

**NOTICE** is hereby given that the **5<sup>TH</sup> ANNUAL GENERAL MEETING** of the members of **S. M. GOLD LIMITED** ("the Company") will be held as scheduled below:

Date: 30<sup>th</sup> day of September, 2022

Day: Friday

Time: 11:30 a.m.

Place: At the Registered Office of the Company situated at Shop No. 1 to 3, 2nd 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, 2022 together with Report of Board of Directors and Auditors' Report thereon.
2. To Appoint a Director in place of Mrs. Nitaben Sureshkumar Shah (DIN: 07909293), 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. **Re-Appointment of Mr. Pulkitkumar sureshbhai shah as a Managing Director (Executive Director) of the Company.**

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

RESOLVED THAT on recommendation of Nomination and Remuneration Committee and pursuant to Section 196, 197, 188 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for appointment of Mr. Pulkitkumar sureshbhai shah (DIN: 07878190) as a Managing Director of the Company for further period of Five (5) years with effect from 08 August, 2022 to 07 August, 2027 as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement

RESOLVED FURTHER THAT the remuneration payable to Mr. Pulkitkumar sureshbhai shah (DIN: 07878190) shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V and Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Mr. Pulkitkumar sureshbhai shah as a Managing Director of the Company, the remuneration payable to him shall be in accordance with limit prescribed in section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question,

or doubt that may arise in relation thereto and to decide breakup of the remuneration within the above said maximum permissible limit.”

**4. Regularisation of Mr. Jagdishkumar jivatlal Loladiya (DIN: 09729608) 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. Jagdishbhai Jivatlal Loladiya (DIN:09729608) who was appointed as an Additional Director (Non-Executive Independent) of the Company w.e.f. 03 September 2022 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 Increase Authorised Share Capital Of The Company And Alter Clause Of Memorandum Of Association**

To consider, and if thought fit, to give assent or dissent to the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 61 read with section 64 and all other applicable provisions, if any, of Companies Act, 2013 (including any amendment thereto or reenactment thereof) and rules framed there under, the consent of the members of the company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs.10,04,00,000 (Rupees Ten Crore Four Lakh Only) divided into 1,00,40,000 (One Crore Forty Thousand only) to 15,04,00,000 (Rupees Fifteen Crore four Lakh Only) divided into 1,50,40,000 (One Crore Fifty Lakh forty Thousand Only) equity shares of Rs. 10/- each by creating additional 5,00,00,000 (Rupees Five Crore Only) divided into 50,00,000 (Fifty Lakh Thousand Only) equity shares of Rs. 10/- each ranking pari-pasu in all respect with the existing Equity Shares of the Company and consequently Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

The Authorised Share Capital of the Company is Rs. 15,04,00,000 (Rupees Fifteen Crore four Lakh Only) divided into 1,50,40,000 (One Crore Fifty Lakh forty Thousand Only) equity shares of Rs. 10/- each.’

RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

# S. M. Gold Limited.

Place: Ahmedabad

Date: 03rd September, 2022

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

**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

sd/-

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

sd/-

**Priyank S. Shah**  
Executive Director  
(DIN: 07878194)



## NOTES

- A. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.
- B. Members/Proxies should bring the duly filled Attendance Slip at the Annual General Meeting along with the Annual Report already circulated to them. Duplicate admission slips and or copies of the report and accounts will not be provided at the AGM venue.
- C. Corporate Members intending to send their authorized representative(s) pursuant to section 113 of the Companies Act 2013 to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. A person authorized by resolution under Section 113(1) of the Companies Act, 2013, shall be entitled to exercise the same rights and powers, including the right to vote by proxy, on behalf of the body corporate which he/she represents.
- D. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Friday 24th September, 2022 to Thursday, 30th September, 2022 (Both days inclusive).
- E. 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.
- F. 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.
- G. 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, Skyline Financial Services Ltd for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
- H. 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. The 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.smgoldltd.com](http://www.smgoldltd.com)
- I. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 & the Register of Contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be made available for inspection by the members at the AGM venue during the continuance of the meeting.
- J. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11 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. Annual Report 2021-22.

- K. Procedure of Voting at the AGM In addition to the remote e-voting facility as described below, the company shall arrange voting facility at the venue of AGM through Ballot Paper and the members attending the meeting, who have not already cast their votes by remote e-voting, will be able to exercise their right at the meeting. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again. Members will need to write on the ballot paper, inter alia, relevant Folio No., DP ID & Client ID and number of shares held etc.

L. **E-Voting Facility:**

- (A) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Circulars issued by the Ministry of Corporate Affairs dated 8 April 2020, 13 April 2020 and 5 May 2020 and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, as amended, the Company is pleased to provide to the members the facility of 'remote e-voting' (evoting from a place other than venue of AGM) to exercise their vote at the 05th AGM and accordingly business as mentioned in this Notice shall be transacted through e-voting. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL. The Company has appointed CS Shikha Patel, Practising Company Secretary (Membership No. ACS: 43955; CP No: 16201), to act as the Scrutinizer for conducting the remote e- voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- (B) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 23rd September, 2022, shall be entitled to avail the facility of remote e-voting system. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- (C) The remote e-voting will commence on Tuesday, 27th September, 2022 at 9.00 A.M. and will end on Thursday, 29th September 2022 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Thursday, 23rd September, 2021 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- (D) Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.

M. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on Tuesday, 27<sup>th</sup> September, 2022 at 09:00 A.M. and ends on Thursday, 29 September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday 23<sup>rd</sup> September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September, 2022.**

**How do I vote electronically using NSDL e-Voting system?**

**The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:**





**Step 1: Access to NSDL e-Voting system**

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

**In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.**

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p><b>NSDL Mobile App is available on</b></p> <p>  App Store          Google Play       </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL,

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
  2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
  3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:



1. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
2. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
3. How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - (a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - (c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.spatelasso@gmail.com](mailto:cs.spatelasso@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any query, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compliancesmgold@gmail.com](mailto:compliancesmgold@gmail.com)
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliancesmgold@gmail.com](mailto:compliancesmgold@gmail.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

- N. The Scrutiniser after conclusion of voting at the AGM, first count the votes cast at the meeting and unblock the votes cast through remote e-voting in presence of at least two witnesses not in the employment of the company and shall make within 48 hours of the conclusion of the AGM a Consolidated Scrutinizer's Report of the total votes cast in favour or against or invalid votes, if any, forthwith to the Chairman of the Company or any other director or person authorised, who shall countersign the same and declare the result of the voting forthwith.
- O. The results so declared along with Scrutiniser's Report shall be placed on the Company's website i.e [www.smgold.com](http://www.smgold.com) and on the website of NSDL i.e. [www.nsdl.co.in](http://www.nsdl.co.in) and shall also be disseminated on the website of Stock Exchanges, where the Company's shares are listed.
- P. Members holding shares in electronic form must inform about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Transfer Agent.
- Q. Members are requested to bring their copy of Annual Report at the meeting.

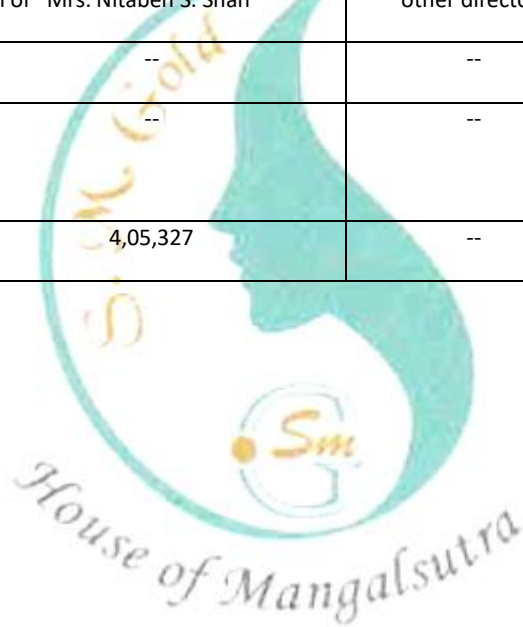
## 1. **BRIEF PROFILE OF DIRECTOR(S) SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING**

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:

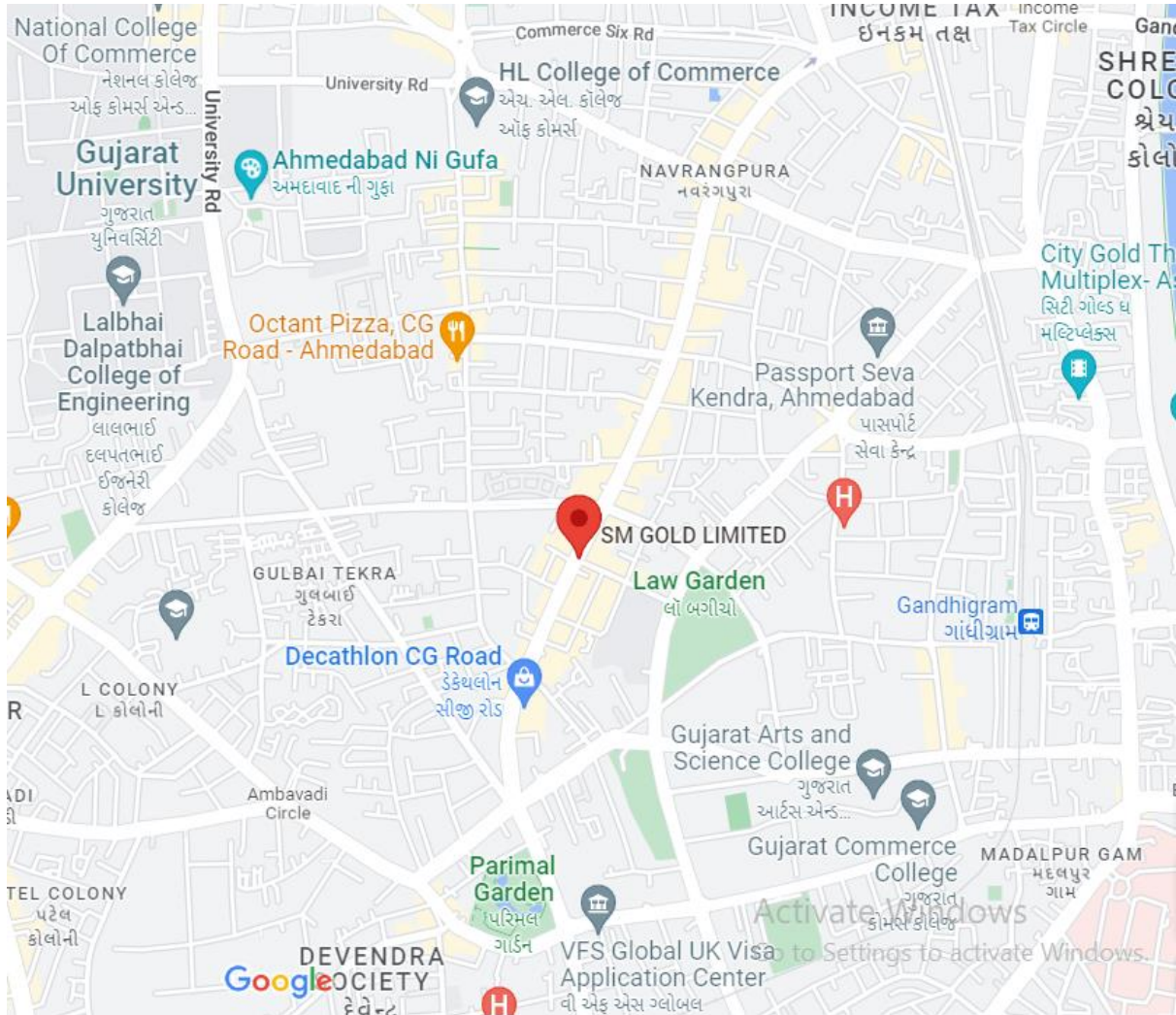
Particulars	Pulkitkumar S. Shah	Jagdishbhai Jivatlal Loladiya	Mrs. Nitaben S Shah
Date of Birth	29-06-1990	07-04-1975	07/03/1967
Date of Appointment	08-08-2022	03-09-2022	25/06/2018
Qualification	Certification course in Information Technology from ATMC (Australian Technical and Management College)	Matriculation	She has done 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,	Mr. Girishchandra M. Patel has done Matriculation and has extensive knowledge and rich experience of the Jewellery Business.	She has rich experience of management and designing of the traditional jewellery.

# S. M. Gold Limited.

	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.		
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 30 <sup>th</sup> September 2022 and on such terms and conditions of appointment as an Independent Director	As per the terms and conditions prescribed in the offer letter
Relationships between Directors inter-se	Brother of Mr. Priyank S. Shah and son of Mrs. Nitaben S. Shah	He has no relation with other directors	She is Mother of Priyank S Shah and Pulkit S Shah.
Directorship held in other companies	--	--	--
Membership/ Chairmanship of Committee in other Companies	--	--	--
No. of shares held in the Company	4,05,327	--	38



## Route Map to the Venue of Annual General Meeting



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

### ITEM NO. 3:

On the basis of recommendation of Nomination & Remuneration Committee of the company and, subject to the approval of members of the company, the Board of Director in their meeting held on 13<sup>TH</sup> July, 2021 has approved re-appointment of Mr. Pulkitkumar S. Shah as a Managing Director of the Company for a period of 5 year w.e.f. 08 August, 2022.

Mr. Pulkitkumar S. Shah is associated with the company since its incorporation and has experience of more than 11 year in jewellery industry. The major terms and condition of his appointment as reviewed by the Nomination & Remuneration Committee are as under:

1. **Period:** For a period of 5 years from August 08,2022
2. **Salary:** Upto Rs.1,25,000/- per month which is eligible for revision on a date to be determined by the Nomination and Remuneration Committee.
3. **Duties:** Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the reappointment of Mr. Pulkitkumar S. Shah (DIN: 07878190).

### STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SCHEDULE V TO THE ACT:-

#### GENERAL INFORMATION

**-Nature of industry:** Gems, Jewellery and Watches

Financial performance based on given indicators (As on March 31, 2022):-

Particulars	Rs. In Lacs
Turnover including other income	5268.30
Total Expences	5080.12
PBT (Profit before tax)	188.18
PAT (Profit after tax)	168.18
Foreign investments or collaborations, if any:	NA

#### INFORMATION ABOUT APPOINTEE

<b>Background details</b>	<p>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.</p>
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<b>Past remuneration</b>	15,00,000/-
<b>Job Profile and his suitability</b>	He has control over the management in the technical areas of the Company's business in line with his qualification and experience in the business.
<b>Remuneration Proposed</b>	15,00,000/-
<b>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</b>	The Remuneration payable to Mr Pulkitkumar S. Shah is in line with that payable in the industry and companies of similar size and nature.
<b>Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:</b>	Apart from the receipt of remuneration in the company, following companies in which My Akshay Mehta has direct/indirect interest, have no pecuniary relations with the company:

## OTHER INFORMATION

<b>Reasons of loss or inadequate profits</b>	The high cost of raw material have affected the Company's operating performance resulting in losses.
<b>Steps taken or proposed to be taken for improvement</b>	The Company has made efforts to increase productivity and have been trying to take effective cost control measures.
<b>Expected increase in productivity and profits in measurable terms</b>	The Company expects to see a growth in turnover and proportionate increase in productivity resulting in reasonable profits as a result of these measures.

## ITEM NO.4

Mr. Jagdishkumar Jivatlal Loladiya (DIN: 09729608) was appointed as an Additional Director under the category of Non-Executive Independent of the Company w.e.f. 03<sup>rd</sup> September 2022. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Jagdishkumar Jivatlal Loladiya 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. Jagdishkumar Jivatlal Loladiya, 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. Jagdishkumar Jivatlal Loladiya does not hold any equity share of the Company. The period of office of Mr. Jagdishkumar Jivatlal Loladiya shall not be liable to determination by retirement of Directors by rotation. Brief profile of Mr. Jagdishkumar Jivatlal Loladiya in terms of Regulation 36(3) of the Listing Regulations is forming part of this notice. Mr. Jagdishkumar Jivatlal Loladiya 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. Jagdishkumar Jivatlal Loladiya is concerned or interested in this resolution.

## Item No 5

Presently, the Authorized Share Capital of the Company is Rs.10,04,00,000/- (Ten crores Four Lakhs) divided into 1,00,40,000 (One Crore Forty Thousand Only) Equity Shares of Rs.10/- (Rupees Ten Only) each. In order to expand the Capital base for infusion of additional funds by way of Share Capital, it is proposed to increase the existing Authorised Share Capital of the Company from existing Rs.10,04,00,000/- (Ten Crores Four Lakhs) to Rs.15,04,00,000 (Rupees Fifteen Crore Four Lakh Only) subject to compliance of Statutory provisions of the Companies Act, 2013 and also to amend Clause V of the Memorandum of Association in this regard. As per the provisions of the Companies Act, 2013 Member's approval is required to give effect to the proposed resolution. The Board considers the said Resolution in the interest of the Company and recommend the said resolution for approval of the members as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution except to their shareholding in the Company.

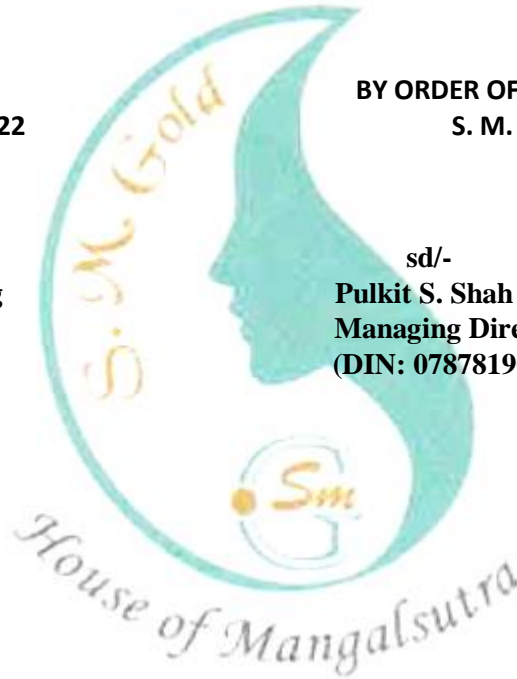
**Place: Ahmedabad**

**Date: 03rd September, 2022**

**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/-

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

sd/-

**Priyank S. Shah  
Executive Director  
(DIN: 07878194)**