

**NOTICE** is hereby given that the **4<sup>TH</sup> ANNUAL GENERAL MEETING** of the members of **S. M. GOLD LIMITED** (“the Company”) will be held as scheduled below:

Date: September 30, 2021

Day: Thursday

Time: 2:30 p.m.

Place: At the Registered Office of the Company situated at Shop No. 1 to 3, 2<sup>nd</sup> Floor, 24 Caret Building,  
Opp. Rock Regency Hotel, Law Garden, C. G. Road, Ahmedabad - 380009

To transact the following business:

**ORDINARY BUSINESS:**

1. To Receive, Consider and Adopt Audited Financial Statements of the Company for the financial year ended on March 31, 2021 together with Report of Board of Directors and Auditors’ Report thereon.
2. To Appoint a Director in place of Mr. Pulkitkumar Sureshbhai Shah (DIN: 07878190), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. Appointment of Mr. Girishchandra Madhavlal Patel as a Director (Non-Executive Independent) of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and Schedule IV to the said Act, Mr. Girishchandra Madhavlal Patel (DIN: 09024026) who was appointed as an Additional Director (Non-Executive Independent) of the Company w.e.f. 11<sup>th</sup> January 2021 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.

4. Appointment of Mr. Ganpatbhai Babubhai Nayi as a Director (Non-Executive Independent) of the Company.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and Schedule IV to the said Act, Mr. Ganpatbhai Babubhai Nayi (DIN: 09024041) who was appointed as an Additional Director (Non-Executive Independent) of the Company w.e.f. 11<sup>th</sup> January 2021 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.

5. 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 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act'), the Consent of the Members be and is hereby accorded for revision in remuneration of Mr. Pulkitkumar Sureshbhai Shah (DIN :07878190), Managing Director, with effect from April 1, 2021 for the remaining period of his tenure ending on August 8, 2022."

"RESOLVED FURTHER THAT the remuneration payable to Mr. Pulkitkumar Sureshbhai Shah, Managing Director with effect from April 1, 2021 shall be as under:

Salary: Not exceeding Rs.15,00,000/- per annum with effect from April 1, 2021 inclusive of all perquisite.

"RESOLVED FURTHER THAT the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Pulkitkumar Sureshbhai Shah, Managing Director of the Company be paid remuneration by way of Salary, Perquisites and allowances not exceeding Rs.15,00,000/- (Rupees Fifteen Lakhs Only) per annum for the remaining period in case the Company has no profits or its profit are inadequate."

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

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

"RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company shall remain unchanged

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

6. 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 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act'), the Consent of the Members be and is hereby accorded for revision in remuneration of Mr. Priyank Sureshkumar Shah (DIN :07878194), Executive Director, with effect from April 1, 2021 for a period of 3 years ending on March 31, 2024."

# S. M. Gold Limited.

“RESOLVED FURTHER THAT the remuneration payable to Mr. Priyank Sureshkumar Shah, Executive Director with effect from April 1, 2021 shall be as under:

Salary: Not exceeding Rs.15,00,000/- per annum with effect from April 1, 2021 inclusive of all perquisite.

“RESOLVED FURTHER THAT the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Priyank Sureshkumar Shah, Executive Director of the Company be paid remuneration by way of Salary, Perquisites and allowances not exceeding Rs.15,00,000/- (Rupees Fifteen Lakhs Only) per annum for a period of 3 years ending on March 31, 2024 in case the Company has no profits or its profit are inadequate.”

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

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

“RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Executive Director of the Company shall remain unchanged

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

**Place: Ahmedabad**

**Date: September 7, 2021**

**Registered Office:**

Shop No. 1 to 3  
2<sup>nd</sup> Floor, 24 Caret Building  
Opp. Rock Regency Hotel  
Law Garden, C G Road  
Ahmedabad - 380009

**BY ORDER OF THE BOARD OF DIRECTORS  
S. M. GOLD LIMITED**

Sd/-

**Pulkitkumar S. Shah  
Managing Director  
(DIN: 07878190)**

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
3. The Statement pursuant to section 102(1) of the Companies act, 2013, which sets out details relating to the special business to be transacted at the Meeting, is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from September 24, 2021 to September 30, 2021 (both days inclusive) for the purpose of Annual General Meeting (AGM).
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company/ RTA.
6. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
7. The Shareholders holding Shares in Physical form are advised to seek their shareholding changed to dematerialized form since in terms of SEBI and Stock Exchange guidelines, no physical shares can be traded in the Stock Exchanges.
8. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
11. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, Kfin Technologies Private Limited for shares held in physical form and to their respective Depository Participants

(DPs) for shares held in electronic form.

12. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a “Green Initiative in Corporate Governance” and allowed companies to share documents with its shareholders through an electronic mode. A Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication. The Annual Report of the company will also be available on the Company’s website [www.smgoldttd.com](http://www.smgoldttd.com).
13. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11:00 a.m. to 5:00 p.m. on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.

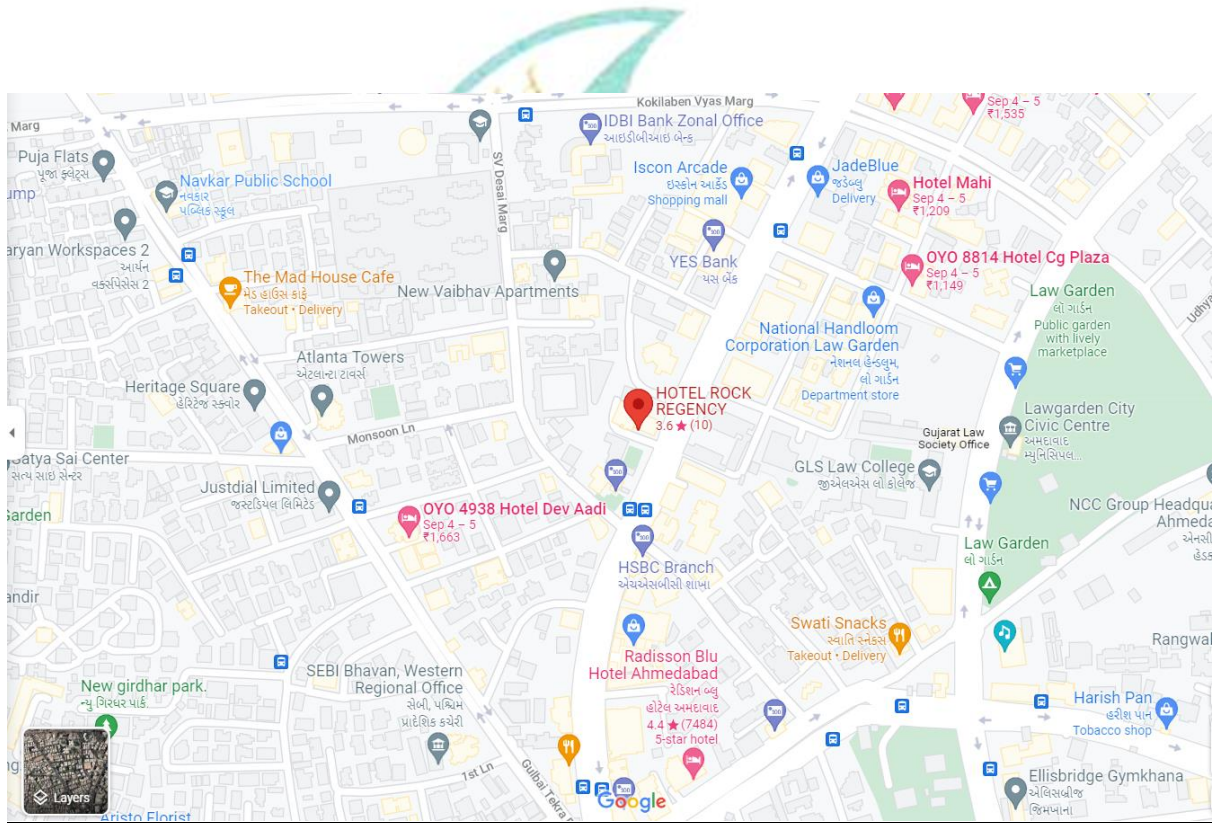
14. **BRIEF PROFILE OF DIRECTOR(S) SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING**

Details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/confirmation at the ensuing Annual General Meeting are as follows:

Particulars	Pulkitkumar S. Shah	Girishchandra M. Patel	Ganpatbhai B. Nayi
Date of Birth	29-06-1990	25-02-1976	05-05-1983
Date of Appointment	26-07-2017	11-01-2021	11-01-2021
Qualification	Certification course in Information Technology from ATMC (Australian Technical and Management College)	Matriculation	Matriculation
Brief Profile and Nature of Expertise	Pulkitkumar S. Shah is the Managing Director of the Company. After completing his HSC from Gujarat Board, he obtained a certificate in Information Technology from ATMC (Australian Technical and Management College) in the year 2009. On finishing his education, he joined the family business of jewellery. Learning the skills of running a business and in specific jewellery business, he ventured out to start his independent jewellery business under the name of M/s. Kriya Gold in the year 2013. In 2017, he along with his brother started this Company and both together become the Promoters of the Company. He has more than 11 years of experience in jewellery industry. As a MD and Promoter of the Company, his responsibility is maintaining the traditional and antique designs of mangalsutras and other jewellery and innovating newer, trendier and fashionable designs for mangalsutras and other jewellery manufactured and sold by the Company.	Mr. Girishchandra M. Patel has done Matriculation and has extensive knowledge and rich experience of the Jewellery Business.	Mr. Ganpatbhai B. Nayi has done Matriculation and has extensive knowledge and rich experience of the Jewellery Business.
Terms & Conditions of Appointment/ Re-appointment	Subject to such terms and conditions of appointment as Managing Director	For a period of 5 years commencing from 11 <sup>th</sup> January 2021 and on such terms and conditions of appointment as an Independent Director	For a period of 5 years commencing from 11 <sup>th</sup> January 2021 and on such terms and conditions

			of appointment as an Independent Director
Remuneration last drawn	Rs. 12,00,000	N.A.	N.A.
Relationships between Directors inter-se	Brother of Mr. Priyank S. Shah and son of Mrs. Nitaben S. Shah	--	--
Directorship held in other companies	--	--	--
Membership/ Chairmanship of Committee in other Companies	--	--	--
No. of shares held in the Company	4,05,327	--	--
No. of Board Meetings attended during the Year	12 out of 12	1 out of 1	1 out of 1

### Route Map to the Venue of Annual General Meeting



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

**ITEM NO. 3:**

Mr. Girishchandra Madhavlal Patel (DIN: 09024026) was appointed as an Additional Director under the category of Non-Executive Independent of the Company w.e.f. 11<sup>th</sup> January 2021. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Girishchandra Madhavlal Patel holds office up to the date of ensuing Annual General Meeting. Due notice under Section 160 of the Companies Act, 2013 has been received to propose him as a candidate for the office of Director of the Company.

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

The Board recommends passing of the resolution as set out in Item No. 3 of this Notice. None of the Director of the Company except Mr. Girishchandra Madhavlal Patel is concerned or interested in this resolution.

**ITEM NO. 4:**

Mr. Ganpatbhai Babubhai Nayi (DIN: 09024041) was appointed as an Additional Director under the category of Non-Executive Independent of the Company w.e.f. 11<sup>th</sup> January 2021. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Ganpatbhai Babubhai Nayi holds office up to the date of ensuing Annual General Meeting. Due notice under Section 160 of the Companies Act, 2013 has been received to propose him as a candidate for the office of Director of the Company.

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

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

**ITEM NO. 5:**

Mr. Pulkitkumar Sureshbhai Shah, is the Promoter and Managing Director of the company. He has been appointed as the Director since July 26, 2017 and designated as Managing Director of the Company with effect from August 8, 2017.

Mr. Pulkitkumar Sureshbhai Shah have successfully managed various phases of expansion and growth of our business and operations. He has vast experience in Jewellery Industry and has been instrumental in formulating growth strategy of our company.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Pulkitkumar Sureshbhai Shah, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company has approved the proposal to increase the salary of Mr. Pulkitkumar Sureshbhai Shah, Managing Director, subject to the approval of shareholders, as set out in the resolution being item no. 5 of the accompanying notice w.e.f. April 1, 2021 for the remaining period of his tenure i.e. upto August 8, 2022.

Where in any financial year, during the currency of the tenure of Mr. Pulkitkumar Sureshbhai Shah as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 5 of the accompanying notice, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

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

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

The Nomination and Remuneration Committee at its meeting has already approved the above remuneration payable to Mr. Pulkitkumar Sureshbhai Shah, Managing Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

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

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company shall remain unchanged.

Considering Mr. Pulkitkumar Sureshbhai Shah 's experience in Jewellery Industry and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

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

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

The Board commends the Special Resolution set out at Item No.5 of the accompanying Notice for the approval by the Members.

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



<b>I. General Information</b>			
1	Nature of Industry	The Company is engaged in trading of precious metals and Jewellery Industry	
2	Date or expected date of Commencement of Commercial production	Commercial operations commenced in the year 2017	
	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable	
	Financial performance based on given indicators	<b>Particulars</b>	<b>2020-21 (as per Audited Financials Report) (In Rs.)</b>
		Paid up Capital	10,03,75,120
		Reserves and Surplus	3,41,73,522
		Total Revenue from Operations	33,84,38,902
		Total Expenses	33,15,47,704
		Profit before Tax	68,91,198
		Tax Expenses including Deferred Tax	8,53,647
		Profit after Tax	60,37,551
	Foreign investments or collaborators, if any	Not applicable	
<b>II Information about the Appointee:</b>			
	Background detail	Mr. Pulkitkumar Sureshbhai Shah has been on the board of the company since 2017. He is having valuable experience in Jewellery Industry and has been instrumental in formulating growth strategy of the company.	
	Past Remuneration (per annum)	Rs.12,00,000	
	Job profile and his suitability	As a Managing Director, Mr. Pulkitkumar Sureshbhai Shah, is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon them by the Board.  Mr. Pulkitkumar Sureshbhai Shah is of proven caliber and skill and having wide ranging experience in the industry.  Mr. Pulkitkumar Sureshbhai Shah, shall have all powers and duties as the Board may determine from time to time.	
	Remuneration proposed	Not exceeding Rs.15,00,000/- (Rupees Fifteen Lakhs Only) per annum	

	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	Taking into consideration the size of the Company, profile of Mr. Pulkitkumar Sureshbhai Shah, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies
	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration the Mr. Pulkitkumar Sureshbhai Shah does not have any pecuniary relationship with the Company.  Mr. Pulkitkumar Sureshbhai Shah is brother of Mr. Priyank Sureshkumar Shah, Director of the Company and son of Mrs. Nitaben Sureshkumar Shah, Director of the Company.  Mr. Pulkitkumar Sureshbhai Shah is promoter of the Company and his shareholding as on March 31, 2021 is 4,05,327 shares in the share capital of the Company.
<b>III</b>	<b>Other Information</b>	
	Reasons of loss or inadequate profits	At present the Company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.
	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
	Expected increase productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profit in measurable terms.

**ITEM NO. 6:**

Mr. Priyank Sureshkumar Shah (DIN :07878194) is the Promoter and Executive Director of the company. He has been appointed as the Director since July 26, 2017.

Mr. Priyank Sureshkumar Shah have successfully managed various phases of expansion and growth of our business and operations. He has vast experience in Jewellery Industry and has been instrumental in formulating growth strategy of our company.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Priyank Sureshkumar Shah, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company has approved the proposal to increase the salary of Mr. Priyank Sureshkumar Shah, Executive Director, subject to the approval of shareholders, as set out in the resolution being item no. 6 of the accompanying notice w.e.f. April 1, 2021 for a period of 3 years ending on March 31, 2024.

Where in any financial year, during the currency of the tenure of Mr. Priyank Sureshkumar Shah as Executive Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 6 of the accompanying notice, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

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

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

The Nomination and Remuneration Committee at its meeting has already approved the above remuneration payable to Mr. Priyank Sureshkumar Shah, Executive Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

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

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Executive Director of the Company shall remain unchanged.

Considering Mr. Priyank Sureshkumar Shah's experience in Jewellery Industry and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval.

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

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

The Board commends the Special Resolution set out at Item No.6 of the accompanying Notice for the approval by the Members.

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

<b>I.</b>	<b>General Information</b>	
1	Nature of Industry	The Company is engaged in trading of precious metals and Jewellery Industry
2	Date or expected date of Commencement of Commercial production	Commercial operations commenced in the year 2017

In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable	
Financial performance based on given indicators	<b>Particulars</b>	<b>2020-21 (as per Audited Financials Report) (In Rs.)</b>
	Paid up Capital	10,03,75,120
	Reserves and Surplus	3,41,73,522
	Total Revenue from Operations	33,84,38,902
	Total Expenses	33,15,47,704
	Profit before Tax	68,91,198
	Tax Expenses including Deferred Tax	8,53,647
	Profit after Tax	60,37,551
Foreign investments or collaborators, if any	Not applicable	
<b>II Information about the Appointee:</b>		
Background detail	Mr. Priyank Sureshkumar Shah has been on the board of the company since 2017. He is having valuable experience in Jewellery Industry and has been instrumental in formulating growth strategy of the company.	
Past Remuneration (per annum)	Rs.12,00,000	
Job profile and his suitability	<p>As an Executive Director, Mr. Priyank Sureshkumar Shah is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon them by the Board.</p> <p>Mr. Priyank Sureshkumar Shah is of proven caliber and skill and having wide ranging experience in the industry.</p> <p>Mr. Priyank Sureshkumar Shah shall have all powers and duties as the Board may determine from time to time.</p>	
Remuneration proposed	Not exceeding Rs.15,00,000/- (Rupees Fifteen Lakhs Only) per annum	
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	Taking into consideration the size of the Company, profile of Mr. Priyank Sureshkumar Shah, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies	
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Besides the remuneration the Mr. Priyank Sureshkumar Shah does not have any pecuniary relationship with the Company.	

# S. M. Gold Limited.

		<p>Mr. Priyank Sureshkumar Shah is brother of Mr. Pulkitkumar Sureshbhai Shah, Managing Director of the Company and son of Mrs. Nitaben Sureshkumar Shah, Director of the Company.</p> <p>Mr. Priyank Sureshkumar Shah is promoter of the Company and his shareholding as on March 31, 2021 is 58,81,845 shares in the share capital of the Company.</p>
<b>III</b>	<b>Other Information</b>	
	Reasons of loss or inadequate profits	At present the Company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.
	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profit in measurable terms.

**Place: Ahmedabad**

**Date: September 7, 2021**

**Registered Office:**

Shop No. 1 to 3  
2<sup>nd</sup> Floor, 24 Caret Building  
Opp. Rock Regency Hotel  
Law Garden, C G Road  
Ahmedabad - 380009

**BY ORDER OF THE BOARD OF DIRECTORS  
S. M. GOLD LIMITED**

Sd/-

**Pulkitkumar S. Shah**  
**Managing Director**  
**(DIN: 07878190)**

*House of Mangalsutra*