



GAUTAM EXIM LIMITED

Registered and Admin Office :

Plot No. 29, Pavitra, Second Floor, Chharwada Road, Opp. Sargam Society, GIDC., Vapi-396 195, Gujrat, India. **Tel/Fax** : 91-260-2432998, 2430106 **Mob.:** 91-9512701950 **Email** : info@gautamexim.com / grrpl1850@gmail.com **CIN** : L51100GJ2005PLC046562 **Web.:** www.gautamexim.com **GSTIN** : 24AACCG7701P1ZF

Corporate office :

Ward No. 11, Near Fatehnagar Way Bridge, Dhuni, Fatehnagar - 313205, Distt. - Udaipur, Rajasthan, India **Mob.:** 91-9887003544

Date 20th Day of March 2026

To

The Board of Directors

Gautam Exim Limited

Sub: Notice of 07/2025-26 Meeting of the Board of Directors of Gautam Exim Limited

Dear Directors,

NOTICE is hereby given that 07/2025-26 Meeting of Board of Directors of Gautam Exim Limited for the financial year 2025-26 is proposed to be held on Saturday, the 28th Day of March, 2026 at 4.00 P.M. at Plot No. 29, Pavitra, Second Floor, Chharwada Road, Opp. Sargam Society, GIDC., Vapi-396 195, Gujrat, India.

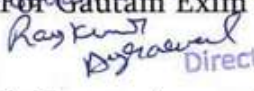
Agenda along with notes to agenda for the Board Meeting is attached herewith for your reference as Annexure I.

Each Director is requested to inform if they have any conflict of interest before participating in the aforesaid meeting and making decisions regarding the business of the Company. We would like to inform you that, you may attend the Board Meeting through Video Conference as well.

Further, if any director of the Company is unable to attend the ensuing Board meeting, he may inform the Board before the date of the meeting by sending the signed leave of absence application.

Kindly make it convenient to attend the Meeting. Please acknowledge receipt of this notice.

With best regards

For - 
Rajkumar Agrawal
Director

Rajkumar Agrawal

Director

DIN: 11129059

AGENDA FOR THE 07/2025-26 MEETING OF BOARD OF DIRECTORS OF GAUTAM EXIM LIMITED TO BE HELD ON SATURDAY, 28TH DAY OF MARCH, 2026 AT 4.00 P.M. THROUGH VIDEO CONFERENCING TO TRANSACT FOLLOWING BUSINESS:

AGENDA

1. To Elect the Chairman of the meeting.
2. To grant leave of absence, if any.
3. To take note of Minutes of Board Meeting of the Company held on, **Wednesday, March 11, 2026.**
4. To Approve Sub-Division (split) of Equity Shares of the Company from face value of Rs.10 each fully paid up in such manner as may be determined by the Board of Directors and subject to approval of the Shareholders and such authorities as may be required and to fix the record date for the same.
5. To consider and approve alteration of Capital Clause of Memorandum of Association of the Company and Articles of Association of the Company, wherever applicable.
6. To consider and approve issue of Bonus Shares to Equity Shareholders of the Company in such manner as may be determined by the Board of Directors and subject to approval of the Shareholders and to fix the record date for the same.
7. To consider capitalization of Security Premium account and free reserves for the purpose of issue of bonus shares.
8. To approve the Notice of Extra Ordinary General Meeting (EoGM) of the Company along with Agenda and Explanatory statement and dates for book closure of Register of Members for the same.
9. To approve appointment of Scrutinizer for Extra Ordinary General Meeting (EoGM) of the Company.
10. To authorize Director/Company Secretary to file necessary forms with ROC and Stock Exchange.
11. To authorize filing of corporate action forms with BSE Limited.
12. To appoint CS Varun Bhomia & Co. (a Peer Reviewed firm) as the Secretarial Auditors of the Company.
13. To review the status of the GST related issues in the state of Gujarat and its future action plan.

14. To consider, discuss and authorise Mr. Rajkumar Agrawal (DIN:11129059)
Director of the Company and Mr. Balasubramanian Raman (DIN: 00410443)
Director of the Company to apply for ICEGATE Registration.
15. To discuss any other business with the permission of the Chairman.

With best regards

For Gautam Exim Limited
For - Gautam Exim Limited

*Rajkumar
Agrawal*
Director

Rajkumar Agrawal
Director
DIN: 11129059

The members of the Board are requested to take note that a facility to attend the meeting vide videoconferencing shall be made available if any member of this Board is to attend the meeting through videoconferencing. In case any member of this Board wishes to attend the meeting through video-conferencing facility, then such member is hereby requested to intimate the Company Secretary of the Company 3 days before the date of the meeting in order to enable the company to make requisite arrangement.

Notes

1. All the recordings of the proceedings of the Meeting, through Electronic Mode, shall be deemed to be made at Chairman place.
2. The Meeting through Video Conferencing will be held in accordance with the Section 173 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendments, modifications or re-enactments thereto), Secretarial Standards -1("Secretarial Standard on Board Meeting"), relevant MCA circulars and notifications.
3. For any issues, problems, including technical issues which may arise before, during or after the Meeting, kindly mail us at cs@gautamexim.com or contact Mr. Vishad Jaiswal, Contact No. +91- 87705-88797
4. All Board Members are requested to updated their E-mail IDs with the Company before dispatch of Notice.
5. Members participating in the Meeting through video conferencing shall be counted for the purpose of Quorum unless they are to be excluded for any items of business under the provisions of the Act or any other law.

NOTES TO AGENDA FOR THE 07/2025-26 MEETING OF BOARD OF DIRECTORS OF GAUTAM EXIM LIMITED TO BE HELD ON SATURDAY, 28th DAY OF MARCH, 2026 AT 4.00 P.M. THROUGH VIDEO CONFERENCING TO TRANSACT FOLLOWING BUSINESSES:

Item no 1.

To Elect the Chairman of the meeting.

The Board of Directors (the "Board") present at the meeting to elect one among themselves as the Chairperson of the meeting to conduct the proceedings of the meeting.

Item no 2.

To grant leave of absence, if any.

Leave of Absence may be granted to that member of the Board who conveys his/her inability to attend the meeting. Formal letter or intimation via email by any member to Chairperson or Company Secretary, prior to the date of the Meeting will be taken into consideration.

The Directors are requested to kindly consider the same.

Note : Pursuant to the provisions contained in Section 167(1)(b) of the Companies Act, 2013, the office of the Director shall become vacant in case he absents himself from all the Meetings of the Board of Directors held during a period of twelve months with or without seeking Leave of absence of the Board.

Item no 3 .

To take note of Minutes of Board Meeting of the Company held on, Wednesday March 11, 2026.

The draft Minutes of the previous Board Meeting held on, Wednesday March 11, 2026 will be duly circulated to all the Directors of the Company for their perusal and confirmation.

The Board is requested to take note of the same.

Item no 4

To Approve Sub-Division (split) of Equity Shares of the Company from face value of Rs.10 each fully paid up in such manner as may be determined by the Board of Directors.

In order to improve the liquidity of the Company's share and to make it more affordable for small investors as also to broad base of the small investors, it is hereby placed before the Board of Directors of the Company to recommend to sub-divide (split) Company's 1 (one) Equity Share of face value of Rs. 10/- (Rupees Ten Only) each into 2 (Two) Equity Shares of face value of Re. 5/- (Rupee Five Only) each without altering the paid up capital of the Company, subject to the approval of the members.

The Record Date for the aforesaid sub-division of the Equity Shares shall be fixed by the Board of Directors.

Draft Resolution:

Approval for Sub-Division/ Split of Equity Shares of the Company:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) ("the Act"), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations'), and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the approval of members in the General Meeting of the Company and also subject to the provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and the consent of Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), be and is hereby accorded for sub-dividing / splitting the equity shares of the Company, such that each fully and partly paid-up equity share having face value of Rs.10/- (Rupees Ten Only) each be sub-divided into 2 (Two) fully and partly Equity Shares having

face value of Rs.5/- (Rupees Five Only) each ranking pari-passu with each other in all respects, with effect from the record date to be determined by the Board for this Purpose.

RESOLVED FURTHER THAT pursuant to the sub-division /split of equity shares of the Company, all the equity shares having face value of Rs. 10/- (Rupees Ten Only) each existing on the Record Date, shall stand subdivided as follows:

Type of Capital	Pre-Split Share Capital Structure			Post-Split Share Capital Structure		
	No. of Equity Shares	Face Value (Rs.)	Total Capital (Rs.)	No. of Equity Shares	Face Value (Rs.)	Total Capital (Rs.)
Authorised Share Capital	50,00,000	10	5,00,00,000	1,00,00,000	5	5,00,00,000
Issued, Subscribed, Paid up Capital	30,81,000	10	3,08,10,000	61,62,000	5	3,08,10,000

RESOLVED FURTHER THAT upon sub-division/ split of equity shares as aforesaid, with effect from the Record Date in the following manner:

- for the equity shares held in physical form, the existing Share Certificate(s) in relation to the said shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing Share Certificate(s), shall issue new Share Certificate(s) of the Company; and
- for the equity Shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat accounts of the members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

"RESOLVED FURTHER THAT any of the Directors of the company and CS Varun Bhomia, Practicing Company Secretary be and are hereby jointly authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments including treatment of fractional entitlements, if any, on account of sub-division/ split of equity shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division / split of equity shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein

conferred to any other Officer(s)/Authorized Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division/ split of equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Board or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution”

Item No 5

Approval for Alteration of the Capital Clause of the Memorandum of Association of the Company:

The Board is informed that to give effect to the Split or Sub Division of face value of the shares of the company, the alteration in the capital clause of the company is to be done subject to the approval of members of the company and other regulatory authorities.

Draft Resolution:

Approval for Alteration of the Capital Clause of the Memorandum of Association of the Company:

“RESOLVED THAT pursuant to Section 13, 61 and all other applicable provisions of the Companies Act, 2013, if any, the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) (‘the Act’) and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority as may be required and subject to the Approval of the Members of the company, the consent of the Board of directors be and is hereby accorded to alter, modify and/or substitute the existing Clause V of

the Memorandum of Association of the Company to the extent applicable in the following manner:

V. "The Authorised Share Capital of the Company is Rs.5,00,00,000/- (Rupees Five Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.5/- (Rupees Five Only) each"

"RESOLVED FURTHER THAT any of the Directors of the company and CS Varun Bhomia, Practicing Company Secretary be and are hereby jointly authorized to file the necessary forms with the Registrar of Companies (ROC), and intimate the Stock Exchange(s) (if applicable) and any other appropriate authority, to give effect to this resolution.

Item no 6

Issue of Bonus Shares;

In appreciation of continuing support from shareholders of the Company, the Board of Directors recommends issue of bonus equity shares of Re. 5/- (Rupee Five) each credited as fully paid-up to eligible members of the Company in the proportion of 3 (Three) new fully paid- up equity share of Re. 5/- (Rupee Five) each for every 1 (One) existing fully paid-up equity shares of Re. 5/- (Rupee Five) each held by them (i.e. in the ratio of 3:1), by capitalizing a sum not exceeding 9,24,30,000/- (Rupees Nine Crores Twenty Four Lakhs and Thirty Thousand only) out of free reserves of the Company as on 20th March, 2026.

The Record Date for the aforesaid bonus issue of the Equity Shares shall be fixed by the Board of Directors.

In case of fractional entitlements arising out of the issue of bonus equity shares, the Board will make suitable arrangements to deal with such fractions for the benefit of the eligible Members.

The Bonus Shares, from the date of allotment thereof, shall rank pari- passu in all respect with the existing equity shares of the Company. No Letter of allotment shall be issued in relation to the said Bonus Shares. Instead, Share Certificates will be dispatched to the Shareholders who holds the existing shares in physical form and the respective beneficiary accounts will be credited for the Bonus Shares, or such shareholders who hold the existing equity shares in dematerialized/ electronic form, within the prescribed period.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus shares of the Company requires the approval of the Members of the Company.

Draft Resolution:

Issue of Bonus shares

RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to consent of the members of the Company, and subject to such terms and modifications, if any, as may be specified while according such approvals, the consent of Board of Directors of the company be and is hereby accorded for capitalization of a sum not exceeding Rs. 9,24,30,000/- (Rupees Nine Crores Twenty Four Lakhs and Thirty Thousand only) from and out of the Free Reserves account for the purpose of issue of bonus equity shares of Re. 5/- (Rupee Five) each, credited as fully paid to the eligible members of the Company holding equity shares of Re. 5/- (Rupee Five) each of the Company whose names appear in the Register of Members on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 3 (Three) new fully paid-up equity share of Re. 5/- (Rupee Five) each for each share held by them (i.e. in the ratio of 3:1) and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.

RESOLVED FURTHER THAT the bonus equity shares to be allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the bonus equity shares upon allotment shall have the same rights of voting as the existing equity shares and be treated for all other purposes pari-passu with the existing equity shares of the Company. The Bonus equity shares shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT in case of fractional entitlements arising out of the issue of bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members.

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in physical form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to the extent they relate to Non- Resident Indians (NRIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the company and CS Varun Bhomia, Practicing Company Secretary be and are hereby jointly authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution and listing of shares as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

Item no 7

To consider capitalization of Security Premium account and free reserves for the purpose of issue of bonus shares.

For the purpose of issue of Bonus Shares to the Equity Shareholders of the company, a Auditor Certificate is required to be obtained from the Auditor of the company ascertaining the balance of Free Reserves and Security Premium of the company as on date.

The Board is requested to take note of the same.

Item no 8

To approve the Notice of Extra Ordinary General Meeting (EoGM) of the Company along with Agenda and Explanatory statement and dates for book closure of Register of Members for the same.

The Chairman placed before the Board Members the Notice of Extra Ordinary General Meeting (EoGM) of the Company along with Agenda and Explanatory statement and dates for book closure of Register of Members for the same.

The Board is requested to take note of the same.

Item no 12

To appoint CS Varun Bhomia & Co. (a Peer Reviewed firm) as the Secretarial Auditors of the Company.

In terms of Regulation 30 read with Part A, Para A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, chairman informed the Board Secretarial Auditor needs to be appointed for the financial year 2025-26 and further period and therefore it has been proposed that CS Varun Bhomia & Co., Practicing Company Secretaries (a Peer Reviewed firm) to be appointed as the Secretarial Auditor of the Company to conduct the Secretarial Audit for FY 2025-26 and further period as per compliance of Section 204 of the Companies Act, 2013.

Draft Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act 2013 read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, including any amendments thereto CS Varun Bhomia & Co., Practicing Company Secretaries be and is hereby appointed as the Secretarial Auditors of the Company to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report for the FY 2025-26 on such remuneration as may be decided by the Board.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt whatsoever that may arise with regard to issue, allotment, distribution and listing of shares as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

Item no 13

To review the status of the GST related issues in the state of Gujarat and its future action plan.

The Company is required to ensure proper compliances with Goods and Services tax laws as applicable on the company in the state of Gujarat. In order to facilitate seamless filing, correspondences and other compliance related activities with the GST authorities, the company has appointed Mr. Balasubramanian Raman, Whole-time Director (DIN:00410443) or his delegates to undertake all actions on behalf of company including responding of Notices, filing of returns, and other Correspondences with GS Authorities of Gujarat on behalf of company.

The company has been served an order no. SURAT/GST/SK/07/2025-26 in the month of November, 2025 with which is not satisfied and is filed an appeal against the said order of the GST authorities.

The board is requested to take note of the proceedings of the same as part of its oversight responsibilities to ensure regulatory compliance.

Item no 14.

To apply for ICEGATE Registration.

The Chairman informed the Board the company needs to obtain ICEGATE Registration in order to expand the Business of the Company and therefore placed before the board the following resolution:

RESOLVED THAT the company has decided, Mr. Rajkumar Agrawal (DIN:11129059) Director of the Company and Mr. Balasubramanian Raman (DIN: 00410443) Director of the Company are authorized signatory of the organization and are hereby authorized to sign and submit all the necessary papers, letters, forms, for ICEGATE Registration, DGFT and IMPORT EXPORT work.

Item no 15

To discuss any other business with the permission of the Chairman:

In terms of Secretarial Standards - 1 on Board/Committee Meetings, any item not included in the agenda may be taken up for consideration with the permission of the Chairman and with the consent of majority of Directors present at the Meeting. The Board may transact any other matter with the permission of the Chair.

For - Gautam Exim Limited

Rajkumar
Agrawal
Director