Shubhlaxmi Jewel Art Ltd.

CIN : U74999GJ2018PLC1021213
SHUBHLAXMI JEWEL ART LIMITED
Formerly known as Shubhiaxmi Jewellers

September 2, 2019

To,
Listing Compliance Department,
National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G-Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai-400051,
Maharashtra, India

NSE SYMBOL: SHUBHLAXMI

Subject: Notice of 1st Annual General Meeting of the Company

Respected Sir/Madam,

With reference to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose Notice to the 1st Annual General Meeting of the Company. 1st Annual General Meeting is to be convened on September 26, 2019 on Thursday at 1:30 P.M. at the registered office of the Company situated at Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar-364002, Gujarat, India.

Further, the same is also available on the website of the Company at the link www.shubhlaxmiltd.in

This is for your kind perusal and member's information.

Please take the same on your record and acknowledge us the receipt.

Thanking You.

For and on behalf of
Shubhlaxmi Jewel Art Limited

Shubhlaxmi Jewel Art Ltd.

Binal Kothari
Company Secretary and Compliance Officer

Encl: As above

NOTICE

NOTICE is hereby given that the FIRST (1ST) ANNUAL GENERAL MEETING of SHUBHLAXMI JEWEL ART LIMITED, CIN: L74999GJ2018PLC102121, will be held at the registered office of the Company situated at Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar-364002, Gujarat, India on Thursday, September 26, 2019 at 01.30 P.M. to transact the following business;

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019, together with the Report of the Board of Directors and Auditors thereon.

2. **Appointment of Statutory Auditors of the Company**

   To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution

   "RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), M/s. Sanghavi & Co., Chartered Accountants, Bhavnagar (Firm Registration No. 109099W) be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 06th Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification (s), the following resolutions as an SPECIAL RESOLUTION:

   "RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company be and are hereby amended by insertion of a new clause for the right to renounce dividend by Promoter of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts and deeds, matters and things as may be deemed necessary to give effect to this resolution."

Date: 02nd September, 2019
Place: Bhavnagar

By Orders of the Board of Directors
For Shubhlaxmi Jewel Art Limited
Sd/-
CS Binal Kothari
Company Secretary & Compliance Officer
ACS 42148

Registered Office:
CIN: L74999GJ2018PLC102121
Shop No. 1, Ground Floor, "D & I Excelus",
Waghawadi Road, Bhavnagar-364002,
Gujarat, India

Notes:

1. **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company.**

   A person can act as proxy on behalf of members not exceeding Fifty [50] and holding in the aggregate not more than 10% of total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

   The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less the FORTY-EIGHT HOURS [48 hours] before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions /authority, as applicable.

2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.

3. The company has notified closure of Register of Members and Share Transfer Books from Friday, 20th September, 2019 to Thursday, 26th September, 2019 (both days inclusive) for the purpose of the Annual General Meeting.

4. The Management Discussion and Analysis Report attached with the Directors Report also form part of this Annual Report.

5. Corporate Members intending to send their authorised representative to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.

6. Members, Proxies and Authorised Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM. To ensure correct identity of each member and proxy holders attending meeting is expected to bring with him/her an appropriate ID document like Aadhar Card, Driving License, Passport, Voter ID card, etc.
7. To support the 'Green Initiative', members who have not yet registered their email address are requested to register the same with their Depository Participants ["DPs"].

8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates,

nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs or RTAs.

9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

10. Members seeking any information with regard to the accounts are requested to write to the Company at an early date i.e. at least 10 days before the annual general meeting, so as to enable the Management to keep the information ready at the AGM.

11. This Notice along with Annual Report 2018-19 is being sent to all the Members of the Company, whose name appears in the Register of Members/List of Beneficiaries received from the depositories on the end of August 23, 2019.

12. Electronic copy of the Annual report for the year 2018-19 is being sent to the Shareholders whose email IDs are registered with the Share Transfer Agent of the Company / Depository Participants unless any Shareholder has requested for a hard copy of the same. For Shareholders who have not registered their email address, physical copies of the Annual reports are being sent in the permitted mode.

13. The Board has considered appointment of M/s. Park & Co., Chartered Accountants (FRN: 116825W) Bhavnagar as an Internal Auditor of the Company for the Financial year 2019-20.

14. Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose email addresses are registered with the Depositories/RTA, unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2018-19 will also be available on the Company's website www.shubhlaxmiltd.in

15. Members may pursuant to section 72 of the Companies Act, 2013 read with Rule 19 of the companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH- 13 with the respective depository participant.

16. Relevant documents referred to in the accompanying Notice are open for inspection by the Shareholders at the Registered Office of the company on all working days.

17. The Register of Directors, Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the Shareholders at the Annual General Meeting.

18. The route map showing directions to reach the venue of the 1st AGM is annexed.

19. The Board of Directors has appointed Mr. Parth M Nair [Membership no. ACS 46802] proprietor of Parth Nair & Associates, Practicing Company Secretaries as a Scrutinizer to scrutinize the voting at the AGM in a fair and transparent manner.

20. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.shubhlaxmiltd.in immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the share of the Company is listed.

21. The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 and will be available for inspection by the Shareholders at Annual General Meeting.

22. SEBI has also mandated that for registration of transfer of securities the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN to the Share Transfer Agent for registration of transfer of securities.

23. Shareholders may also note that the Notice of 23rd Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2018-19 will also be available on the website of Company www.shubhlaxmiltd.in for the download.

24. As the Company is listed on SME Exchange [Company covered under Chapter X B of SEBI (Issue of Capital Disclosure Requirements) Regulations, 2009] pursuant to Rule 20 of the Companies (Management and Administration) Rules, it is not required to provide remote e-voting facility to its Shareholders.

Date: 02nd September, 2019
Place: Bhavnagar

By Orders of the Board of Directors
For Shubhlaxmi Jewel Art Limited
Sd/-
CS Binal Kothari
Company Secretary & Compliance Officer
ACS 42148

Registered Office:
CIN: L74999GJ2018PLC102121
Shop No. 1, Ground Floor, "D & I Excelus",
Waghawadi Road, Bhavnagar-364002,
Gujarat, India

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

The following is the Explanatory Statement as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to Special Business mentioned in the accompanying Notice for convening the Annual General Meeting of the members of the Company:

Item No. 1:

The Company, Shubhlaxmi Jewel Art Limited, has proposed to alter its Articles of Association by inserting a new clause in the existing Articles of Association of the Company for the right to renounce the dividend by the promoter of the Company which requires approval of Shareholders by way of Special Resolution. Accordingly, this matter has been placed before the Shareholders for approval. The Board therefore, submits the resolution for your consideration and recommends it to be passed as a Special Resolution. A copy of the existing as well as new Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

None of Directors/Key Managerial Personnel or their relatives are in a way interested or concerned in the resolution.

Date: 02nd September, 2019
Place: Bhavnagar

By Orders of the Board of Directors
For Shubhlaxmi Jewel Art Limited
Sd/-
CS Binal Kothari
Company Secretary & Compliance Officer
ACS 42148

Registered Office:
CIN: L74999GJ2018PLC102121
Shop No. 1, Ground Floor, "D & I Excelus",
Waghawadi Road, Bhavnagar-364002,
Gujarat, India

NORM NO. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L74999GJ2018PLC102121

Name of the Company : Shubhlaxmi Jewel Art Limited

Registered Office : Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar-364002, Gujarat, India

Name of the Member(s) :

Registered Address :

E-mail Id :

Folio No/ Client Id/ DP ID :

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name :.....
Address : ..... E-mail Id.....
Signature : ..... or failinghim.....

2. Name :.....
Address : ..... E-mail Id.....
Signature : ..... or failinghim.....

3. Name :.....
Address : ..... E-mail Id.....
Signature : ..... or failinghim.....

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 1st Annual General Meeting of the company, to be held on **September 26, 2019 on Thursday at 1:30 P.M. at the registered office of the Company situated at Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar-364002, Gujarat, India,** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions

1. Consider and adopt Audited Financial Statement, reports of the Board of directors and Auditor for the year ended 31st March, 2019. (Ordinary Resolution)
2. Approve the appointment of Statutory Auditor and Fixing their remuneration. (Ordinary Resolution)
3. Alteration in Articles of Association of the Company (Special Resolution)

Signed this..... day of..... 2019

Affix Revenue Stamp
Here

....

Signature of shareholder **Signature of Proxy holder(s)**

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

SHUBHLAXMI JEWEL ART LIMITED

L74999GJ2018PLC102121

Registered Office : Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar-364002, Gujarat, India

ATTENDANCE SLIP

01st Annual General Meeting of Shubhlaxmi Jewel Art Limited held on **September 26, 2019 on Thursday at 1:30 P.M. at the registered office of the Company situated at Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar-364002, Gujarat, India**

Folio No./DPID/Client ID : .....

Mr./Mrs./Miss :.....
(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 01st Annual General meeting of the company held on **September 26, 2019 on Thursday at 1:30 P.M. at the registered office of the Company situated at Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar-364002, Gujarat, India**

(If signed by proxy, his name should be written in block letters)

(Shareholders/proxy's Signature)

Note:

1. Shareholders/proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.

2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

SHUBHLAXMI JEWEL ART LIMITED

L74999GJ2018PLC102121

Registered Office : Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar-364002, Gujarat, India

FORM NO. MGT-12

Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	Shubhlaxmi Jewel Art Limited
Regsitered Office	CIN: L74999GJ2018PLC102121 Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar-364002, Gujarat, India Phn: 9537451111/8690365403 Email: info@shubhlaxmiltd.in Website: www.shubhlaxmiltd.in

Sr. No.	Particluars	Details
1.	Name of the First Named Shareholder (In Block letter)	
2.	Postal Address	
3.	Registered Folio No./*Client ID No.	
4.	Class of Share	Equity Share

I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.

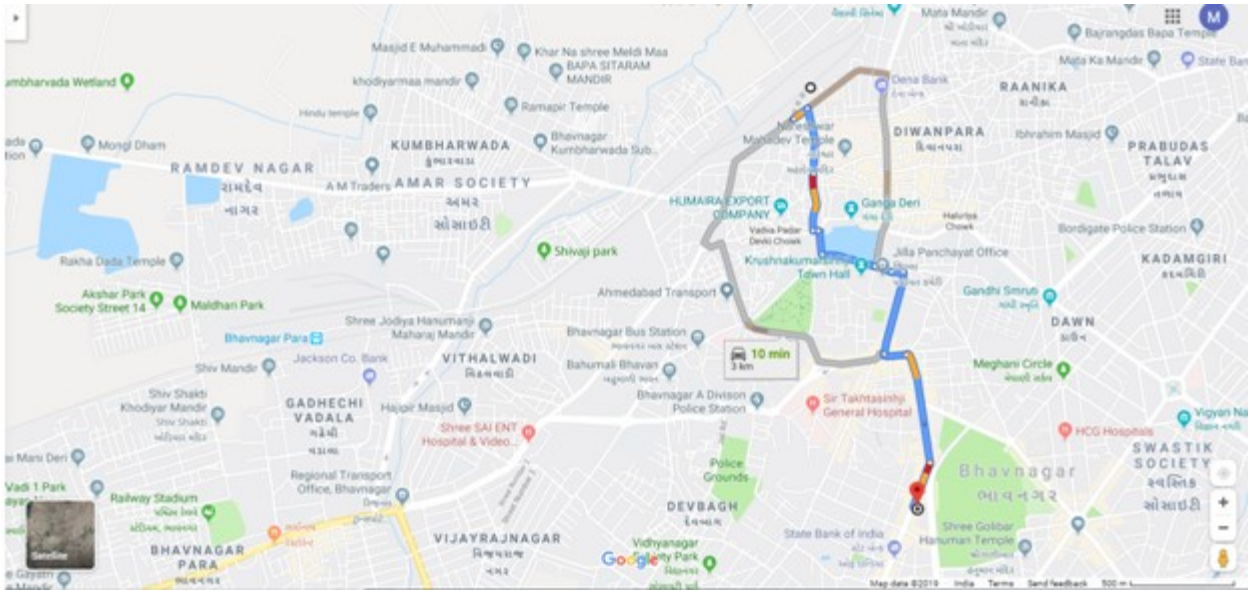
Resolutions:		Nature of Resolution	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1.	Consider and adopt Audited Financial Statement, reports of the Board of directors and Auditor for the year ended 31st March, 2019	Ordinary			
2.	Approve the appointment of Statutory Auditor and fixing their remuneration	Ordinary			
3.	Alteration in Articles of Association	Special			

Place: (Signature of theShareholder)

Date:

Route Map to the Venue of the AGM

Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar-364002, Gujarat, India



Distance from Bhavnagar Railway Station : 3 Km.