



Shubhlaxmi Jewel Art Ltd.



CIN : U74999GJ2018PLC102121
SHUBHLAXMI JEWEL ART LIMITED
Formerly known as Shubhiaxmi Jewellers

December 3, 2020

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 2nd 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 2nd Annual General Meeting of the Company. 2nd Annual General Meeting is to be convened on December 24, 2020 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

Ashmi
Ashmi Patel
Company Secretary and Compliance Officer

Encl: As above



Regd Office : D & I Excelus,
Opp. Home School, Waghawadi Road,
Bhavnagar - 364002, Gujarat, India

Phone No.: 0278 2562600
Mobile No.: +91 95373 61111
WhatsApp : +91 95374 61111

Email : info@shubhlaxmiltd.in
Web : www.shubhlaxmiltd.in

PAN : ABACS2500B

GSTN : 24ABACS2500B129

TAN : AHMS33086E

Subject to Bhavnagar Jurisdiction

NOTICE

NOTICE is hereby given that the SECOND (2ND) 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, December 24, 2020 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, 2020, together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director, Mrs. Jagrutiben Narendrasinh Chauhan (DIN: 08127789) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. To increase the overall managerial remuneration and in this regard 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 197** read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for payment of remuneration to Key Managerial Personnel's for financial year 2018-2019 and 2019-2020 on the terms and conditions as decided by the Board and to increase the overall limit of managerial remuneration payable by the Company in respect of any financial year computed in the manner laid down in Section 198 of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this Resolution”.

4. Alteration of Object Clause in the Memorandum of Association of the Company.

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, Ahmedabad, and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Object Clause) of the Memorandum of Association of the Company, be and is hereby altered by adding Point No. 5 in the existing clause III (A) of the Memorandum of Association of Company) as under:

III. The objects for which the company is established are:-

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:—

5. To acquire, build, construct, improve, develop, give or take in exchange or on lease, rent, hire, occupy, allow, control, maintain, operate, run, sell, dispose of, carry out or alter as may be necessary or convenient any leasehold or freehold lands, movable or immovable properties, including building, workshops, warehouse, stores, easement or other rights, machineries, plant, work, stock in trade, industrial colonies, conveniences together with all modern amenities and facilities such as housing, schools, hospitals, water supply, sanitation, townships and other facilities or properties which may seem calculated directly or indirectly to advance the company's objects and interest either in consideration of a gross sum or a rent charged in cash or services.

“RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby authorised to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, including agreeing to any change to the aforesaid Clause III of the Memorandum of Association of the Company, as may be required by the RoC and/or any other regulatory authority.”

Date: 03rd December, 2020

Place: Bhavnagar

By Orders of the Board of Directors

For Shubhlaxmi Jewel Art Limited

Sd/-

CS Ashmi Patel

Company Secretary & Compliance Officer

ACS 53451

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, 18th December, 2020 to Thursday, 24th December, 2020 (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 2019-2020 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 November 29, 2020.
12. Electronic copy of the Annual report for the year 2019-2020 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 2020-2021.
14. Notice of the AGM along with the Annual Report 2019-2020 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 2019-2020 will also be available on the Company's website www.shubhlaxmilttd.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 2nd 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.shubhlaxmilttd.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 2nd Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2019-2020 will also be available on the website of Company www.shubhlaxmilttd.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: 03rd December, 2020

Place: Bhavnagar

By Orders of the Board of Directors

For Shubhlaxmi Jewel Art Limited

Sd/-

CS Ashmi Patel

Company Secretary & Compliance Officer

ACS 53451

**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:

Pursuant to the provisions of **Section 197** read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee and Audit Committee, approval of the Company be and is hereby accorded for payment of remuneration to Key Managerial Personnel's for financial year 2018-2019 and 2019-2020 on the terms and conditions as decided by the Board and to increase the overall limit of managerial remuneration payable by the Company in respect of any financial year computed in the manner laid down in Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Ordinary Resolution / Special Resolution.

Accordingly, the Board recommends the special resolution set out at item no. 1 for approval of members.

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

Item No. 2:

The principal business of the Company is to carry out the business of goldsmiths, silver smiths, jewellers, gem and diamond merchants and of manufacturing and dealing in clocks, watches, jewellery, cutlery and their components and accessories and of producing acquiring and trading in metals, bullion, gold ornaments, silver utensils, diamond, precious stones, paintings, manuscripts, antiques and objects of art.

The Company proposes to make some changes in the object of its business by inserting new business in the field of construction. To enable the Company to do so, it has proposed to alter the Main Objects under the Objects Clause of the Memorandum of Association of the Company, by adding Point No. 5 in the existing clause III (A) of the Memorandum of Association of Company).

The above amendment would be subject to the approval of the Registrar of Companies, Ahmedabad, and any other Statutory or Regulatory Authority, as may be necessary.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its registered office during normal business hours on all working days upto the date of the Meeting.

The Directors commend the passing of the Resolution under Item No. 2 of the accompanying Notice for the approval of the Members of the Company. None of the Directors of the Company or their relatives are concerned or interested in the passing of the above resolution.

Date: 03rd December, 2020

Place: Bhavnagar

By Orders of the Board of Directors

For Shubhlaxmi Jewel Art Limited

Sd/-

CS Ashmi Patel

Company Secretary & Compliance Officer

ACS 53451

Registered Office:

CIN: L74999GJ2018PLC102121

Shop No. 1, Ground Floor, "D & I Excelus",

Waghawadi Road, Bhavnagar-364002,

Gujarat, India

ANNEXURE

Brief profile of director seeking Re-appointment in forthcoming Annual General Meeting (2nd AGM)

Name of Director	Jagrutiben Narendrasinh Chauhan
Date of Birth	27/07/1980
Date of Appointment	02/05/2018
Education Qualification	Bachelor of Commerce
Disclosure of relationship between directors inter-se	Mr. Narendrasinh Jesingbhai Chauhan (Husband)
List of public companies in which Directorship held	NIL
Chairman/Member of the committee	NIL
Chairman/Member of the committee of Directors of other Companies	NIL
No. of shares held in this Company	7,94,600 shares

FORM 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 failing
him.....

2. Name

.....

Address :

E-mail Id.....

Signature : or failing
him.....

3. Name

.....

Address :

E-mail Id.....

Signature : or failing
him.....

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 2nd Annual General Meeting of the company, to be held on **December 24, 2020 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. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2020, together with the Report of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. To appoint a Director, Mrs. Jagrutiben Narendrasinh Chauhan (DIN: 08127789) who retires by rotation and being eligible, offers herself for re-appointment (Ordinary Resolution)
3. To increase the overall managerial remuneration and approval of the managerial remuneration (Special Resolution)
4. Alteration of Object Clause in the Memorandum of Association of the Company (Special Resolution)

Signed this..... day of..... 2020

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

02ND Annual General Meeting of Shubhlaxmi Jewel Art Limited held on **December 24, 2020 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 02nd Annual General meeting of the company held on **December 24, 2020 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			
Registered Office		CIN: L74999GJ2018PLC102121 Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar-364002, Gujarat, India Phn: 9537451111/8690365403 Email: info@shubhlaxmilttd.in Website: www.shubhlaxmilttd.in			
Sr. No.	Particulars	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 31 st March, 2020	Ordinary			
2.	Appoint a Director, Mrs. Jagrutiben Narendrasinh Chauhan (DIN: 08127789) who retires by rotation and being eligible, offers herself for re-appointment	Ordinary			

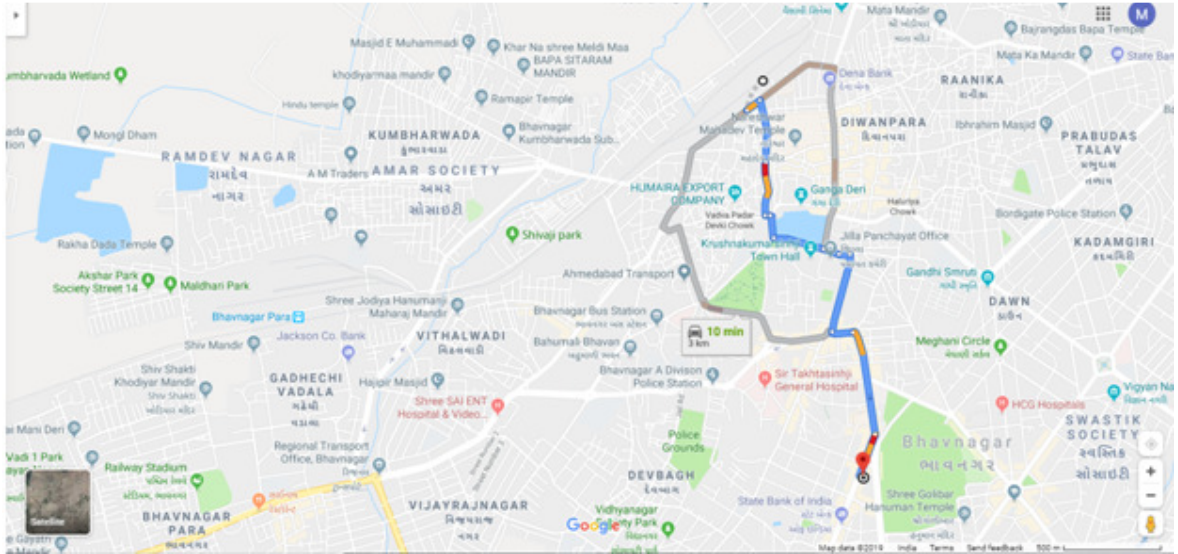
3.	Approval of the managerial remuneration	Special			
4.	Alteration of Object Clause in the Memorandum of Association of the Company	Special			

Place:
Date:

(Signature of the Shareholder)

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.