017 by vide Resolution passed in Extra-Ordinary General meeting held on Dt. 28<sup>th</sup> April, 2017.

Mrs. Lakshmi Ramanathan Iyer was appointed as Chief Financial Officer (CFO) of the company w.e.f 27<sup>th</sup> April, 2017 as per the provisions of the Companies Act 2013. She handles the finance and accounts of the company and is associated with the company since Long.

The Designation of Mr. Balasubramanian Raman was changed as Managing director and Mrs. Nagalaxmi Balasubramanian as Whole time Director on the board w.e.f 27th April, 2018 for a term of five years and has been handling the management of the company with utmost efficiency.

Ms. Silkyben Shah, appointed as Company Secretary cum- Compliance Officer of the Company with effect from 27<sup>th</sup> April, 2017.

During the year Mr. Surendra Nemchand Shah ceased to be a director of the Company due to resignation.

## DIRECTORS LIABLE TO RETIRE BY ROTATION AND BE ELIGIBLE TO GET REAPPOINTED

Pursuant to the provisions of section 152(6) and other applicable provisions of the Companies Act, 2013, Mrs. Nagalaxmi Balasubramanian, though appointed as a whole-time Director on the board w.e.f 27<sup>th</sup>

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April, 2017 for a term of five years has been associated with the company as director since 05<sup>th</sup> August, 2005, is liable to get retired by rotation at the ensuing 13<sup>th</sup> AGM, and being eligible to get re-appointed as whole–time Director of the company in the ensuing AGM of the company. Accordingly, requisite resolution shall form part of the Notice convening the AGM.

#### COMPOSITION OF BOARD OF DIRECTORS

The Board of Directors of Gautam Exim Limited is a balanced one with an optimum mix of Executive and Non Executive Directors. The Board of the Company is headed by an Executive Chairman.

Chairman takes the strategic decisions, frames the policy guidelines and extends wholehearted support to Executive Directors, business heads and associates. As on 31st March, 2018 The Board of company consists of four Directors.

The composition and category of Directors is as follows:

Category	Name of Directors	DIN
Promoter & Managing Director	Balasubramanian Raman	00410443
Promoter & Whole time	Nagalaxmi Balasubramanian	00410495
Director		
Independent Director (Non-	Shivkumar Janakiram Giddu	05213072
Executive)		
Independent Director (Non-	Umakant Kashinath Bijapur	07269181
Executive)		
Independent Director (Non-	* Surendra Nemchand Shah	00160401
Executive)		

<sup>\*</sup> During the year Mr. Surendra Nemchand Shah Ceased to be a Director of the Company.

#### MEETINGS OF INDEPENDENT DIRECTORS

The Company's Independent Directors met at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the Lead Independent Director. During the year under review, the independent directors met on 07/03/2018 inter alia, to discuss:

- Evaluation of the performance of Non independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non- Executive directors.
- Evaluation of the quality, content and timeliness of flow of information between the management and the board that is necessary for the board to effectively and reasonably its duties.

#### DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Directors under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board relies on their declaration of independence.

#### MEETINGS OF THE BOARD

The Board meets at regular intervals to discuss and take a view on the Company's policies and strategy apart from other Board matters. The notice for the board meetings is given well in advance to all the Directors.

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During the year, the Board of Directors met seven times and board meetings were held on the following dates as mentioned in the table:

SN	Date of Meeting	Board Strength	Directors Present
1	27/04/2017	3	3
2	12/05/2017	3	3
3	06/07/2017	5	5
4	22/07/2017	5	4
5	04/11/2017	4	3
6	14/11/2017	4	4
7	07/03/2018	4	4

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

#### DIRECTORS APPOINTMENT, REMUNERATION AND ANNUAL EVALUATION

The Company has devised a Policy for Directors; appointment and remuneration including criteria for determining qualifications, performance evaluation and other matters of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of both non-executive directors and executive directors. The Company's Nomination & Remuneration policy which includes the Director's appointment & remuneration and criteria for determining qualifications, positive attributes, independence of the Director & other matters is attached as Annexure-3 to this Report and the same is also available on the website www.gautamexim.com.

#### COMMITTEES OF THE BOARD

The Board of Directors has constituted three Committees, viz.

- 1. Audit Committee
- 2. Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

Details of all the Committees along with their composition, terms of reference and meetings held during the year are provided in Annexure-5.

#### DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, your Directors confirm that:

- In the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same:
- The Directors have 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 as at March 31, 2018 and of the profit of the Company for the year ended on that date:
- The Directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- The Directors have prepared the annual accounts on a 'going concern' basis;

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- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## AUDITORS OF THE COMPANY STATUTORY AUDITORS

The Board of Directors has recommended the appointment of M/s B. A. Desai & Associates., Chartered Accountants, bearing Registration No. 113069W, as Statutory Auditors of the Company for a term of 4 (Four) consecutive years to hold office from the conclusion of ensuing Annual General Meeting till the conclusion of the 17th Annual General meeting of the Company. They have confirmed their eligibility and qualification required under the Act for holding the office as Statutory Auditors of the Company.

#### SECRETARIAL AUDIT

Pursuant to the requirements of Section 204(1) of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Vishal Dewang of Prop. of Vishal Dewang and Associates, Company Secretary in Practice to conduct the secretarial audit for the financial year 2017-18. The Secretarial Audit Report as received from Mr. Vishal Dewang, Company Secretary in Practice is appended as Annexure-2 to this Report.

#### COMMENTS ON AUDITORS' REPORT

There are no qualifications, reservations, adverse remarks or disclaimers made by M/s. B. A. Desai & Associates, Statutory Auditors in their Audit Report.

**Comment:** The Nomination and remuneration committee has not duly form with majority of non-executive Director.

#### Reply to comment of Secretarial Auditor

During the last year Mr. Surendra Nemchand Shah was ceased to be a Director of the Company who was Non-executive Independent Director and member of the NRC Committee, After, his resignation company looking for a suitable person to fill up the vacancy caused by the resignation of Mr. Surendra Nemchand Shah.

#### CORPORATE SOCIAL RESPONSIBILITY

The provisions of the CSR expenditure and Composition of Committee as provided in the Section 135 of the Companies Act, 2013 is not applicable to the Company.

#### RISK MANAGEMENT

A well-defined risk management mechanism covering the risk mapping and trend analysis, risk exposure, potential impact and risk mitigation process is in place. The objective of the mechanism is to minimize the impact of risks identified and taking advance actions to mitigate it. The mechanism works on the principles of probability of occurrence and impact, if triggered. A detailed exercise is being carried out to identify, evaluate, monitor and manage both business and non-business risks.

#### INTERNAL FINANCIAL CONTROLS

The Company has identified and documented all key internal financial controls, which impact the financial statements. The financial controls are tested for operating effectiveness through ongoing monitoring and review process of the management and independently by the Internal Auditors. In our

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view the Internal Financial Controls, affecting the financial statements are adequate and are operating effectively.

## MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this Report.

#### DETAILS OF SIGNIFICANT AND MATERIAL ORDERS

During the financial year 2017-18, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

#### CORPORATE GOVERNANCE

The Corporate Governance requirements as stipulated under the of SEBI (LODR) Regulations, 2015 is not applicable to the company but the Company adheres to good corporate practices at all times.

#### EXTRACT OF ANNUAL RETURN

Extract of Annual Return in Form MGT-9 containing details as on the financial year ended 31st March, 2017 as required under Section 92(3) of the Companies Act, 2013 read with The Companies (Management and Administration) Rules 2014, is annexed herewith as Annexure-1 which forms part of this report.

## PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

During the year under review, no loans or guarantees have been given to any person or body corporate directly or indirectly and no investments have been made by the Company under Section 186 of the Companies Act, 2013.

#### CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered during the financial year were on the arm's length basis and were in the ordinary course of business. There was no materially significant related party transitions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other designated person. Accordingly, there are no transactions that are required to be reported in form AOC-2 in terms of Section 134 of the Companies Act, 2013.

All Related Party Transactions were placed before the Audit Committee and the Board for approval. A policy on the related party Transitions was framed approved by the Board and posted on the Company's website <a href="https://www.gautamexim.com">www.gautamexim.com</a>.

However, you may refer to Related Party transactions, as per the Accounting Standards, in the Notes forming part of financial statements.

#### PARTICULARS OF EMPLOYEES AND RELATED INFORMATION

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### HUMAN RESOURCE DEVELOPMENT

The Company is pleased to report that during the year under reporting, the industrial relations were cordial.

#### VIGIL MECHANISM & WHISTLE BLOWER

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company i.e. www.gautamexim.com

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars required to be included in terms of Section 134(3)(m) of the Companies Act, 2013 with regard to Conservation of Energy, Technology absorption, Foreign Exchange earnings and outgo are given below:

#### A. Conservation of Energy:

The Company is not engaged in any type of production. Hence, there is no extra steps taken for energy saving. However, the Company is using electricity in office and regular steps have been taken to improve energy consumption. Further, during the year, your Company has not made any capital investment on energy conservation equipment. Your Company is using electricity as source of energy only.

#### B. Technology Absorption:

The project of your Company has no technology absorption, hence no particulars are offered.

#### C. Foreign Exchange Earning and Outgo:

The foreign exchange earnings was Rs. 305,70,024/- (USD \$475620.24)

The foreign exchange outgo was Rs. 310731940/- (USD \$ 47888631.75)

#### PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

During the year there was no cases pending and there was no complaints filed of sexual harassment of women.

#### PROHIBITION OF INSIDER TRADING

With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading. INVESTOR GRIEVANCE REDRESSAL During the financial year under review, there were no pending complaints or share transfer cases as on 31st March 2018.

#### POLICIES ADOPTED BY THE COMPANY

Your company has adopted various policies for the smooth working of the company which are as follows:

#### ARCHIVAL POLICY

This policy deals with the retention and archival of the corporate record, these records are prepared by the employees of the company under this policy any material information relating to the company shall be hosted on the website of the company for the investors and public and remain there for period of five year. The policy of the company for the access is available on the website i.e. www.gautamexim.com.

#### CODE OF CONDUCT OF BOARD OF DIRECTORS & SENIOR MANAGEMENT

Certain code of conduct is required from the senior management including the Board of Directors of the Company; they have to be abiding by the rules and laws applicable on the company for the good governance and business ethics. It describes their responsibility and accountability towards the company policy of the company relating to that is available for the access at the website i.e. www.gautamexim.com.

#### CODE OF CONDUCT OF INDEPENDENT DIRECTORS

Independent Directors are the persons who are not related with the company in any manner. A code of conduct is required for them for their unbiased comments regarding the working of the company. They will follow the code while imparting in any activity of the company policy deals with the code of conduct of the Independent Directors, their duties and responsibilities towards the company, is available at the website i.e. www.gautamexim.com.

#### DETERMINATION OF MATERIALITY OF INFORMATION & EVENTS

From the point of Listed entity, investors are expecting more and more information from the company, so under this policy the management of the company determines the material events of the company and disclose them for their investors. Under this policy company may decide all those events and information which are material and important that is compulsory to be disclosed for the investors about the company, policy related to this is available at the website <a href="https://www.gautamexim.com">www.gautamexim.com</a>.

#### **INSIDER TRADING**

There are many information's that are important and price sensitive and required to be kept confidential on the part of the company, if the information is disclosed this will harm the image of the company, in the definition of the insider it will include all the persons connected with the company including all employees. The policy relating to this is available on the website of the company. This policy is applicable to all employees and KMP's of the company to not to disclose the confidential information of the company which affects the performance of the company, policy related to this available at <a href="https://www.gautamexim.com">www.gautamexim.com</a>.

#### NOMINATION AND REMUNERATION

Based on the recommendations of the Nomination and Remuneration Committee, the Board has approved the Remuneration Policy for Directors, KMP and all other employees of the Company. As part of the policy, the Company strives to ensure that:

- a) 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;
- b) Relationship between remuneration and performance is clear and meets appropriate performance benchmarks.
- c) Remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals. Policy relating to the nomination and remuneration of the company is available on the website <a href="www.gautamexim.com">www.gautamexim.com</a>.

#### PRESERVATION OF DOCUMENTS

The Corporate records need to be kept at the places and manner defined under the Act, policy relating to that for the safe keeping of the documents is available on website <a href="www.gautamexim.com">www.gautamexim.com</a>.

#### RELATED PARTY TRANSACTIONS

The Objective of the Policy is to set out: (a) The materiality thresholds for related party transactions; and (b) The manner of dealing with the transactions between the Company and its related parties based on the Act, your company adopted this policy for dealing with parties in a transparent manner available at the website <a href="https://www.gautamexim.com">www.gautamexim.com</a>.

#### RISK ASSESSMENT AND MANAGEMENT

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Risk is the part of the every one's life, while running any business there are many kind of risk is involved to minims the business risk and all the factors that will negativity effects the organization every company tries to follows a certain procedure for the forecasting of the risk and its management policy relating to this is available in the website <a href="https://www.gautamexim.com">www.gautamexim.com</a>.

#### WHISTLE BLOWER AND VIGIL MECHANISM:

While running the big organization there are certain good and bad things may be happened in order to control the fraud, misconduct and malpractices this procedure is adopted by the company and reporting of this procedure is done under the vigil mechanism, by adopting this kind of system company can control the unethical acts and practices policy relating to this is available at the website <a href="www.gautamexim.com">www.gautamexim.com</a>.

#### ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for assistance and co-operation received from the Bankers, Central & State Government, Local Authorities, Clients, Vendors, Advisors, Consultants and Associates at all levels for their continued guidance and support. Your Directors also wish to place on record their deep sense of appreciation for their commitment, dedication and hard work put in by every member of the Company.

By order of the Board For Gautam Exim Limited

Balasubramanian Raman Managing Director

aging Director Whole Time Director Din: 00410443 Din: 00410495

Place: Vapi

Date: 28/07/2018

Nagalaxmi Balasubramanian

ANNEXURE -1

## Form No. MGT-9

#### EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2018

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

i)	CIN	U51100GJ2005PLC046562	
ii)	Registration Date	05/08/2005	
iii)	Name of the Company	GAUTAM EXIM LIMITED	
iv)	Category / Sub-Category of the Company	Limited company Limited by shares Company having share capital	
v)	Address of the Registered office and contact details	C7/57 59 MIRGASIR COMPLEX OPP ADVANCE COMPLEX N, H NO 8 GIDC, VAPI - 396195 Gujarat	
		Telephone : 0260 2432998	
Fax Number : 91-2602431988		Fax Number : 91-2602431988	
		Email: grrpl1850@gmail.com	
		Web: www.gautamexim.com	
vi)	Whether listed company	Listed(Yes) (SME Stock Exchange)	
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	BIGSHARE SERVICES PRIVATE LIMITED E/2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai – 400 072	

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Trading	1701	96.20

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

111

S.N 0	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
		Nil			

#### V. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

#### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the			No. of Shares held at the end				%	
	be	beginning of the year		of the year				Chan	
	De	Physic	Total	% of	Demat	Ph	Total	% of	ge
	mat	al		Total		ysi		Total	durin
				Shar		cal		Shares	g the
				es					year

A. Promoters									
(1) Indian									
a) Individual/HUF	0	249625	249625	99.85	2246625	0	2246625	72.92	-26.93
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	0	249625	249625	99.85	2246625	0	2246625	72.92	-26.93
(2) Foreign	0	0	0	0	0	0	0	0	0
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = $(A)(1)+(A)(2)$	0	249625	249625	99.85	2246625	0	2246625	72.92	-26.93
B. Public Shareholding	0	0	0	0	0	0	0	0	0
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions	0	0	0	0	0	0	0	0	0
a) Bodies Corp.	0	0	0	0	336000	0	336000	10.91	+10.91
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	375	375	0.15	156375	0	156375	5.07	+4.92
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh "	0	0	0	0	288000	0	288000	9.35	+9.35

c) Others (specify)	0	0	0	0	54000	0	54000	1.75	1.75
Sub-total (B)(2):-		375	375	0.15	834375	0	834375	27.08	+26.93
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	375	375	0.15	834375	0	834375	27.08	+26.93
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)		250000	250000	100.0	3081000	0	3081000	100.00	+26.93

#### (ii) Shareholding of Promoters

Sl No.	Shareholder's Name		eholding a		Share h	olding at the year	the end of	
		No. of Shares	% of total Shares of the compan y	%of Shares Pledged / encumb ered to total shares	No. of Shares	% of total Shares of the compan y	%of Shares Pledged / encumber ed to total shares	_
1	Balasubramanian Raman	129850	51.95	0	1168650	37.93	0	-14.02
2	Nagalaxmi Balasubramanian	109975	43.99	0	989775	32.13	0	-11.86
3	Gautam Balasubramaniam	4900	1.96	0	44100	1.43	0	-0.53
4	Rajlaxmi Balasubramanian	4900	1.96	0	44100	1.43	0	-0.53

### (iii) Change in Promoters' Shareholding ( please specify, if there is no change)

Sl. No.	Name	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares of the company			% of total Shares of the company
1	Balasubramanian Raman	At the beginning of the year	129850	51.95	1	-
		Bonus Issued during the year	1038800	-	1168650	37.93
		At the End of the year			1168650	37.93
2	Nagalaxmi Balasubramanian	At the beginning of the year	109975	43.99	-	-
		Bonus Issued during the year	879800	-	989775	32.12
		At the End of the year			989775	32.12
3	Gautam Balasubramaniam	At the beginning of the year	4900	1.96		
		Bonus Issued during the year	39200	-	44100	1.43

		At the End of the year			44100	1.43
4	Rajlaxmi Balasubramanian	At the beginning of the year	4900	1.96		
		Bonus Issued during the year	39200	-	44100	1.43
		At the End of the year		-	44100	1.43

## (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name	Particulars	the beg	olding at inning of year	Cumulativ Sharehold during the	ling e year
			No. of	% of total		% of total
			Shares	Shares of the	Shares	Shares of the
				company		company
1	Pantomath Stock Brokers Private Limited	At the beginning of the year	-	-	-	-
		05-07-2017 - Transfer	45000	1.46	45,000	1.46
		14-07-2017 - Transfer	63000	2.04	1,08,000	3.51
		21-07-2017 - Transfer	-27000	-0.88	81,000	2.63
		04-08-2017 – Transfer	-33000	-1.07	48,000	1.56
		18-08-2017 – Transfer	30000	0.97	78,000	2.53
		25-08-2017 – Transfer	-30000	-0.97	48,000	1.56
		01-09-2017 – Transfer	21000	0.68	69,000	2.24
		08-09-2017 – Transfer	15000	0.49	84,000	2.73
		15-09-2017 – Transfer	21000	0.68	1,05,000	3.41
		22-09-2017 – Transfer	-6000	-0.19	99,000	3.21
		29-09-2017 – Transfer	-51000	-1.66	48,000	1.56
		13-10-2017 – Transfer	3000	0.10	51,000	1.66
		20-10-2017 – Transfer	3000	0.10	54,000	1.75
		03-11-2017 - Transfer	9000	0.29	63,000	2.04
		10-11-2017 – Transfer	12000	0.39	75,000	2.43
		17-11-2017 – Transfer	18000	0.58	93,000	3.02
		24-11-2017 – Transfer	3000	0.10	96,000	3.12
		01-12-2017 – Transfer	-6000	-0.19	90,000	2.92
		08-12-2017 – Transfer	3000	0.10	93,000	3.02
		15-12-2017 – Transfer	3000	0.10	96,000	3.12
		22-12-2017 - Transfer	-3000	-0.10	93,000	3.02
		30-12-2017 - Transfer	-42000	-1.36	51,000	1.66
		05-01-2018 – Transfer	15000	0.49	66,000	2.14
		12-01-2018 – Transfer	24000	0.78	90,000	2.92
		19-01-2018 – Transfer	3000	0.10	93,000	3.02
		26-01-2018 – Transfer	12000	0.39	1,05,000	3.41
		02-02-2018 – Transfer	-42000	-1.36	63,000	2.04

		09-02-2018 – Transfer	3000	0.10	66,000	2.14
		16-02-2018 – Transfer	3000	0.10	69,000	2.24
		23-02-2018 – Transfer	18000	0.58	87,000	2.82
		02-03-2018 – Transfer	-18000	-0.58	69,000	2.24
		09-03-2018 – Transfer	18000	0.58	87,000	2.82
		16-03-2018 – Transfer	198000	6.43	2,85,000	9.25
		23-03-2018 – Transfer	15000	0.49	3,00,000	9.74
		30-03-2018 – Transfer	-20000	-0.65	2,80,000	9.09
		31-03-2018 – Transfer	-46000	-1.49	2,34,000	7.59
		At the end of the year	-	-	2,34,000	7.59
2	Shree Gajanan Paper And Boards Pvt Ltd	At the beginning of the year	-	-	-	-
		05-07-2017 - Transfer	54000	1.75	54,000	1.75
		07-07-2017 – Transfer	-54000	-1.75	0	0.00
		14-07-2017 – Transfer	63000	2.04	63,000	2.04
		21-07-2017 – Transfer	36000	1.17	99,000	3.21
		28-07-2017 – Transfer	3000	0.10	1,02,000	3.31
		22-09-2017 – Transfer	9000	0.29	1,11,000	3.60
		12-01-2018 – Transfer	-6000	-0.19	1,05,000	3.41
		19-01-2018 – Transfer	-15000	-0.49	90,000	2.92
		26-01-2018 – Transfer	-18000	-0.58	72,000	2.34
		02-02-2018 – Transfer	-12000	-0.39	60,000	1.95
		23-02-2018 - Transfer	-3000	-0.10	57,000	1.85
		At the end of the year	-	-	57,000	1.85
3	Pritesh Mahendra Shah	At the beginning of the year	-	-	-	-
		05-07-2017 – Transfer	27000	0.88	27,000	0.88
		21-07-2017 – Transfer	-27000	-0.88	0	0.00
		28-07-2017 – Transfer	27000	0.88	27,000	0.88
		04-08-2017 – Transfer	-27000	-0.88	0	0.00
		11-08-2017 – Transfer	27000	0.88	27,000	0.88
		17-11-2017 – Transfer	6000	0.19	33,000	1.07
		At the end of the year	-	-	33,000	1.07
4	Gayatri Rathi	At the beginning of the year	-	-	-	-
		21-07-2017	15000	0.49	15,000	0.49
		04-08-2017	18000	0.58	33,000	1.07
		At the end of the year	-	-	33,000	1.07
5	Kirtikumar Jothalal	At the beginning of the			· · · · · · · · · · · · · · · · · · ·	
	Adesaria	year	-	-	-	-
		21-07-2017 - Transfer	33000	1.07	33000	1.07
		At the end of the year	-	-	33000	1.07

6	Mayur Dinesh Shah	At the beginning of the year	-	-	-	-
		14-07-2017 – Transfer	3000	0.10	3,000	0.10
		21-07-2017 – Transfer	15000	0.49	18,000	0.58
		29-09-2017 – Transfer	12000	0.39	30,000	0.97
		17-11-2017 – Transfer	-30000	-0.97	0	0.00
		30-12-2017 - Transfer	30000	0.97	30,000	0.97
		At the end of the year	-	-	30,000	0.97
7	Gannayak Sales Private Limited	At the beginning of the year	-	-	-	-
		02-02-2018 – Transfer	30000	0.97	30000	0.97
		At the end of the year	-	-	30,000	0.97
8	Kalpana Rajmani Mishra	At the beginning of the year	-	-	-	-
		14-07-2017 – Transfer	12000	0.39	12,000	0.39
		29-09-2017 – Transfer	12000	0.39	24,000	0.78
		30-03-2018 – Transfer	3000	0.10	27,000	0.88
		At the end of the year	-	-	27,000	0.88
9	Ashok Toshniwal	At the beginning of the year	-	-	-	-
		21-07-2017 – Transfer	15000	0.49	15,000	0.49
		16-03-2018 – Transfer	-15000	-0.49	0	0.00
		30-03-2018 – Transfer	27000	0.88	27,000	0.88
		At the end of the year	-	-	27,000	0.88
10	Jaikishan Girdharilal Purohit	At the beginning of the year	-	-	-	-
		14-07-2017 – Transfer	21000	0.68	21,000	0.68
		15-09-2017 – Transfer	-9000	-0.29	12,000	0.39
		03-11-2017 – Transfer	-6000	-0.19	6,000	0.19
		02-02-2018 – Transfer	15000	0.49	21,000	0.68
		At the end of the year	-	-	21,000	0.68
11	Sunil Toshniwal (HUF)	At the beginning of the year	-	-	-	-
		14-07-2017 – Transfer	6000	0.19	6,000	0.19
		21-07-2017 – Transfer	15000	0.49	21,000	0.68
		At the end of the year	-	_	21,000	0.68

#### (v) Shareholding of Directors and Key Managerial Personnel

Sl.N o.	Name	Particulars	the beg	Shareholding at the beginning of the year		ulative holding the year
			No. of Shares of the company		No. of Shares	% of total Shares of the company
1	Balasubramanian Raman	At the beginning of the year	129850	51.95		
		12/05/2017 - Bonus	1038800	-	1038800	-
		At the end of the year	-	-	129850	37.93
2	Nagalaxmi Balasubramanian	At the beginning of the year	109975	43.99		
		12/05/2017 - Bonus	879800	-	879800	-
		At the end of the year	-	_	109975	32.13

#### V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtednes s
Indebtedness at the beginning of the financial year				
i) Principal Amount	264011556	0	0	264011556
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	918102	0	0	918102
Total (i+ii+iii)	264929658	0	0	264929658
Change in Indebtedness during the financial year				
Addition	0	40000000	0	40000000
Reduction	29046909	0	0	29046909
Net Change	(29046909)	40000000	0	10953091
Indebtedness at the end of the financial year				
i) Principal Amount	234695024	40000000	0	274695024
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	1187725	0	0	1187725
Total (i+ii+iii)	235882749	4000000	0	275882749

#### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sr. No.	Particulars of Remuneration	Name of M	ID / WTD / Ma	nager	Total Amount
	Name	Balasubrama	Nagalaxmi		In Rs.
	Designation	nian Raman	Balasubra		
			manian		
1	Gross Salary				
	(a)Salaryasperprovisionscontainedin section17(1)of theIncome-tax Act, 1961	3,00,000	1,20,000		4,20,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2	Stock Option	1		-	
3	Sweet Equity				
4	Other (Professional Services/ Software Solution)	9,60,000	1080000		20,40,000
5	Others, Please Specify				
	Total (A)	12,60,000	1200000		24,60,000

#### B. Remuneration to other directors

SI · no ·	Particulars of Remuneration	Surendra kumar Shah	Shivkuma r Janakira m Giddu	Umakant Kashinath Bijapur	Total Amount (In Rs.)
1	Independent Directors				
	Fee for attending board committee meetings	20000	40000	40000	100000
	Commission				
	Others, please specify				
	Total (1)	20000	40000	40000	100000

2	Other Non-Executive Directors	Nil	Nil	Nil	Nil	Total Amount
	Fee for attending board committee meetings	1				
	Commission					
	Others, please specify (Salary)					
	Total (2)	1	-			
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

#### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SI No	Particulars of Remuneration	Key Managerial Personnel Total		
		Silkyben Shah	Lakshmi Ramanatha	Total
		(Company	n Iyer	
		Secretary)	(CFO)	

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1	Gross salary:			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	144000	333480	477480
(b)	Value of perquisites u/s 17(2) Income-tax Act,1961	-	-	-
(c)	Profits in lieu of salary under section 17(3) Incometax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission-as % of profit-others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	144000	333480	477480

#### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

BY ORDER OF THE BOARD FOR GAUTAM EXIM LIMITED

BALASUBRAMANIAN RAMAN MANAGING DIRECTOR DIN: 00410443

Date: 28/07/2018 Place: Vapi

ANNEXURE -2

## FORM NO. MR-3 SECRETARIAL AUDIT REPORT

for the financial year ended March 31, 2018

[Pursuant to Section 204, 9(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

Gautam Exim Limited

(CIN: U51100GJ2005PLC046562)

C7/57 59 Mirgasir Complex, Opp. Advance Complex,

N H No. 8, GIDC, Vapi – 396195, Gujarat

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "Gautam Exim Limited" (hereinafter called the "company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our 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 during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31,2018 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on March 31, 2018 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and Companies Act, 1956 (to the extent applicable) the rules made there under including any re-enactment thereof;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment:
- (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, 1992 & 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

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- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)
  Regulations, 2015 ('Listing Regulations') to the extent applicable during the Audit Period;

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

The Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India; The Listing Agreements entered into by the Company with National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above subject to the following observation/Qualification.

1. The committee of Nomination and Remuneration has not properly constituted with the minimum 3 non-executive directors as per the provision of section 178 of the Companies Act, 2013.

We further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

The following Regulations and Guidelines prescribed under The Securities and Exchange Board of India Act, 1992 were, in our opinion, not attracted during the financial year under report:

- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation, 2009;
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

#### We further report that:

The provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made there under in relation to External Commercial Borrowings were not attracted during the financial year under report.

#### We 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. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance or consent of all directors were received in writing for shorter board meeting notice consents (if any), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

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We further report that there are 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. We further report that during the Audit Period, the Company has not incurred any specific event/action that can have a major bearing on the company's compliance responsibilities in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., except as follows:

Conversion into Public Company: The Company was a private limited company at the beginning of Financial Year 2016-17 and was formerly known as "Gautam Exim Private Limited" and it was desirous of being listed on stock exchange hence a special resolution was passed unanimously by the members in the extra-ordinary general meeting on 01<sup>st</sup> February, 2017 for conversion of the company into a public company and was subsequently approved by the Registrar of Companies, Gujarat by providing a fresh Certificate of Incorporation of the company after conversion on 25<sup>th</sup> April, 2017 and hence the company was successfully converted into a public company namely "Gautam Exim Limited".

Public/Rights/Bonus/Preferential Issue and Listing of Shares:

**Bonus Shares:** During the year company has issued Bonus shares of Rs. 10.00 Each to existing shareholders from its security premium account in the proportion of (8:1) in the extra ordinary general meeting of the company held on Friday, 12<sup>th</sup> May, 2017, changed paid –up share capital structure of the company was Rs. 2.25,00,000.

Initial Public Offer And Listing of Shares: The company came with an IPO and allotted 8,31,000 equity shares with face value of Rs.10 each fully paid up at an issue price of Rs. 40 (including a share Premium of Rs.30/- per equity share), The changed paid-up share capital structure of the company is Rs. 308,10,000/- (Rupees Three Crores Eight Lacs Ten Thousand only) as on 31st March 2018.

Listing of Shares: The Company was listed on SME Emerge platform of Bombay Stock Exchange in July, 2017.

Major decision taken by the members in pursuance to section 180 of the Companies Act, 2013:-

**Borrowing Limits:** Special Resolution in terms of section 180(1)(a) was passed unanimously by the shareholders in an extra-ordinary general meeting held on Friday, 28<sup>th</sup> April, 2017 to authorize the board including committees thereof to borrow monies in excess of the paid-up share capital and free reserves of the Company upto Rs. 250 Crores (Rupees Two Hundred Fifty Crores Only).

#### **Management Responsibility:**

- i. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
- ii. We have followed the audit practices and the 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
- iii. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or verified compliances of laws other than those mentioned above;
- iv. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

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- v. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
- vi. 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.

Initial Public Offer and Listing of Shares: The company came with an IPO and allotted 8,31,000 equity shares with face value including a share Premium of Rs.40/- per equity

# **Vishal Dewang**

(Practicing Company Secretary) M. No. 26683 CP. No. 9596

Place: Surat Date: 28/07/2018

ANNEXURE -3

"DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18, the percentile increase in remuneration of each director ,Chief financial officer and Company Secretary during the financial year 2017-18 are as Under.

S. N.	Name of Director & KMP'S	Designation	Ratio of Remuneration of each Director/to median remuneration of employees	Percentage Increase in the Remuneration (%) in F.Y. 2017-18
1	Balasubramanian Raman	Managing Director	2.37:1	50
2	Nagalaxmi Balasubramanian	Whole Time Director	2.25:1	52.63
3	Lakshmi Ramanathan Iyer	CFO	NA	17.27
4	Silkyben Bhikhalal Shah	Company Secretary	NA	NA

I. Names of the top ten employees in terms of remuneration drawn from the Company in the financial year 2017-18:

Sr.	Name &	Qualification	Remuner	Date of	Age	Particulars	Relative of
No.	Designation	and Experience	ation (Rs.	Appointmen	(in	of Last	Director/
			In Lakhs)	t	years)	Employmen	Manager
						t	
1	Silkiben Shah	CS, 1 Years of Experience	144000	01/05/2017	26	NA	No
2	Akshada Malpote	M.Com, 5 Years of Experience	145200	16/04/2013	24	NA	NO
3	Prakash	12 th, 8 Years of Experience	222000	01/04/2010	37	NA	NO
4	Lakshmi Ramanathan	B.com, 19 Years of Experience	333480	01/04/2009	42	Gautam Enterprises	NO
5	Anandav M Pillai	B.A., 33 Years of Experience	346440	01/04/2009	59	Main Agencies	NO
6	Sudha Gopi	B.A., 30Years of Experience	420600	01/04/2009	54	Gautam Enterprises	NO
7	Balasubramania n Raman	M.Com, 44 Years of Experience	1200000	05/08/2005	67	Gautam Enterprises	Husband of Ms. Nagalakshmi
8	Nagalakshmi Balasubramania n	B.Sc, B.Ed., 40 Years of Experience	1140000	05/08/2005	64	Gautam Enterprises	Wife of Mr. Balasubramani an Raman

- II. The median remuneration of employees of the Company during the Financial Year was Rs. 506700/-
- III. In the Financial year, the median remuneration of employees is decreased by 65.15%.
- IV. There were 8 permanent employees on the rolls of the Company as on March 31,2018

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- V. Average percentage increase made in the salaries of employees other than the managerial personnel in comparison of the last financial year is 1%. Since the company has appointed KMP's in financial year 2017-18 hence no comparison of remuneration of KMP's available.
- VI. The remuneration of KMP is as per the recommendations of the Nomination & Remuneration Committee.

VII. It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other Employees.

Place : Vapi (Balasubramanian Raman) (Nagalaxmi Balasubramanian)

Date : 28/07/2018 Managing Director Whole Time Director

DIN: 00410443 DIN: 00410495

**ANNETURE-4** 

#### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### I. Business background, Structure and Developments

Incorporated in 2005, our company is engaged in importing of waste paper, pulp and speciality chemicals, provides import trading, import aggregation and import facilitation services of industrial raw material, stores, spares etc to paper mills, chemical units and other manufacturing units. Import of these goods is majorly done from USA, UK Europe, Middle East and Australia.

Our Company is promoted by Balasubramanian Raman and Nagalaxmi Balasubramanian since Incorporated. Balasubramanian Raman is a certified Management Consultant and is a member of Institute of Management Consultants of India. He heads Marketing and Finance Department of the Company. Mrs Nagalaxmi Balasubramanian holds a Bachelor of Science and Bachelor of Education Degrees from Banglore University and looks after the administration department of the Company.

Gautam Exim Ltd. (Formerly known as Gautam Enterprises) had been in this line of activity for over 21 years since 1997. Company is managed by professionally qualified promoter director & CEO Mr. R. Balasubramanian. Company enjoys extremely good credentials with all its suppliers abroad, its customers in India and its Bankers.

#### II. Opportunity and Threats

#### Opportunities

Having consolidated its business in imports and import trading of waste paper the principal raw material to paper industry, company has tied up with paper mills to whom imported waste paper suppliers are made by the company, for distributorship and export of finished paper namely Kraft paper, writing & printing paper and news print.

The domestic as well as export demand for finished grades of paper has been good and company expects a sizable turnover in finished paper segments in the coming years thereby substantially contributing to improvement of bottom line.

#### Threats

Paper Industry in general in India is subject to cyclical variation in demand & supply. Presently the industry enjoys good demand with the opening up of export market in the Middle East. Prices of imported waste paper are subject to fluctuation due to exchange rates, international freight rates and consequent international prices for waste paper.

# III. Segment-wise or products-wise performance

During the year, your Company has earned revenue from trading business of Rs. 37634.28/- Lakhs. Further, the Company has made Net Profit after Tax of Rs 119.28/- Lakhs from trading business.

#### IV. Outlook on Risk and concerns

Your Company is exposed to a number of risks such as economic, regulatory, taxation and environmental risks. Further, following can be some of the risks and concerns; the Company needs to keep in mind:

- Our company is subject to foreign currency exchange rate fluctuations risk which could have a material and adverse effect on our results of operations and financial condition.
- Our top 5 customers constitutes more that Approx. 65% and contribute Approx. 85% of our revenue from operations for the last couple of years.
- Adverse fluctuations in the price and availability of recyclable paper fiber and pulp could increase
  input costs which affect the operations of the Company and thereby affect the profitability of the
  Company.

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- We do the business with our customers on purchase order basis and do not have long-term contracts with most of them.
- We require high working capital for our smooth day to day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favourable terms at a future date may have an adverse effect on our operations, profitability and growth prospects.
- Increasing competition among the Indian Exporters in this industry.

Some of the risks that may arise in its normal course of its business and impact its ability for future developments include inter-alia, credit risk, liquidity risk, counterparty risk, regulatory risk, commodity inflation risk, currency fluctuation risk and market risk. Your Company has chosen business strategy of focusing on certain key products and geographical segments are also exposed to the overall economic and market conditions. Accordingly, your Company has established a framework and process to monitor the exposures to implement appropriate measures in a timely and effective manner.

#### V. Internal Control System and their adequacy

The Company has adequate internal control systems including suitable monitoring procedures commensurate with its size and the nature of the business. The Internal Auditors and Company's Internal Audit Department conduct regular audits to ensure adequacy of internal control system, adherence to management instruction and compliance with laws and regulations of the country as well as to suggest improvements. The statutory auditors while conducting the statutory audit, review and evaluate the internal controls and their observations are discussed with the Audit committee of the Board.

#### VI. Discussion on financial performance with respect to operational performance

The Net Income of your Company for the year 2017-18 was increased to Rs. 37767.80/- Lakhs as against Rs. 31339.13/- Lakhs of the previous year. Accordingly, the Company has made a Net Profit after Tax of Rs 119.28/- Lakhs in the current year as against Rs 79.43/- Lakhs of the previous year.

During the current year company incurred IPO expenses of Rs. 4051500/- which was totally written off during the same year.

#### VII. Human Resources

One of the key pillars of the Company's business is its people. The Company considers human resources as one of the vital and important factors for sustained growth, business success and creating value for Stakeholders. Company has maintained cordial and harmonious relations with all Employees.

The total numbers of Employees were 10 as on 31st March, 2018.

#### VIII. Cautionary Statement

Certain statements made in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, predictions and expectations may be forward looking statements, within the meaning of applicable securities law and regulations and actual results may differ materially from those expressed or implied. Significant factors that make differences to Company's operations include competition, change in Government policies and regulations, tax regimes and economic development within India. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statement, on the basis of any subsequent development, information or events or otherwise.

By Order of the Board of Directors GAUTAM EXIM LIMITED

BALASUBRAMANIAN RAMAN

Managing Director DIN: 00410443

**ANNEXURE-5** 

#### COMMITTEES OF THE BOARD

The Board of Directors has constituted three Committees, viz.

- 1. Audit Committee
- 2. Nomination and Remuneration Committee
- 3. Stakeholders' Relationship Committee

#### **AUDIT COMMITTEE**

The Audit Committee's composition meets with the requirement of Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement and Regulation 18 of the "SEBI LODR "Regulations 2015. The Members of the Audit Committee possesses financial / accounting expertise / exposure. The Audit Committee comprises of 3 members as on 31st March, 2018. The company secretary is the secretary and Compliance officer of the committee. The detail of the composition of the Audit committee along with their meetings held/attended is as follows:

Name of the Member	Position	Status	Attendance at the Committee Meeting held on			
			30/08/2017	14/11/2017	07/03/2018	
* Surendra Nemchand Shah	Chairman	Non-Executive Independent Director	Yes	NA	NA	
Umakant Kashinath Bijapur	Chairman/Me mber	Non-Executive Independent Director	Yes	Yes	Yes	
** Shivkumar Janakiram Giddu	Member	Non-Executive Independent Director	NA	Yes	Yes	
Balasubramanian Raman	Member	Executive Director	Yes	Yes	Yes	

#### NOTE:

- \* Mr. Surendra Nemchand Shah cease to be Chairman/member of Audit Committee due to resignation w.e.f 04/10/2017.
- \*\* Reconstitution of Audit committee, Mr. Umakant Kashinath Bijapur appointed as Chairman and Mr. Shivkumar Janakiram Giddu appointed as member of Audit Committee w.e.f Dt. 04/11/2017.

#### NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee's Composition meets with the requirement of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement and Regulation 19 of the "SEBI LODR "Regulations" 2015. The Members of the Nomination committee possesses sound knowledge / expertise / exposure. The Committee comprised of 3 members as on 31st March, 2018. The company secretary is the secretary and compliance officer of the committee .The detail of the composition of the Nomination & Remuneration committee along with their meetings held/attended is as follows:

Name of the Member	Position	Status		Attendance Committee M held on	at the leeting
				14/11/2017	07/03/2018
* Surendra Nemchand Shah	Chairman	Non-Executive Director	Independent	NA	NA
Umakant Kashinath Bijapur	Chairman/Me mber	Non-Executive Director	Independent	Yes	Yes

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** Shivkumar Janakiram Giddu	Member	Non-Executive Independent Director	Yes	Yes
Balasubramanian Raman	Member	Executive Director	Yes	Yes

#### NOTE:

- \* Mr. Surendra Nemchand Shah cease to be Chairman/member of Nomination and Remuneration Committee due to resignation on Dt. 04/11/2017.
- \*\* Reconstitution of Audit committee, Mr. Umakant Kashinath Bijapur appointed as Chairman and Mr. Shivkumar Janakiram Giddu appointed as member of Nomination and Remuneration Committee w.e.f Dt. 04/11/2017.

#### STAKEHOLDERS' RELATIONSHIP COMMITTEE

The stakeholders Relationship Committee meets with the requirement of the section 178 of the Companies act 2013, and regulation 20 of the SEBI LODR "Regulations" 2015. The Stakeholders Relationship Committee is mainly responsible to review all grievances connected with the Company's transfer of securities and redressal of shareholders' / investors' / security holders' complaints .The Committee comprised of 3 members as on 31st March, 2018. The company secretary is the secretary and compliance officer of the committee. The detail of the composition of the said committee is as follows:

Name of the Member	Position	Status
* Surendra Nemchand Shah	Chairman	Non-Executive Independent Director
Umakant Kashinath Bijapur	Chairman/Member	Non-Executive Independent Director
** Shivkumar Janakiram Giddu	Member	Non-Executive Independent Director
Balasubramanian Raman	Member	Executive Director

During the Financial Year 2017-18, No stakeholders Relationship Committee meeting were held.

During the year, the Company has not received any complaints from the Shareholders of the Company. There were no outstanding complaints as on 31.03.2018.

#### NOTE:

- \* Mr. Surendra Nemchand Shah cease to be Chairman/member of Stakeholders' Relationship Committee due to resignation on Dt. 04/11/2017.
- \*\* Reconstitution of Audit committee, Mr. Umakant Kashinath Bijapur appointed as Chairman and Mr. Shivkumar Janakiram Giddu appointed as member of Stakeholders' Relationship Committee w.e.f Dt. 04/11/2017.

By Order of the Board of Directors GAUTAM EXIM LIMITED

BALASUBRAMANIAN RAMAN Managing Director DIN: 00410443

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#### MD/CFO CERTIFICATION

To,
The Board of Directors
GAUTAM EXIM LIMITED

Certificate by Managing Director/ Chief Financial Officer (CFO) under Corporate Governance pursuant to the Regulation 33(1)(e) and Schedule IV of SEBI(Listing Obligation and Disclosure Requirements), Regulation 2015

- I, Balasubramanian Raman, the Managing Director(MD) of the Company and I, Lakshmi Ramanathan Iyer, the Chief Financial Officer (CFO) of the Company do hereby certify to the Board that:
- 1. We have reviewed financial statements and the cash flow statement for the year ending 31st March, 2017 and that to the best of their knowledge and belief:
  - I. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - II. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations
- 2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate of the company's code of conduct.
- 3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- 4. We have indicated to the auditors and the Audit committee
  - I. significant changes in internal control over financial reporting during the year;
  - II. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - III. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place : Vapi Date : 28-07-2018

BALASUBRAMANIAN RAMAN LAKSHMI RAMANATHAN IYER

Managing Director CFO

DIN: 00410443

### MD / CFO CERTIFICATION

To,
The Board of Directors
GAUTAM EXIM LIMITED

This is to confirm that the Company has adopted a Code of Conduct for its Employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

Place : Vapi

Date: 28-07-2018

BALASUBRAMANIAN RAMAN

Managing Director DIN: 00410443

# INDEPENDENT AUDITOR'S REPORT

To the Members of GAUTAM EXIM LIMITED VAPI

#### A Report on the Financial Statements

We have audited the accompanying financial statements of GAUTAM EXIM LIMITED ("the Company"), which comprises the balance sheet as at March 31, 2018, the statement of profit and loss, the cash flow statement for the year ended and a summary of significant accounting policies and other explanatory information.

#### B Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### C Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### **D** Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

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- (a) In the case of the condensed balance sheet, of the state of affairs of the Company as at 31st March 2018;
- (b) In the case of the condensed statement of profit and loss, of the profit for the period ended on that date; and
- (c) In the case of the condensed cash flow statement, of the cash flows for the period ended on that date.

#### E Report on Other Legal and Regulatory Requirements

As required by the companies (Auditor's Report) Order, 2016 "(the Order) issued by the central government of India in terms of sub-section (11) of section 143 if the Act, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss Statement and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on March 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With 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"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and according to the best of our information and according to the explanations given to us:
  - (i) The Company does not have any pending litigations which would impact its financial position.
  - (ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
  - (iii) There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Company.

As per our report of even date For B. A. DESAI AND ASSOCIATES. Chartered Accountants ICAI FRN: 113069W

> B A DESAI Proprietor Memb. No. : 046220

Place : Vapi Date : 18/05/2018

#### ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

Auditor's Report to the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2017 ("the Order") issued by the Central Government of India in terms of subsection (11) of section 143 of the Act.

#### 1. In respect of its fixed assets:

- a) According to the information and explanation given to us, the company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) According to the information and explanation given to us, all the fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- c) According to the information and explanation given to us, the title deeds of immovable properties are held in the name of the company.

#### 2. In respect of its inventories:

The Company is in the business of trading and does not have any physical inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

#### 3. Loans granted by the company:

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 Companies Act in respect of loans, investment, guarantees and securities.

#### 4. Loans, Investment, Guarantees and Securities:

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 Companies Act in respect of loans, investment, guarantees and securities.

#### 5. Public Deposits:

According to the information and explanations given to us, the company has not accepted any deposits and consequently, the directives issued by the Reserve Bank of India, provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder, where applicable with regard to the acceptance of deposit are not applicable.

#### 6. Cost Records:

The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

#### 7. Statutory Dues:

- a) In our opinion and according to information and explanations given to us, the company has been regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.
- b) According to the information and explanation given to us, no undisputed amounts in case of dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess is oustanding as at the year.

### 8. Repayment of financial dues:

In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institutions or bank.

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#### 9. Utilization of Term Loans and Initial Public Offer (IPO):

In our opinion and according to the information and the explanations given to us, the Company has raised Rs.3.324 Crore through Initial Public offer for the purpose working capital requirement. The Company has utilized full amount as on 31st March 2018.

During the current financial year company has not availed any fresh term loan.

#### 10. Frauds:

According to the information and explanations given to us, no fraud on or by the company by its officer/employees has been noticed or reported during the year.

#### 11. Managerial remuneration:

According to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the Companies Act. There is no restriction relating to managerial remuneration for a private company.

#### 12. Nidhi Company

In our opinion, the company is not a Nidhi Company. Therefore, the Provisions of clause 4(xii) of the order are not applicable to the company.

#### 13. **Related Party Transaction**

In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act and the details has been disclosed in the financial statement as required by the applicable standards.

#### 14. Preferential Allotment or Private Placement of Shares or Convertible Debentures (Fully or Partly):

According to the information and explanation given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

#### **15. Non-cash Transaction**

According to the information and explanations given to us, the company has not entered into any noncash transactions with the directors or the persons connected with him. Accordingly, the provisions of clause 3(xv) of the order are not applicable to the company.

#### Registration u/s 45-IA of RBI Act, 1934: 16.

In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi) of the order are not applicable to the company.

> As per our report of even date For B. A. DESAI AND ASSOCIATES. **Chartered Accountants** ICAI FRN: 113069W

> > **BADESAI Proprietor** Memb. No.: 046220

Place: Vapi Date: 18/05/2018

#### ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of GAUTAM EXIM LIMITED ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company 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. 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, 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.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 auditor's judgement, 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Limitations of Internal Financial Controls Over Financial Reporting

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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, to the best of our information and according to the explanations given to us, 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 March 31, 2018, 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 B. A. DESAI AND ASSOCIATES. Chartered Accountants ICAI FRN: 113069W

> B A DESAI Proprietor Memb. No. : 046220

Place : Vapi Date : 18/05/2018

Balance Sheet as at March 31, 2018

(Rs.)

Particulars	1	Notes	Figures for the Year as at 31-03- 2018	Figures for the Year as at 31- 03-2017
EQUITY AND LIABILITIES				
Share Capital		2	3,08,10,000	25,00,000
Reserve and Surplus		3	6,36,71,344	4,68,13,652
Total Shareholder's Fund		-	9,44,81,344	4,93,13,652
Non-Current Liability		•		
Long-term borrowings		4	4,11,21,644	14,94,545
Deferred Tax Liabilities			1,04,792	89,328
Other Long term liabilities			-	· -
Total Non-Current Liabilities		•	4,12,26,436	15,83,873
Current Liabilities		=	, , ,	, ,
Short-term borrowing		5	23,35,73,379	26,25,17,012
Trade payables				,,,
Total outstanding dues of Micro and Small Enterprise			_	_
Total outstanding dues of creditors other than Micro and Small E	Enterprise	6	17,87,85,647	4,89,91,677
Other current liabilities	1	7	3,24,81,758	79,88,684
Short-term provisions		7	78,31,918	43,60,482
Total Current Liabilities		-	45,26,72,702	32,38,57,857
	TOTAL	•	58,83,80,482	37,47,55,382
ASSETS		-	20,02,00,102	0.,,00,002
Non-current assets				
Fixed assets				
Tangible assets		9	49,87,908	51,89,281
Intangible assets			.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	01,00,201
Non-current investments		10	_	20,00,000
Deferred Tax Assets				,,
Long term loans and advances		11	2,54,478	2,54,478
Other non-current assets		12	-	9,14,838
Total Non-current assets		=	52,42,386	83,58,597
Current assets		-	-2,12,000	00,00,0,0
Current investments			_	_
Inventories			_	_
Trade receivables		13	40,36,56,346	24,00,71,721
Cash and cash equivalents		14	11,70,65,805	8,69,63,233
Short-term loans and advances		15	5,86,78,626	3,59,52,061
Other current assets		16	37,37,319	34,09,770
Total Current assets		-	58,31,38,096	36,63,96,785
	TOTAL	•	58,83,80,482	37,47,55,382
Significant accounting policies		1	,,,	,,,

As per our report of even date For B. A. DESAI AND ASSOCIATES Chartered Accountants Firm Registration No. 113069W

> Balasubramanian Raman Managing Director (DIN-00410443)

Umakant Kashinath Bijapur Ind. Director(DIN - 07269181)

(B. A. Desai) Proprietor Membership No. 046220

18/05/2018 Vapi Lakshmi Ramanathan Iyer CFO

Silkyben Bhikhalal Shah Company Secretary

Profit & Loss Statement for the period ended March 31, 2018

(Rs.)

Particulars	Notes	Figures for the Year as at 31-03- 2018	Figures for the Year as at 31-03- 2017
Revenue From Operations	17	3,76,34,27,899	3,12,95,67,292
Other Income	18	1,33,52,520	43,46,023
Total Revenue	10	3,77,67,80,419	3,13,39,13,315
Expenses:		5,77,67,60,419	0,10,09,10,010
Cost of materials consumed			
Purchases of Stock-in-Trade	19	3,71,48,63,521	3,08,02,45,419
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	13	3,71,40,03,321	5,00,02,45,415
Employee benefits expense	20	34,49,258	34,95,765
Finance costs	$\begin{array}{c c} 20 \\ 21 \end{array}$	2,33,76,165	2,97,30,917
Depreciation and amortization expense	$\frac{21}{9}$	6,14,831	3,67,209
Other expenses	$\frac{g}{22}$	1,53,13,957	82,02,250
Total expenses		3,75,76,17,732	3,12,21,21,560
Profit before exceptional and extraordinary items and tax		1,91,62,687	1,18,71,755
Exceptional items			
Profit before extraordinary items and tax		1,91,62,687	1,18,71,755
Extraordinary Items		-	-
Profit before tax		1,91,62,687	1,18,71,755
Tax expense:			
Current tax		72,19,531	39,03,322
Deferred Tax Liabilities/(Assets)		15,464	24,815
Prior year's tax adjustment		-	ı
Profit (Loss) for the period from continuing operations		1,19,27,692	79,43,618
Profit/(loss) from discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/(loss) from Discontinuing operations (after tax)		_	_
Profit (Loss) for the period		1,19,27,692	79,43,618
Earnings per equity share:		, , ,	, ,
Basic		3.871	31.78
Diluted		3.871	31.78

As per our report of even date

For B. A. DESAI AND ASSOCIATES Chartered Accountants Firm Registration No. 113069W

> Balasubramanian Raman Managing Director (DIN-00410443)

Umakant Kashinath Bijapur Ind. Director(DIN - 07269181)

(B. A. Desai) Proprietor Membership No. 046220

18/05/2018 Vapi Lakshmi Ramanathan Iyer

Silkyben Bhikhalal Shah Company Secretary

GAUTAM EXIM LIMITED CASH FLOW STATEMENT

Cash Flow for the period ended March 31, 2018

	PARTICULARS		For the Year ended 31-03- 2018 (Rs.)	For the Year ended 31-03- 2017 (Rs.)
Α	CASH FLOW FROM OPERATING ACTIVITIES			
	Net Profit/(Loss) before tax		1,91,62,687	1,18,71,755
	Adjustments:			
	Depreciation and Amortization Expenses		6,14,831	3,67,209
	Interest Expenses		2,12,29,678	3,82,31,736
	Provision for Deferred Tax		15,464	24,815
	Interest Income Operating Profit / (Loss) before working capital changes		$(1,10,25,540) \\ 2,99,97,120$	(1,91,18,783) <b>3,13,76,732</b>
			2,55,51,120	3,13,70,732
	Movements in working capital:			
	(Increase)/decrease in Inventories		-	
	(Increase)/decrease in Trade Receivables		6,35,84,625)	6,87,82,239
	(Increase)/decrease in Loans & Advances		2,18,11,727)	4,69,41,934
	(Increase)/decrease in Other Current Assets		(3,27,549)	34,09,770)
	Increase/(decrease) in Short Term Borrowings		2,89,43,633)	-
	Increase/(decrease) in Trade Payables		2,97,93,970	19,41,00,888)
	Increase/(decrease) in Current Liabilities and Provisions		2,79,64,510	95,88,035
	Cash generated from/(used in) operations		2,69,11,934)	4,08,21,718)
	Less : Income Tax		(7234995)	(3928137)
	Wealth tax paid		-	-
В	Net Cash flow from/(used in) Operating Activities CASH FLOW FROM INVESTING ACTIVITIES	(A)	3,41,46,929)	4,47,49,855)
	Interest Income		1,10,25,540	1,91,18,783
	Purchase of Fixed Assets, including intangible assets, capital work-in-progress		(4,13,458)	(23,57,526)
	Decrease in investments		20,00,000	-
С	Net Cash flow from/(used in) Investing Activities CASH FLOW FROM FINANCING ACTIVITIES	(B)	1,26,12,082	1,67,61,257
C	Proceeds from issue of equity shares		83,10,000	_
	Increase in Security Premium reserve		2,49,30,000	
	Proceeds from borrowings		4,00,00,000	7,35,82,494
	Repayment of Borrowing		(3,72,903)	1,00,02,404
	Interest Expenses		, , , , ,	(9 00 01 700)
	*	(0)	(2,12,29,678)	(3,82,31,736)
	Net Lash flow from/(used in) Financing Activities	(C) (A+B+C)	5,16,37,419	3,53,50,758
	Net Increase/(Decrease) in Cash & Cash Equivalents Cash & Cash Equivalents as at beginning of the year	(A+D+C)	3,01,02,572 8,69,63,233	73,62,160 $7,96,01,072$
	Cash & Cash Equivalents as at beginning of the year  Cash & Cash Equivalents as at end of the year		11,70,65,805	8,69,63,232
	Summary of Cash and cash equivalents as at the end of the year		11,70,00,000	0,00,00,202
	Cash on Hand		1,68,814	5,104
	Balance with Banks - In Current Accounts / FD etc.		11,68,96,991	8,69,58,129
			11,70,65,805	8,69,63,233

As per our report of even date

For B. A. DESAI AND ASSOCIATES Chartered Accountants Firm Registration No. 113069W

Balasubramanian Raman Uma Managing Director (DIN-00410443)

Umakant Kashinath Bijapur Ind. Director(DIN - 07269181)

(B. A. Desai) Proprietor Membership No. 046220

18/05/2018 Vapi Lakshmi Ramanathan Iyer CFO Silkyben Bhikhalal Shah Company Secretary

Note: 2 : SHARE CAPITAL

Share Capital	As at 31st	March 2018	As at 31st March 2017		
Share Capital	Number	Number Amt. Rs.		Amt. Rs.	
Authorized	-	-	-	-	
Equity Shares of Rs.10 each	50,00,000	5,00,00,000.00	2,50,000	25,00,000.00	
Issued, Subscribed & Fully paid-up					
Equity Shares of Rs.10 each	30,81,000	3,08,10,000.00	2,50,000	25,00,000.00	
Total	30,81,000	3,08,10,000.00	2,50,000	25,00,000.00	

Note: 2.1: Reconciliation of number of Shares

Particulars	Equity	Shares	Equity Shares	
rarticulars	Number Amt. Rs.		Number	Amt. Rs.
Shares outstanding at the beginning of the year	2,50,000	25,00,000	2,50,000	25,00,000
Shares Issued during the year	28,31,000	2,83,10,000.00	1	-
Shares bought back during the year	-	i	-	-
Shares outstanding at the end of the year	30,81,000	3,08,10,000.00	2,50,000	25,00,000.00

Note: 2.2 : Details of Shares held by shareholders holding more than 5% of the aggregate shares in the co.

	As at 31st M	arch 2018	As at 31st March 2017		
Name of Shareholder	No. of Shares	% of Holding	No. of	% of	
	held		Shares held	Holding	
R. Balasubramanium	1168650	37.93%	129850	51.94%	
Nagalaxmi Balasubramanium	989775	32.13%	109975	43.99%	
Pantomath Stock Brokers Private Limited	234000	7.59%	-	-	

During the financial year 2017-18, the Company had increased its Authorised Share Capital from Rs. 25.00 Lacs to Rs. 5 crores after taking necessary approval from the shareholders in the EGM held on 27th April, 2017. The Company, after getting necessary approval from the shareholders in the EGM had issued 8,31,000 Equity Shares of Rs. 10/- each at an issue price of Rs. 40/- each (including Premium of Rs. 30/- per share) by way of Intiail Public Offering. The IPO was made with the object of meeting the working capital requirement and general corporate purpose requirement of the Company and the proceeds from the IPO was fully utilised for the purpose as stated in the prospectus.

Note: 3 : Reserve and Surplus

Particulars	As at 31st March 2018	As at 31st March 2017
A. Securities Premium Account		
Opening Balance	-	75,00,000
Add: Securities premium credited on Share issue	2,49,30,000	-
Less: Premium Utilised for various reasons	-	-
For Issuing Bonus Shares	-	-
Closing Balance	2,49,30,000	75,00,000
Opening balance	4,68,13,652	3,13,70,034
(+) Net Profit/(Net Loss) For the current year	1,19,27,692	79,43,618
(-) Preliminary Expenses Written off		
(-) TRS to Share Capital	(2,00,00,000)	
Closing Balance	3,87,41,344	3,93,13,652
Total	6,36,71,344	4,68,13,652

Note: 4 : Long Term Borrowings

Particulars	As at 31st March 2018	As at 31st March 2017
Secured		
(a) Term loans		
From Bank & Financial Institutions		
- Term Loan	-	-
- Vehicle Loan	11,21,644	14,94,545
( Loan obtained from SBI for the Purchase of the Car (Wagon		
R). Loan payable in 59 monthly installments of Rs. 18,528/-		
starting from 16.11.2015 upto 15.09.2020 & Car Innova loan		
payable in 84 installments of 16064/- starting from 13/03/17		
upto 13/02/24)		
From Others		
Sub-total (a)	11,21,644	14,94,545
Unsecured Loan from Director	4,00,00,000	
Total	4,11,21,644	14,94,545

Note: 5 : Short Term Borrowings

Particulars	As at 31st March 2018	As at 31st March 2017
Secured (a) Working Capital Loans (b) Buyers' Credit/WCDL/cash credit facilities (a) Pari pasu charge on all present and future current assets	22,37,82,708	26,25,17,011
and movable fixed assets of the company along with Kotak Mahindra and DBS Bank Ltd Over Draft A/C DBS Bank	97,90,672	-
Total	23,35,73,380	26,25,17,011

Note: 6 : Trade Payables

Particulars	As at 31st March 2018	As at 31st March 2017
(a) Micro, Small and Medium Enterprise	-	-
(b) Others		
For Goods	7,07,06,798	4,89,91,677
For Services	10,80,78,849	-
For Capital Goods	-	-
Total	17,87,85,647	4,89,91,677

# Note: 7: Other Current Liabilities

Particulars	As at 31st March 2018	As at 31st March 2017
(i) Current maturities of Long Term Debt		
(i.e. Term Liability classified as current) Vehicle Loan	2,69,119	1,64,509
(ii) Statutory Remittance		
TDS Payable	2,31,553	12,500
Entry Tax and Vat Payable	-	57,866
Additional VAT		
Professional Tax Payable	8,100	-
Differ Tax Liability	-	
(iii) Credit Balance of Debtors	2,30,54,695	39,96,573
(iv) Other Payables (Specify Nature)		
Interest on FCL Payable	11,87,725	9,18,102
Audit Fees Payable	97,750	1,00,500
Claim Payable	7,70,205	90,281
Professional Fees Payable	9,750	10,000
Premium on forward contact payable A/C	-	26,38,355
Internal Audit Fees Payable A/C	45,000	-
Bill discounting A/C	68,07,861	-
Total	3,24,81,758	79,88,685

# Note: 8 : Short Term Provisions

Particulars	As at 31st March 2018	As at 31st March 2017
Provision For		
(a) Employee benefits		
(i) Contribution to PF, Worker Salary Payable, Gratuity		
Provisions, Other		
(i) Income Tax		
Net Income Tax (Prov. For Tax + Refund of I.TSA Tax - Adv	-	1,06,834
Tax -TDS)		
TCS	-	(99,993)
Provision for I.T. for FY 17-18	72,19,531	-
Provision for I.T. for FY 16-17	-	39,03,322
Provision for Interest	2,89,874	-
(ii) Other Expenses	3,22,514	4,50,323
Total	78,31,919	43,60,486

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Note: 9 : Fixed Assets

		Gross 1	Block			Accumulated Depreciation			n Net Block		
Fixed Assets	Balance as at 1 April 2017	Addition s	Dispos al/ Adjust ment	Balance as at 31st March 2018	Balance as at 1 April 2017	Depreciat ion charge for the year 2018	Amount Charged to Reserve s (refer Note below)	Deducti ons/ Adjustm ents	Balance as at 31st March 2018	Balance as at 31st March 2018	Balance as at 31 March 2017
Tangible Assets											
Computer	3,15,110	3,20,880	-	6,35,990	2,95,342	59,463	-	-	3,54,805	2,81,186	3,40,649
Office Equipments	2,00,572	-	-	2,00,572	85,931	30,354	-	-	1,16,285	84,287	1,14,641
Office premises	12,32,909	-	-	12,32,909	-	-	-	-	-	12,32,909	12,32,909
Furniture & fixture	10,25,818	-	-	10,25,818	2,88,579	99,454	-	-	3,88,033	6,37,785	7,37,239
Vehicle	32,36,808	-		32,36,808	1,94,859	4,02,624			5,97,483	26,39,325	30,41,949
Mobile	53,500			53,500	53,500	-			53,500	-	-
Air Conditioner	1,00,500	70,703		1,71,203	57,725	22,937			80,662	90,541	1,13,478
Printer	-	21,875		21,875	-	-			-	21,875	-
Total	61,65,217	4,13,458	-	65,78,675	9,75,936	6,14,832	-	-	15,90,768	49,87,908	5,80,865
Intangible Assets											
Software	-	-		-	-	-	-	-	-	-	-
Patent	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	_	-
Total	61,65,217	4,13,458	-	65,78,675	9,75,936	6,14,832	-	_	15,90,768	49,87,908	55,80,865

Note: 10 : Non Current Investments

Particulars	As at 31st March 2018	As at 31st March 2017
(a) Investment in Property	-	-
(b) Investment in Equity Instruments	-	-
In Unquoted Fully paid up Equity Shares of	-	-
(c) Investment in Preference Shares	-	-
(d) Investments in Government or Trust Securities	-	-
(e) Investments in Debentures or Bonds	-	-
(f) Investments in Mutual Funds	-	20,00,000
(g) Investments in Partnership Firms	-	-
(h) Other Non Current Investments	-	-
Aggregate amount of unquoted Investments	-	20,00,000
Aggregate Cost of Quoted Invetsment	-	20,00,000
Aggregate Cost of Unquoted Invetsment		
Aggregate Market Value of Quoted		
Total	_	20,00,000

# $Note: 11 \quad : Long\ Term\ Loans\ and\ Advances$

Particulars	As at 31st March 2018	As at 31st March 2017
(Unsecured and Considered Good)  a. long term loans and advances recoverable from Directors/Promoters/Promoter Group/ Associates/ Relatives of Directors/Group Company  b. Other Long Term Loans & Advances Security Deposits	-	-
Deposit for Vapi Office	1,21,000	1,21,000
Security Deposit with GEB	33,478	33,478
Deposit for Mumbai Office	1,00,000	1,00,000
(recoverable in cash or kind or for value to be received)		
Total	2,54,478	2,54,478

# Note: 12 : Other Non Current Assets

Particulars	As at 31st March 2018	As at 31st March 2017
Interest Receivable Shah Paper Mills	-	9,14,838
Total	-	9,14,838

Note: 13 : Trade Receivables

Particulars	As at 31st March 2018	As at 31st March 2017
(Unsecured and Considered Good)		
a. From Directors/Promoters/ Promoter Group/		
Associates / Relatives of Directors / Group Companies		
Over Six Months	-	-
Others	-	-
b. From Others		
Over Six Months	15,63,009	17,73,009
Others	40,20,93,337	23,82,98,712
Total	40,36,56,346	24,00,71,721

Note: 14 : Cash and Bank Balances

Particulars		As at 31st March 2018	As at 31st March 2017
a. Cash & Bank Equivalent			
Cash on hand*		1,68,814	5,103
Balances with banks			
IDBI Bank, Vapi		35,51,984	93,312
State Bank of India, Vapi - current		16,71,854	2,90,741
Yes Bank		2,72,338	12,334
Kotak Mahindra Bank (CCH)		4,98,79,406	2,33,11,557
Margin A/c		2,85,366	4,90,462
DBS Bank Ltd		-	2,80,543
b. Balance in Deposit Accounts			
Fixed Deposit with DBS Bank		2,12,10,000	2,35,60,000
Fixed Deposit with Kotak Mahindra		4,00,26,042	3,89,19,180
	Total	11,70,65,805	8,69,63,233

Note: 15 : Short Term Loans and Advances

Particulars	As at 31st March 2018	As at 31st March 2017
(Unsecured and Considered Good)		
Advance Paid to Suppliers	5,18,42,275	3,31,07,026
Interest Receivable on FDR	8,68,169	10,61,134
Delayed Interest Charges Receivable	6,08,072	-
Interest Receivable Rajvi	1,93,315	1,93,315
Advance to Step Management	2,00,000	2,00,000
TATA Capital Financial Services	-	12,370
Advance for Travelling	36,981	-
Prepaid Insurance	39,748	74,226
Bill Discounting Account	-	7,28,990
Issuce Expenses	-	5,75,000
Security Deposit with BSE	3,32,400	-
GST a/c	35,20,074	-
TCS	10,37,592	-
Total	5,86,78,626	3,59,52,061

Note: 16 : Other Current Assets

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Preliminary Expenses not w/off.		
Net Income Tax (SA Tax + Adv Tax +TDS -Prov. For Tax-Refund of I.T.)	34,85,935	-
TDS Receivable	-	19,09,770
Advance Tax	-	15,00,000
Deffered Tax Income IPO	2,51,384	-
Total	37,37,319	34,09,770

# Note: 17 : Revenue from Operation

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Sale of goods/services as applicable		
Sales of goods (Domestic)	3,43,04,37,260	3,12,95,67,292
Export sales	2,59,05,599	-
Sales of Finished Paper	16,41,84,489	-
Total	3,62,05,27,348	3,12,95,67,292
Sale of services	14,29,00,551	_
Gross Total	3,76,34,27,899	3,12,95,67,292

# Note: 18: Other Income

Particulars		For the year ended 31 March 2018	For the year ended 31 March 2017
(a) Deffered Tax IPO Income		2,51,384	-
	Total	2,51,384	-
(b) Other Non Operating Revenue			
Interest other/billn dis.char.recod		3,15,607	-
Delayed Interest Charges Recovered		65,61,941	-
Interest received(Kotak)		26,66,547	28,73,023
Interest received(DBS bank)		14,81,445	14,50,815
I.T refund received		-	1,030
Divident Received mutual fund		3,66,780	-
Int. recd on mutual fund		-	21,155
Exchange diff. A/c		17,08,816	-
	Gross Total	1,33,52,520	43,46,023

Note: 19: Purchase of Traded Goods

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Purchase of Trading Goods	3,38,13,02,044	3,08,02,45,419
Purchase of Services	14,66,02,317	-
Purchase of Finished Paper	18,69,59,160	-
Total	3,71,48,63,521	3,08,02,45,419

# Note: 20 : Employee Benefit Expenses

Particulars	For the year ended 31 March	For the year ended 31 March
	2018	2017
Salaries-staff- Vapi	18,99,092	18,99,450.00
Staff welfare expenses	2,37,569	1,82,360
Bonus to staff	4,44,738	4,25,052
Salaries-staff-Mumbai	2,43,500	9,70,400
Leave surrender salary	-	18,503
Ex-Gratia	2,02,644	-
Overtime Exp	1,715	-
Salaries to Director	4,20,000	
Total	34,49,258	34,95,765

# Note: 21 : Finance Cost

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Interest on bank	4,10,142	35,805
Bill discounting charges	1,31,95,987	1,69,85,428
Interest on buyer's credit	70,56,726	60,80,810
Withholding TAX	5,66,823	3,56,933
Other Borrowing Cost		
Bank charges	12,95,258	22,20,837
Exchange difference a/c	-	30,41,844
L/C opening expenses	14,812	20,367
Swift charges	8,36,417	9,88,893
Total	2,33,76,166	2,97,30,917

# Note: 22 : Other Expenses

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Sales and Administrative Expenses		
Printing and Stationery	266234	156104
Travelling (Director & Other)	699932	248334
Postage, Telegram & Telephone	97012	103677
Electrical Charges	151439	164931
Legal & Professional Expenses	9,293	50625
Insurance	1,92,682	66411

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Office Rent	5,94,000	3,54,000
Membership & Subscription	23,675	13,066
Computer Expenses	1,21,525	72,827
Office Expenses	2,15,061	2,00,291
Courier Charges	47,300	34,889
Rate & Taxes	18,064	32,926
ROC filling Fees	33,559	22,209
Water Charges	20,452	18,153
Vehicle Expenses	1,92,345	1,73,047
Books & Periodicals	600	-
Balance written off	141	8,631
Repair and Maintenance	2,39,502	47,135
Advertisement charges	2,600	1,100
Sundry Expenses	82,279	17,785
Sales Promotion Expenses	30,717	6,660
Repair and Maintenance Building	1,01,426	14,792
Transport Charges	9,193	,
Software solution exp	10,80,000	5,40,000
Drainage charges	2,850	5,016
Donation account		10,000
Donation account 80G	2,00,000	1,00,000
Director Sitting Fees	1,00,000	-
Interest on vehicle loan	1,45,985	76,795
Tax audit fees		-
Certification & consultation fees	16,875	<u>-</u>
Seminar expenses	4,200	28,000
Professional Tax firm	2,500	2,500
Conveyance Expenses	59,790	31,800
Professional fees director	9,60,000	6,00,000
Diwali related exp.	83,491	1,52,900
Medical exp.	64,427	67,828
Office gift		27,700
Diwali gift	_	59,297
Professional fees paid	9,35,837	1,89,405
Selling expenses	-	1,840
Service tax	1,67,158	2,74,180
Gift& Souvenirs	1,60,571	34,601
Internet charges	16,082	23,377
Stamping charges	7,27,461	5,62,800
Premium on forward sale cont.	-,-,,-,-	26,38,355
Notified Area Tax	12,315	
MCA Fees	4,25,000	_
Adhoc Exp	2,500	-
ASBA Fees	1,15,000	-
BID verification Charges	15,000	<u>-</u>
Conference Expenses	1,63,496	_
Foreign Travel Exp-Director	6,42,356	<u>-</u>

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
NSDL/CDSL Charges	32,500	-
Ratting Expenses	1,56,000	-
E Seal Exp	15,000	-
IPO Expenses	2,02,298	-
Internal Audit Fees	50,000	-
LOU Commission	10,67,629	-
Annual Renewal Fees	-	1,63,875
Processing fees bank credit	3,97,100	7,24,388
L/c Amendment charges	7,254	-
Export L/c Advising Charges	2,750	-
Total - a	11182457	81,22,250

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
Auditor Remuneration		
Audit fees	27,500	27,500
Certification fees	50,000	50,000
Other professional services	2,500	2,500
Total - b	80,000	80,000

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
IPO expenses	40,51,500	_
Total-c	40,51,500	_
TOTAL (a+b+c)	1,53,13,957	82,02,252

# Notes forming part of the Financial Statements

#### 1. Corporate Information

Gautam Exim Limited ("the Company") is a Trader and Importer of Imported Waste Paper and Indigenous Waste Paper, Chemicals and finished paper.

The Registered Office of the Company is located in Vapi, South Gujarat.

### 2. Significant accounting policies

#### a. Basis for preparation of Accounts:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013, and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"). The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

#### b. Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/materialise.

### c. Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

#### d. Cash flow statement

Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or Company are segregated based on the available information.

#### e. Property, Plant and Equipments

Tangible assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. The cost of property, plant and equipments comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying property, plant and equipments up to the date the asset is ready for its intended use.

#### **Depreciation**

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

# 13th Annual Report – 2017-18

Depreciation on tangible assets is calculated on the straight-line basis over the estimated useful life of all assets. The lives are in accordance with Schedule II to the Companies Act, 2013.

#### f. Borrowing Cost

Borrowing costs include Bank charges, Bank Guarantee Commission and Loan Processing charges.

#### g. Employee Benefits

Contribution to employee's benefit funds remitted to statutory authority is charged to revenue if any. No provision has been made for accruing liability for gratuity to employees. Gratuity payable is accounted for as and when payment are made.

#### h. Revenue recognition:

Net value of sales of goods and services are consider under revenue from operation.

Income from services: Revenues from contracts priced on a time and material basis are recognized when services are rendered and related costs are incurred.

#### Other income:

Interest Income is accounted on accrual basis.

#### i. Foreign currency transactions and translations:

The foreign exchange earnings was Rs. 305,70,024/- (USD \$ 475620.24)

The foreign exchange outgo was Rs. 310731940/- (USD \$ 47888631.75)

#### j. Earnings per share:

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

#### k. Taxes on income:

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such assets. Deferred tax assets are recognized for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their reliability Current and deferred tax relating to items directly recognized in equity is recognized in equity and not in the Statement of Profit and Loss.

#### l. Share issues expenses:

The whole amount related public issue amounting to Rs. 40,51,500/- has been written off during the current year.

#### m. Related Party Disclosure

The detail of Related Party disclosure, as required by AS-18 "Related Party Disclosure" is as under:

# 13<sup>th</sup> Annual Report – 2017-18

i. List of related parties and nature of relationship:

Sr. No.	Nature of Relationship	Name of Related Party	
1	Key Management Personnel	Mr. Balasubramanian Raman	
		Ms. Nagalakshmi Balasubramanian	
		Ms. Lakshmi Ramanathan Iyer	
		Miss. Silkyben Bhikhalal Shah	

# ii. Transaction with related parties

Sr. No.	Particulars	Nature of Transaction	As on 31-03- 2018
1	Mr. Balasubramanian Raman	Directors Remuneration Professional Service	3,00,000 9,60,000
2	Ms. Nagalakshmi Balasubramanian	Directors Remuneration Software Solution Charges	1,20,000 10,80,000
3	Ms. Lakshmi Ramanathan Iyer	Remuneration	3,33,480
4	Miss. Silkyben Bhikhalal Shah	Remuneration	1,44,000

n. Previous Year Figures have been regrouped recasted wherever necessary.

For B. A. DESAI AND ASSOCIATES. Chartered Accountants ICAI FRN: 113069W

> B A DESAI Proprietor Memb. No. : 046220

Place : Vapi Date : 18/05/2018

CIN: U51100GJ2005PLC046562 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

# 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 ar	n a registered Sharehol	der/proxy for the registered Shareholder of the Company.
I hereby record i	ny presence at the 13th	ANNUAL GENERAL MEETING of the Company held on Wednesday,

the 29<sup>th</sup> August, 2018 at 11.00 a.m. at **Hotel Royal Shelter**, Gunjan Chokdi, National Highway No. 8, Vapi, Gujarat 396191.

Name of Shareholder/Proxy	
Signature of Shareholder/Proxy	

# **BALLOT FORM**

(To be returned to Scrutinizer appointed by the Company)

Name	
Address	
DP ID*	
Client ID*	
Folio No.	
No. of Shares held	

I/ We hereby exercise my/our vote in respect of the following resolution(s) to be passed at the 13th Annual General Meeting of the Company, to be held on Wednesday, the 29th August, 2018 at Hotel Royal Shelter, Gunjan Chokdi, National Highway No. 8, Vapi, Gujarat 396191, Gujarat in respect of businesses as stated in the Notice dated 28th July, 2018 by conveying my/our assent/dissent to the said resolutions(s) by placing the tick (mark at the box against the respective matters:

Item No.	Description of Resolution	Type of Resolution (Ordinary / Special)	I/We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
	ORDINARY BUSINESS			
1	Adoption of Audited Standalone Financial Statements for the financial year ended 31st March 2018 and report of Board of Directors and Auditors thereon.	Ordinary		
2	Declare Dividend	Ordinary		
3	Appointment of Ms. Nagalakshmi Balasubramanianwho retires by rotation and being eligible, offers himself for reappointment	Ordinary		
4	Appointment of B. A. Desai and Associates as Statutory Auditor	Ordinary		
	SPECIAL BUSINESS			
5	Appointment of Mr. Pritesh Shah as a Whole-time Director and approve the remuneration	Special		
6	Appointment of Mr. Manishkumar Ray as a Whole-time Director and approve the remuneration	Special		
7	Approve the related party Transaction	Special		

Place:

Signature of the Member/ Beneficial Owner

#### INSTRUCTIONS FOR FILLING THE BALLOT FORM

- A member desiring to vote by ballot form may complete this ballot form and send it to the Scrutinizer, appointed by the Company viz: Mr. Vishal Dewang, Practicing Company Secretary, C/o. Gautam Exim Limited, C7/57 59, MIRGASIR COMPLEX, OPP. ADVANCE COMPLEX, N H NO 8, GIDC, VAPI - 396195, GUJARAT, Gujarat
- 2. In case of Companies, trusts, societies, etc. the duly completed ballot form should be accompanied by a certified true copy of Board Resolution/ Authority.
- 3. Unsigned Ballot Forms will be rejected
- 4. A Member need not cast all the votes in the same way.
- 5. Duly completed Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Tuesday, the 28<sup>th</sup> August, 2018 at the address mentioned in point no.1 above.
- 6. The Scrutinizer's decision on the validity of Ballot Form will be final.

<sup>\*</sup>Applicable for investors holding Shares in an Electronic form.

CIN: U51100GJ2005PLC046562 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

### 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):		_
D 11.1		
Folio No./Client ID No.	DP ID No	
I/We, being the member (s) of equity shar	res 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 13<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the 29<sup>th</sup> August, 2018 at 11.00. A.M. at **Hotel Royal Shelter**, Gunjan Chokdi, National Highway No. 8, Vapi, Gujarat 396191 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:

Ite m No.	Description of Resolution	Type of Resolution (Ordinary / Special)	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
	ORDINARY BUSINESS			
1	Adoption of Audited Standalone Financial Statements for the financial year ended 31st March 2018 and report of Board of Directors and Auditors thereon.	Ordinary		
2	Declare Dividend	Ordinary		
3	Appointment of Ms. Nagalakshmi Balasubramanianwho retires by rotation and being eligible, offers himself for reappointment	Ordinary		
4	Appointment of B. A. Desai and Associates as Statutory Auditor	Ordinary		
	SPECIAL BUSINESS			
5	Appointment of Mr. Pritesh Shah as a Whole-time Director and approve the remuneration	Special		
6	Appointment of Mr. Manishkumar Ray as a Whole-time Director and approve the remuneration	Special		
7	Approve the related party Transaction	Special		

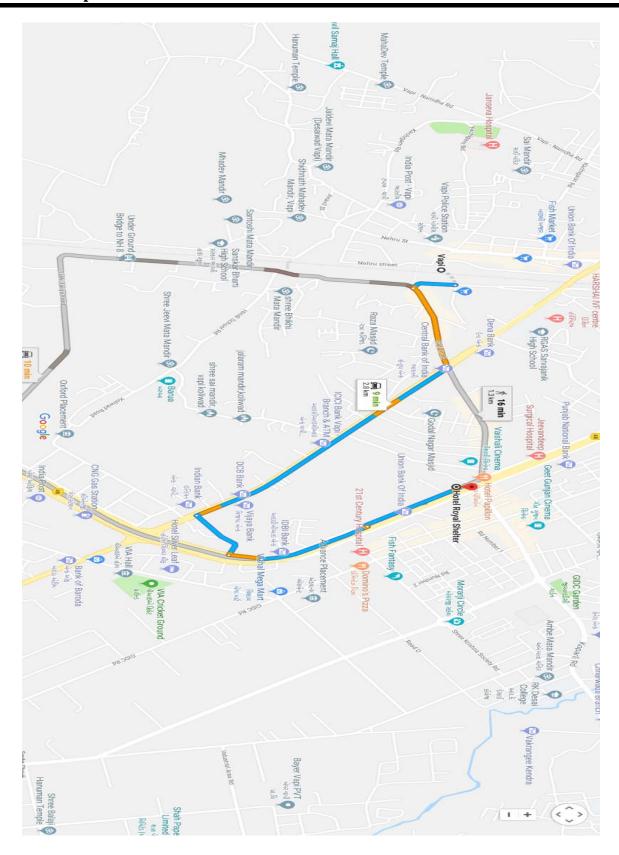
Signed thisday of August 2018		Affix Revenue Stamp
Signature of Shareholder:	Signature of Proxy holder(s):	

#### Note:

- 1. 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.
- 2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a member holding more than ten percent, 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 proxy for any other person or Member.
- 3. In the case of joint holders, the signature of any one holder shall be sufficient, but the names of all joint holders should be stated.
- 4. Appointing a proxy does not prevent a member from attending in person if he so wishes.

To, Gautam Exim Limited C7/57 59, Mirgasir Complex, Opp. Advance Complex, N H No 8, GIDC, Vapi, Gujarat – 396195

<sup>\*</sup> it is optional to put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.



# **BOOK POST**



If Undelivered, Please return to

# **GAUTAM EXIM LIMITED**

# **REGISTERED OFFICE**

C7/57 59 Mirgasir Complex, Opp. Advance Complex, N. H. No. 8, GIDC, Vapi – 396195, Gujarat Tele / Fax : 91-260-2432998 / 91 260 2431988

> E-mail: mani@gautamexim.com Website: www.gautamexim.com