



Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

To,
The Board of Directors
GAUTAM EXIM LIMITED

I have examined the registers, records and books and papers of **GAUTAM EXIM LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2018.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents,

I certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of following subject to the reservation and qualification, if any specified at relevant point:
 1. The company continues to be a public company limited by Share. The company has listed its shares on SME platform of the BSE Limited during the last financial year;
 2. the company has maintain the registers/records & makes entries therein within the time prescribed thereof;
 3. the company has filed all forms and returns with the Registrar of Companies within prescribed except one INC-27 relating to conversion of Private Limited into Public Limited *was filed after due date for that the Company applied for condonation from the Central Government and the company has received the condonation order Dt. 11th May, 2017 which was duly filed with RoC. During the year there was no instances which require to take any approval from Regional Director, Central Government, the Tribunal, Court or other authorities;*
 4. the company has properly called meetings of Board of Directors and their committees, and the meetings of the members of the company on due dates as stated in the annual return. No

resolution by circulation has been passed by the Company, company has not passed any circular resolutions and resolutions by postal ballot;

5. the company was not required to close its Register of Members during the Financial Year.
6. As per the information and explanation provided, the company has not given any advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
7. as explained by the management that All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.;
8. the Company has issued bonus shares of 20,00,000 Equity shares in a ratio of 8:1 on Dt. 12th May, 2017 and subsequently bring the Initial public offer of 8,31,000 Equity share of face value of Rs. 10 with a premium of Rs. 30 per share, there was no transmission of shares during the financial year under scrutiny. The Company has delivered all the certificates on lodgment thereof for transfer in accordance with the provision of the Act.
9. there was no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares;
10. as per the record of the Company and information provided by the management there was no amount was due to be transferred to the Investor Education and Protection Fund in accordance with section 125 of the Act;
11. the company has duly signed the audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. The Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors, also the Independent Directors as required under Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014. During the year Mr. Umakant Kashinath Bijapur and Mr. Shivkumar Janakiram Giddu was appointed as (Non-executive) Directors under Independent category and also Ms. Silkyben Shan and Mrs. Lakshmi Ramanathan Iyer was appointed as Company secretary and CFO respectively.

Also Mr. Surendra Nemchand Shah was ceased to be a director of the company due to resignation.
13. During the year there was not casual vacancies of auditors as per the provisions of section 139 of the Act;
14. as per the information provided by the management there was no approval taken from the Tribunal, Regional Director, Registrar, Court or such other authorities under the various



provisions of the Act, except condonation order received from Central Government on Dt. 11th May, 2017 with respect to application made on Dt. 23rd February, 2017 of delay filling of INC-27;

15. As per the information and explanation given to us, the Company has not accepted any deposits as per the provision of Section 73 to 76 or any other relevant provision of the Companies Act, and rule framed there under;
16. As per the explanation and documents produced before us, the Company has made borrowing from banks, public Financial Institutions and Directors. The necessary charge has been created and modified in that respect. The Company has not made any borrowing from others during the Financial Year;
17. As per the information and explanation given to us, the company has not given any loans and make investments or provided any guarantees or provided any securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
18. After conversion from Private Limited to Public Limited the company has altered the Memorandum of Association and Article of Association of the Company;

For Vishal Dewang and Associates
Company Secretaries

Vishal Dewang
CS Vishal M. Dewang
Proprietor
C.P No. 26683



28/07/2018

Surat