

NOTICE

NOTICE is hereby given that the Sixth (6th) ANNUAL GENERAL MEETING of SHUBHLAXMI JEWEL ART LIMITED, CIN: L45100GJ2018PLC102121 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 Saturday, September 28, 2024 at 1.00 pm 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, 2024, together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director, Mr. Ankurbhai Maheshbhai Prabtani (DIN: 09307275) who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 re - enactment 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 for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting for the financial year 2028-29, at such remuneration as shall be fixed by the Board of Directors of the Company and Auditor.

SPECIAL BUSINESS:

4. Appointment of Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) as an Independent Director:
To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder, and pursuant to Regulation 17(1C) and Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("Board") by circular resolution, Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273), who was appointed as an Additional Director (Category: Non-Executive Independent Director) of the Company with effect from April 1, 2024, who meets the criteria of independence under Section 149(6) of the Act and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as the Independent Director of the Company for a period of five (5) years w.e.f. April 1, 2024 to March 31, 2029 and that he will not be liable to retire by rotation.

RESOLVED FURTHER THAT the Managing Director or the executive Director and Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to sign

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and file the prescribed forms, returns, documents, applications and deeds with all authorities including the Registrar of Companies, Gujarat, along with the requisite fees in respect of the said appointment.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, things, take all such steps as may be necessary and expedient to give effect to the foregoing resolution.”

Date: 05.09.2024
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: L45100GJ2018PLC102121
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 regarding to special business at the meeting, is annexed hereto.
3. The company has notified closure of Register of Members and Share Transfer Books from Saturday 21st September, 2024 to Saturday, 28th September, 2024 (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 authorized 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 Authorized 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 2023-24 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 as on end of 30th August, 2024. The Members of the Company, whose name appears in the Register of Members/List of Beneficiaries received from the depositories as on end of 21st September, 2024 will cast their vote at the AGM.
12. Electronic copy of the Annual report for the year 2023-24 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. Notice of the AGM along with the Annual Report 2023-24 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 2023-24 will also be available on the Company's website www.shubhlaxmilttd.in
14. 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.
15. 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.
16. 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.
17. The route map showing directions to reach the venue of the 6th AGM is annexed.
18. 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.
19. 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.
20. 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.
21. Shareholders may also note that the Notice of 6th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2023-2024 will also be available on the website of Company www.shubhlaxmilttd.in for the download.
22. 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: 05.09.2024
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 AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Appointment of Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) as an Independent Director:

The Board of Directors in its meeting dated April 1, 2024, based on the recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") read with Article 153 of the Articles of Association of the Company, had appointed Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) as an Additional Independent Director with effect from April 1, 2024, upto the date of ensuing Annual General Meeting of the Company and is eligible for appointment as a Director. Subject to the approval of the shareholders and pursuant to the provisions of Section 149(10), 150(2), 152(2), first proviso of Section 152(5) of the Companies Act, 2013 read with Rule 4 and 5 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 and Regulation 17 and 25(6) of the SEBI Listing Regulations, Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) is proposed to be appointed as an Independent Director of the Company for a period of five (5) years w.e.f. April 1, 2024 to March 31, 2029. A notice in writing under Section 160 of the Act has been received from a member signifying the intention to propose the name of Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) as a candidate for the office of Director.

The Nomination and Remuneration Committee recommended his appointment on the basis of his knowledge, skills, expertise and experience. Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273), Non-Executive Independent Director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) fulfils the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Director Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) as an Independent Director is now being placed before the Members for their approval.

The resolution seeks approval of the Members for appointment of Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) as an Independent Director of the Company for a period of five (5) years commencing from the date of the ensuing Annual General Meeting and that he will not be liable to retire by rotation.

Except Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273), none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution as set out in Item No. 4.

Accordingly, the Board of Directors at its meeting held on April 1, 2024 recommended the resolution set out at Item no. 4 to be passed as special resolution by the members.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to Directors seeking appointment/re-appointment at the ensuing Annual General Meeting which is mentioned below:

Name of Director	Ankurbhai Maheshbhai Prabtni	Anandan Jayachandran Sengundamudaliar
DIN	09307275	10555273
Date of Birth	18/07/1987	06/11/1995
Age	37	28
Qualification	Bachelor of Commerce	Company Secretary
Experience	7 years of accounting activities	3 years of experience in Secretarial Practice
Designation	Director	Additional Director
Date of Appointment	30/09/2021	01/04/2024
Disclosure of relationship between directors inter-se	NIL	NIL
List of public companies in which Directorship held	NIL	NIL
Chairman / Member of the committee	NIL	NIL
Chairman / Member of the committee of Directors of other Companies	NIL	NIL
No. of shares held in this company	NIL	NIL