



CIN:- U74999GJ2017PLC098438

S. M. Gold Limited.

Date: 7th September, 2021

To,
The General Manager-Listing
Corporate Relations Department
BSE Limited
PJ Towers, 25th floor, Dalal Street,
Mumbai -400 001

Dear Sir/ Madam,

Subject: Submission of Annual Report for the financial year 2020-21.
Ref: S. M. GOLD LIMITED - Scrip Code - 542034

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the financial year 2020-21 alongwith the Notice convening the Annual General Meeting scheduled to be held on Thursday, 30th September, 2021 at 2:30 PM. The above is also available on the website of the Company at www.smgoldltd.com.

Thanking you,

For, S. M. Gold Limited

PRIYANK S. SHAH
DIRECTOR
DIN: 07878194



:- REGISTERED OFFICE :-

Shop No-1, 916 Building, Opp. Luhari Ni Pole M.G Haveli Road, Manekchowk Ahmedabad-380001, Gujarat.

Email: compliancesmgold@gmail.com | Contact: 079 - 2211 4411, +91 94281 38019, 9428980017 | Website: www.smgold.in

S. M. Gold Limited.

S. M. GOLD LIMITED



ANNUAL REPORT **2020-21**

BOARD OF DIRECTORS

Mr. Pulkitkumar Sureshbhai Shah	Managing Director
Mr. Priyank Sureshkumar Shah	Executive Director
Mrs. Nitaben Sureshkumar Shah	Non-Executive Director
Mr. Girishchandra Madhavlal Patel	Non-Executive Independent Director (w.e.f. 11/01/2021)
Mr. Ganpatbhai Babubhai Nayi	Non-Executive Independent Director (w.e.f. 11/01/2021)
Mr. Nilesh Babulal Salla	Non-Executive Independent Director (upto 19/09/2020)

CHIEF FINANCIAL OFFICER

Mr. Priyank Sureshkumar Shah

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Komalben Tolani

STATUTORY AUDITORS

BHAGAT & CO.

Chartered Accountant
Ahmedabad

BANKERS TO THE COMPANY

YES BANK LIMITED

Ground floor, Shop No. 1
Ganguram Chambers
Gheekanta Cross Road
Relief Road
Ahmedabad - 380001

REGISTERED OFFICE

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

REGISTRAR & TRANSFER AGENT

KFIN TECHNOLOGIES PRIVATE LIMITED

Selenium Building, Tower-B
Plot No 31 & 32, Financial District
Nanakramguda, Serilingampally
Hyderabad - 500032
Rangareddi, Telangana



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

Date: September 30, 2021

Day: Thursday

Time: 2:30 p.m.

Place: At the Registered Office of the Company situated at Shop No. 1 to 3, 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, 2021 together with Report of Board of Directors and Auditors’ Report thereon.
2. To Appoint a Director in place of Mr. Pulkitkumar Sureshbhai Shah (DIN: 07878190), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

5. To consider, and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

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

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

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

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

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

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

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

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

6. To consider, and if thought fit, to pass with or without modification(s), the following as a **Special Resolution**:

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

S. M. Gold Limited.

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

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

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

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

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

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

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

Place: Ahmedabad

Date: September 7, 2021

Registered Office:

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

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

Sd/-

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

NOTES:

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

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

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

(DPs) for shares held in electronic form.

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

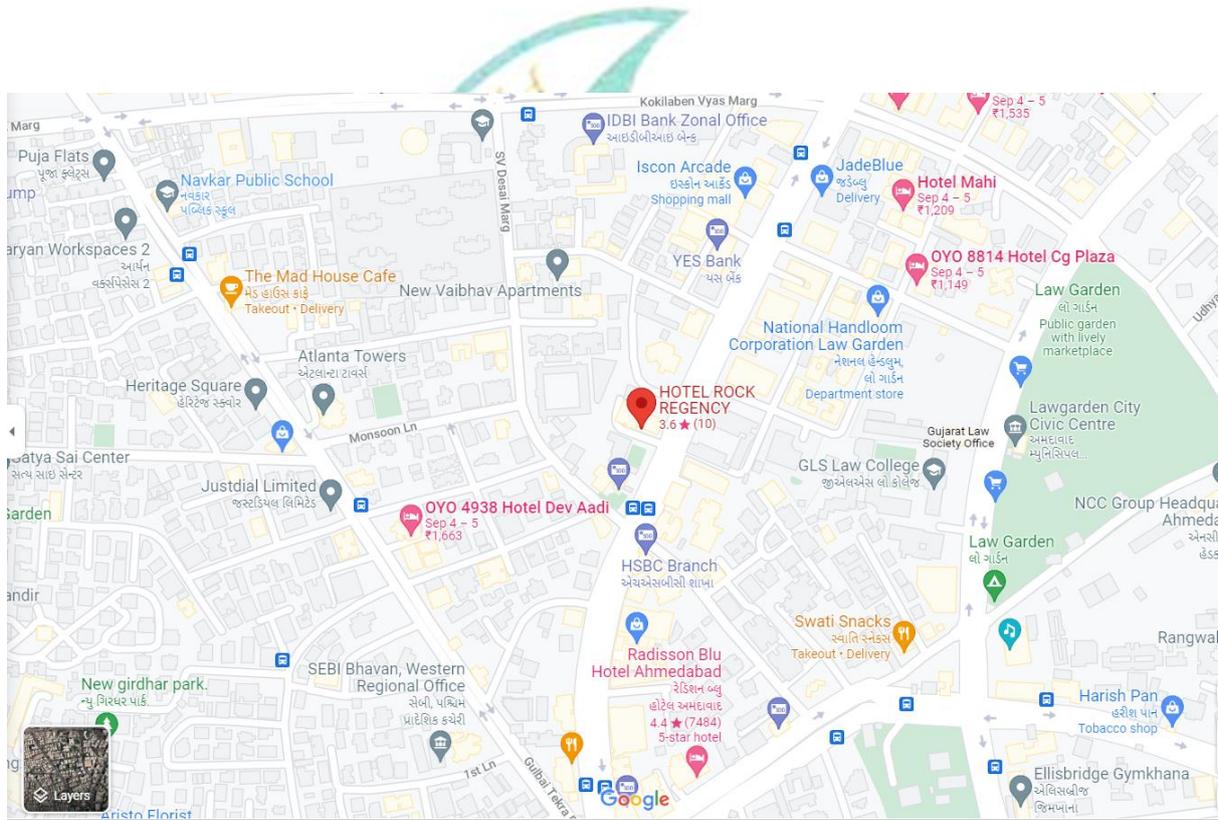
14. **BRIEF PROFILE OF DIRECTOR(S) SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING**

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

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

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

Route Map to the Venue of Annual General Meeting



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

ITEM NO. 3:

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

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

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

ITEM NO. 4:

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

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

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

ITEM NO. 5:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ITEM NO. 6:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

S. M. Gold Limited.

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

Place: Ahmedabad

Date: September 7, 2021

Registered Office:

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

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

Sd/-

Pulkitkumar S. Shah
Managing Director
(DIN: 07878190)

House of Mangalsutra

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting their Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2021.

1. FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY

The Board's Report is prepared based on the standalone financial statements of the company.

Particulars	(Rs. in Lakhs)	
	2020-21	2019-20
Total Income for the Year	3,384.39	2,918.31
Operating & Administrative Expenses	3,315.48	2,899.24
Net Profit/(Loss) before Tax	68.91	19.07
Less: Provision for Tax	8.54	5.00
Deferred Tax	-	-
Profit/(Loss) after Tax	60.38	14.07
EPS	0.60	0.20

2. OPERATION & REVIEW

During the year under review, total income of the company is Rs. 3,384.39 lakhs and the Net Profit after tax is Rs. 60.38 lakhs.

3. DIVIDEND

The Board of Directors of your Company has not recommended any dividend for the Financial Year ended 31st March 2021.

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed dividend, the provisions of Section 125 of the Companies Act, 2013 do not apply.

5. TRANSFER TO RESERVES

During the year under review, the Company has not transferred any amount to General Reserves Account.

6. CHANGE IN THE NATURE OF THE BUSINESS

During the year, there is no change in the nature of the business of the Company.

7. DIRECTORS & KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Pulkitkumar Sureshbhai Shah is liable to retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer himself for re-appointment.

During the year under review, the Company has appointed Mr. Girishchandra Madhavlal Patel (DIN: 09024026) and Mr. Ganpatbhai Babubhai Nayi (DIN: 09024041) as Additional Directors (Non-Executive Independent) on the Board of the Company w.e.f. 11th January 2021. The Board

hereby recommends their appointment as Independent Directors. The relevant details of them are given in the Explanatory Statement to the Notice convening the Meeting.

Mr. Nilesh Babulal Salla (DIN: 08474937) has tendered his resignation as an Independent Director of the Company w.e.f. 19th September 2020. The Board places on record its appreciation for the guidance and support provided by him during his tenure as a Director of the Company.

All the Independent Directors of the Company have given their declarations to the Company under Section 149(7) of the Act that they meet the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, they fulfil the conditions of independence as specified in the Act and the Listing Regulations and are independent of the management.

Mr. Pulkitkumar Sureshbhai Shah (DIN: 07878190), Managing Director, Mr. Priyank Sureshkumar Shah (DIN: 07878194), Executive Director & Chief Financial Officer and Mrs. Komalben Tolani, Company Secretary and Compliance Officer are the Key Managerial Personnel of the Company as on the date of this Report.

8. NUMBER OF BOARD MEETINGS

The Board of Directors duly met Eleven (11) times on 2nd June 2020, 31st July 2020, 17th August 2020, 27th August 2020, 29th August 2020, 2nd September 2020, 19th September 2020, 12th October 2020, 11th November 2020, 15th December 2020, 11th January 2021 and in respect of said meetings, proper notices were given and proceedings were properly recorded and signed in the Minute Book maintained for the purpose.

The gap between two Board Meetings was within the maximum time gap prescribed under the Act and the Listing Regulations. The requisite quorum was present in all the meetings.

9. COMPLIANCE WITH SECRETARIAL STANDARDS

During the year under review, the Company has complied with the provisions of Secretarial Standard 1 (relating to meetings of the Board of Directors) and Secretarial Standard 2 (relating to General Meetings) issued by the Institute of Company Secretaries of India.

10. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015, the Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of Board/Committee. The evaluation covered functioning and composition of the Board and its committees, understanding of the roles and responsibilities, experience, competencies, participation at the Board and Committee meetings, corporate governance practices etc.

Evaluation of the Board and its compositions was carried out through a defined process covering the areas of the Boards functioning viz. composition of the Board and Committees, understanding of roles and responsibilities, experience and competencies, contribution at the meetings etc.

11. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with explanation relating to material departures;

- (b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit/loss of the company for that period;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors have prepared the annual accounts on a going concern basis;
- (e) The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial Controls with reference to Financial Statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal financial controls relating to its financial statements.

During the year, such Controls were tested and no reportable material weakness was observed.

13. CHANGE IN CAPITAL STRUCTURE OF THE COMPANY

During the year under review the Company has allotted 33,45,839 fully paid up Equity shares as bonus. The paid-up equity share capital as on March 31, 2021 stood Rs.10,03,75,120.

14. MATERIAL CHANGES AND COMMITMENTS, IF ANY

The Company has been migrated from BSE SME platform to main Board on June 17, 2021.

There are no other material changes and commitments, affecting the financial position of the Company which has occurred between the end of financial year and the date of Directors' Report.

15. ANNUAL RETURN

In terms of Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at www.smgoldltd.com.

16. AUDITORS AND THEIR REPORT

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. BHAGAT & CO, Chartered Accountants (FRN: 127250W), the Statutory Auditors of the Company have been appointed in the annual General Meeting held on 30th September 2018 for a term of 5 years.

The Company has received a confirmation from the said Auditors that they are not disqualified to act as the Auditors and are eligible to hold the office as Auditors of the Company.

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

COST AUDITORS

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company.

SECRETARIAL AUDITORS

In terms of Section 204 of the Companies Act, 2013, the Company has appointed Practicing Company Secretary as Secretarial Auditors of the Company. The report of the Secretarial Auditor is enclosed as “Annexure A”.

The Board of Directors has duly reviewed the Secretarial Audit Report which does not contain any qualification, reservation or adverse remark.

17. INTERNAL AUDIT & CONTROLS

The Company has appointed external firm as its Internal Auditors. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Findings of Internal Auditors are discussed with the process owners and suitable corrective actions were taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

18. DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 (“the Act”) read with the Companies (Acceptance of Deposit) Rules, 2014 during the period under review. Hence, the requirement for furnishing the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

19. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

20. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

In terms of rule (9) of the Companies (Accounts) Rules, 2014, the Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year, the Company has not given any loan, guarantee or provided security in connection with the loan to any other body corporate or person or made any investments. Hence, no particulars of the loans, guarantees or investments falling under the provisions of Section 186 of the Companies Act, 2013 are provided by the Board.

22. PARTICULARS REGARDING EMPLOYEES

During the year under review, none of the employees were in receipt of remuneration exceeding the limit prescribed under Section 197 of the Act and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

23. RELATED PARTY TRANSACTIONS

During the year under review, contracts or arrangements entered into with the related party, as defined under section 188 of the Companies Act, 2013 were in ordinary course of business and on arms' length basis. Details of the transactions pursuant to compliance of section 134(3)(h) of the Companies Act, 2013 and rule 8(2) of the Companies (Accounts) Rule, 2014 are annexed herewith as per "Annexure B".

However, there are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large.

24. SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There is no significant and material order passed by regulators or courts or tribunals impacting the going concern status and Company's operations in future.

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Disclosures pertaining to conservation of energy, technology absorption and foreign exchange earnings & outgo, were not applicable to the Company during the year under review.

26. DETAILS OF COMMITTEES OF THE BOARD

Audit Committee

The Company has formed the Audit Committee as per the applicable provisions of Section 177 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 18 of SEBI LODR Regulations. The Committee was constituted with the primary objective to monitor and provide effective supervision of the Managements' Financial Reporting Process with the view to ensure accurate, timely and proper disclosures and transparency, integrity and quality of financial reporting.

All the recommendations / submissions made by the Committee during the year were accepted by the Board.

The composition of the Committee and details of meetings attended by the members are given below:

Name	Designation	Category	No. of Meetings held during the Period	
			Held	Attended
Mr. Girishchandra Madhavlal Patel*	Chairman	Non-Executive Independent Director	1	1
Mr. Nilesh Babulal Salla**	Chairman	Non-Executive Independent Director	3	3
Mr. Ganpatbhai Babubhai Nayi*	Member	Non-Executive Independent Director	1	1
Mr. Priyank Sureshkumar Shah	Member	Executive Director	5	5
Mrs. Nitaben Sureshkumar Shah	Member	Non-Executive Director	5	5

*Appointed as an Independent Director of the Company w.e.f. 11th January 2021.

**Resigned as an Independent Director of the Company w.e.f. 19th September 2020.

Nomination and Remuneration Committee

In compliance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations, the Board has constituted Nomination and Remuneration Committee (NRC). NRC of the Board has been constituted mainly to determine and recommend to the Board, the Company's policies on remuneration packages for Executive and Non-Executive Directors and policies on Nomination for Appointment of Directors, Key Managerial Personnel and Senior Management Personnel.

All the recommendations / submissions made by the Committee during the year were accepted by the Board.

The composition of the Committee and details of meetings attended by the members are given below:

Name	Designation	Category	No. of Meetings held during the Period	
			Held	Attended
Mr. Girishchandra Madhavlal Patel*	Chairman	Non-Executive Independent Director	N.A.	N.A.
Mr. Nilesh Babulal Salla**	Chairman	Non-Executive Independent Director	Nil	Nil
Mr. Ganpatbhai Babubhai Nayi*	Member	Non-Executive Independent Director	N.A.	N.A.
Mrs. Nitaben Sureshkumar Shah	Member	Non-Executive Director	1	1

*Appointed as an Independent Director of the Company w.e.f. 11th January 2021.

**Resigned as an Independent Director of the Company w.e.f. 19th September 2020.

The Policy of Nomination and Remuneration Committee has been placed on the website of the Company at www.smgoldltd.com and the salient features of the same are annexed herewith as "Annexure C".

Stakeholders' Relationship Committee

The Company has formed the Stakeholders' Relationship Committee as per Section 178 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 20 of SEBI Listing Regulations.

The composition of the Committee and details of meetings attended by the members are given below:

Name	Designation	Category	No. of Meetings held during the Period	
			Held	Attended
Mrs. Nitaben Sureshkumar Shah	Chairman	Non-Executive Director	1	1
Mr. Girishchandra Madhavlal Patel*	Member	Non-Executive Independent Director	1	1
Mr. Ganpatbhai Babubhai Nayi*	Member	Non-Executive Independent Director	1	1
Mr. Nilesh Babulal Salla**	Member	Non-Executive Independent Director	Nil	Nil
Mr. Priyank Sureshkumar Shah	Member	Executive Director	1	1

*Appointed as an Independent Director of the Company w.e.f. 11th January 2021.

**Resigned as an Independent Director of the Company w.e.f. 19th September 2020.

27. MEETING OF INDEPENDENT DIRECTORS

During the year under review, a separate meeting of Independent Directors was held on 8th March 2021, inter-alia, to discuss:

1. Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole
2. Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors and
3. Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting.

28. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has formulated and adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

The Company always endeavors to create and provide an environment to its employees and external individuals engaged with the Company that is free from discrimination and harassment including sexual harassment. The Company has in place a robust policy on prevention of sexual harassment at workplace. The policy aims at prevention of harassment of employees as well as contractors and lays down the guidelines for identification, reporting and prevention of sexual harassment.

During the year under review, there were no incidences of sexual harassment reported and received.

29. VIGIL MECHANISM

The Company has established the vigil mechanism through Whistle Blower Policy for all the stakeholders of the Company, which also provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases as per the Policy. The details of the Whistle Blower Policy is available on the website of the Company i.e. www.smgoldltd.com.

30. RISK MANAGEMENT

The Company recognizes that risk is an integral part of business and is committed to managing the risks in proactive and efficient manner. The Company periodically assesses risk in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

The Company, through its risk management process, strives to contain impact and likelihood of the risk within the risk appetite as agreed from time to time with the Board of Directors.

Management Discussion and Analysis Report of the Annual Report identifies key risks, which can affect the performance of the Company.

The Company has adopted a Risk Management Policy for a systematic approach to control risks. The Risk Management Policy of the Company developed in line with the business strategy lays down procedures for risk identification, evaluation, monitoring, review and reporting.

31. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report as Required under Regulation 34 and Schedule V of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report, and provides the Company's current working and future outlook. The Report is annexed herewith as "Annexure D".

32. CORPORATE GOVERNANCE

As per Regulation 15(2) of the Listing Regulations, the compliance with the corporate governance provisions as specified in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V shall not apply, in respect of -

A listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.

The paid up equity share capital of the Company is Rs. 10,03,75,120/- (Rupees Ten Crore Three Lakh Seventy Five Thousand One Hundred Twenty Only) but the Net-worth of the Company is less than Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) as on the last day of the previous financial year ended on March 31, 2021. Accordingly, the provisions relating to Corporate Governance is not applicable to the Company.

33. ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation for the continuous support received from the Members, customers, suppliers, bankers, various statutory bodies of the Government of India and the Company's employees at all levels and look forward to their continued support in future.

Date: 07/09/2021
Place: Ahmedabad

For and on behalf of Board

Sd/- Pulkit S. Shah Managing Director (DIN: 07878190)	Sd/- Priyank S. Shah Executive Director (DIN: 07878194)
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Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

S. M. GOLD LIMITED (CIN: L74999GJ2017PLC098438)

SHOP NO. 1 TO 3, 2ND FLOOR,

24 CARET BUILDING, OPP. ROKREGENCY HOTEL,

LAW GARDEN, C. G. ROAD, AHMEDABAD - 380009

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **S. M. GOLD LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives in electronic form in online system in view of the prevailing situation of COVID-19 in the country during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2021 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as per **Annexure - A** for the Financial Year ended on 31st March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;



- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities Regulations, 2018;
 - (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013
 - (j) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015; and
 - (k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

As informed to us, there are no other Sector specific laws which are specifically applicable to the Company. However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point (d), (e), (g), (h) and (i) of para (v) mentioned hereinabove during the period under review.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (ii) The Listing Agreement entered into by the Company with the Stock Exchange and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015;
- (vi) I further report that having regard to the compliance management system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof made available to me in electronic form, on test-check basis, the Company has compliance management system for the sector specific laws in textile





sector applicable specifically to the Company, however in view of the prevailing situation of COVID-19 in the country, physical verification was not possible:

During the period under review the Company has endeavored to establish the compliance management system to adhere to the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove.

Further, I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances of the laws and regulations mentioned hereinabove as applicable to the Company.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as required under Listing Regulations, 2015. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. However, during the year under review, Mr. Girishchandra Madhavlal Patel (DIN: 09024026) and Mr. Ganpatbhai Babubhai Nayi (DIN: 09024041) were appointed as an Additional Independent Directors of the Company w.e.f. January 11, 2021. The Company had filed Form within prescribed time, as well as with payment of additional fees, during the year under Audit.

The company has endeavored to establish a system of sending adequate notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda at least seven days in advance, and a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever required.

I further report that the company has endeavored to establish adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period of the Company there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above more specifically related to:





- (a) During the year, the Company has increased Authorised Share Capital from Rs. 7,40,00,000/- to Rs. 10,04,00,000/-.
- (b) During the year, the Company has issued Bonus Share at proportion of 1(One) new fully paidup Equity Shares of Rs. 10/- (Rupees Ten Only) each for every 2(Two) existing Equity Shares of Rs. 10/- (Rupees Ten Only) each held as on record date.
- (c) During the year, the Company has made allotment of 33,45,839 Equity Bonus Shares.
- (d) Migration from SME Board to Main Board of BSE Limited pursuance to Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable SEBI(LODR) Regulations, 2015.

Place : Dhrangadhra
Date : 03/09/2021

For, PHD & ASSOCIATES
Company Secretaries


CS Hitesh Patel
(Proprietor)
ACS No.:A60830
C P No.: 22749
UDIN: A060830C000889746



Note: This report is to be read with my letter of even date which is annexed as **Annexure - B** and forms an integral part of this report.

Annexure - A

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors and Committees including Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Act and rules made there under.
5. Agenda papers submitted to all the Directors / Members for the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Act.
7. Intimations/Disclosure/Declaration received from Directors under The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
8. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Act and attachments thereof during the period under report.
9. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement entered into by the Company with the Stock Exchange and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the period under report.
10. Various policies framed by the Company from time to time as required under the Act as well as Listing Agreement and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with circulars issued by the SEBI from time to time.





Annexure - B

To,
The Members
S. M. GOLD LIMITED (CIN: L74999GJ2017PLC098438)
SHOP NO. 1 TO 3, 2ND FLOOR,
24 CARET BUILDING, OPP. ROKREGENCY HOTEL,
LAW GARDEN, C. G. ROAD, AHMEDABAD - 380009

Sir,

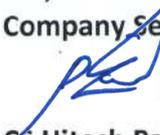
Sub: Secretarial Audit Report for the Financial Year ended on 31st March, 2021.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on the secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Dhrangadhra
Date : 03/09/2021

For, PHD & ASSOCIATES
Company Secretaries


CS Hitesh Patel
(Proprietor)
ACS No.:A60830
C P No.: 22749
UDIN: A060830C000889746



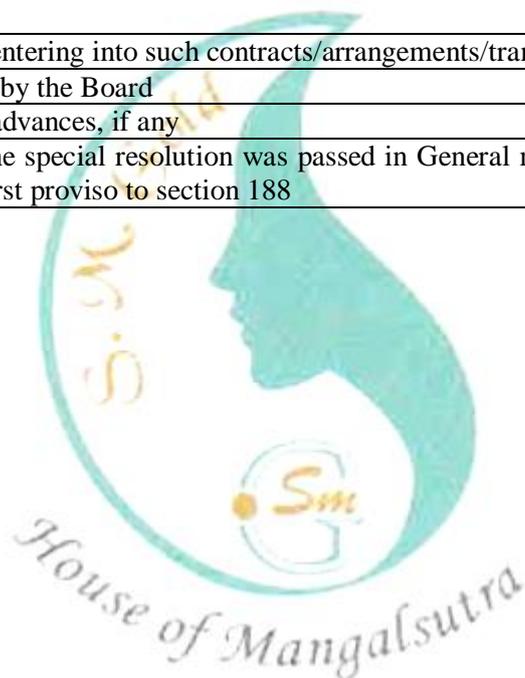
Annexure B
Form No. AOC 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Sr. No.	Particulars	Details
a)	Name(s) of the related party & nature of relationship	No such contracts or arrangements or transactions
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts/arrangements/transaction including the value, if any	
e)	Justification for entering into such contracts/arrangements/transactions	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	



2. Details of contracts or arrangements or transactions at Arm's length basis.

Sr. No.	Particulars	Details			
		a)	Name(s) of the related party & nature of relationship	Pulkit S Shah He is a son of Nitaben S Shah, Brother of Priyank S Shah and Managing Director of the company	Priyank S Shah He is a son of Nitaben S Shah, and Brother of Pulkit S Shah and Whole time Director of the company
b)	Nature of contracts/ arrangements/ transaction	Remuneration -Rs. 12,00,000/-	Remuneration Rs.12,00,000/- Unsecured Loan – Rs.86,09,145/-	Unsecured Loan – Rs.42,72,858/-	Purchase of Gold of Rs.8,20,72,635/- & Sale of Rs.7,58,79,801/-
c)	Duration of the contracts/ arrangements/ transaction	N.A.	N.A.	N.A.	N.A.
d)	Salient terms of the contracts/ arrangements/ transaction including the value, if any	N.A.	N.A.	N.A.	N.A.
e)	Date of approval by the Board	11/01/2021	11/01/2021	11/01/2021	11/01/2021
f)	Amount paid as advances, if any	N.A.	N.A.	N.A.	N.A.

Date: 07/09/2021
Place: Ahmedabad

For and on behalf of Board

Sd/-
Pulkit S. Shah
Managing Director
(DIN: 07878190)

Sd/-
Priyank S. Shah
Executive Director
(DIN: 07878194)

Annexure C

Policy of Nomination and Remuneration Committee of the Company

Policy for Identification of Persons for Appointment and Removal as Director and Senior Managerial Personnel:

The Committee shall:

1. Identify and ascertain the honesty, reliability, qualification, expertise and experience of the person for appointment as Director or Senior Managerial Personnel and recommend the Board accordingly.
2. The Committee must ensure itself regarding the capabilities and eligibilities of the proposed appointee(s) and must ensure that the proposed appointee shall be able to devote the required time as may be necessary.
3. The Committee shall be at discretion to decide whether qualification, expertise and experience possessed by the person is adequate for the proposed position.
4. Any other assessment as may be required must be carried out by the Committee and on being satisfied with the overall eligibility of the person, the Committee shall recommend his/her appointment to the Board accordingly.
5. With respect to Independent Directors of the Company, the Committee shall additionally ensure the independence of the Director as per the applicable provisions of the Companies Act, 2013 and the Rules made there under.
6. The Committee may recommend to the Board with the reasons recorded in writing, the removal of Director or Senior Managerial Personnel based on any disqualification that may be applicable as per the provisions of the Companies Act, 2013 and the rules made thereunder or for any other reasons as may be justified by the Committee.

Term of Appointment:

The term of Appointment of Managing Director/ Whole Time Directors and Independent Directors of the Company shall be as per the provisions of the Companies Act, 2013 and the Rules made thereunder.

Retirement:

The Managing Director/ Whole Time Directors and Independent Directors of the Company shall be subject to retirement as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. The Committee will be at its discretion to recommend retention of Directors even after they have attained the retirement age for the benefit of the Company subject to fulfillment of the requirements as mentioned in the Companies Act, 2013.

Policy for Evaluation of Performance of Board, Its Committees and Individual Directors:

1. Evaluation of performance of Board and Individual Directors:
 - (a) Achievement of financial/ business targets as fixed by the Board;
 - (b) Proper development, management and execution of business plans;
 - (c) Display of leadership qualities i.e. correctly anticipating business trends and opportunities;
 - (d) Establishment of an effective organization structure;
 - (e) Participation in the Board/Committee Meetings;
 - (f) Integrity and maintenance of confidentiality;
 - (g) Any other criteria that may be considered necessary for the evaluation of the performance of

the Board as may be considered by the Committee.

2. Evaluation of performance of Committee:
 - (a) Discharge of its functions and duties as per its terms of reference;
 - (b) Effectiveness of the suggestions and recommendations received;
 - (c) Conduct of its meeting and procedures followed in this regard.
3. Review of the Implementation of this policy:

The Committee shall review the implementation and compliance of this policy at least once a year.

Policy for Remuneration to Directors and Key Managerial Personnel:

The remuneration of the Directors and Key Managerial Personnel must be in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder. The Committee must ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.



Annexure D **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Business Overview

Our Company was originally incorporated as S. M. Gold Private Limited on July 26, 2017 under the Companies Act, 2013 vide certificate of incorporation issued by the Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Thereafter, our Company was converted into a public limited company pursuant to a special resolution passed by our shareholders at the EGM held on August 12, 2017 and consequently name was changed to “S. M. Gold Limited” (SMGL) vide fresh certificate of incorporation dated August 24, 2017 issued by Registrar of Companies, Gujarat, Dadra and Nagar Havelli. Subsequently, our Company has acquired the business of Proprietorship Concern of one of our Promoter - Mr. Priyank S. Shah viz. M/s. S. M. Gold through the Business Succession Agreement dated August 03, 2018. The CIN of the Company is L74999GJ2017PLC098438. Consequently, the business of the proprietorship firm was merged into S. M. Gold Limited.

We are principally into the business of manufacturing and wholesale trading of mangalsutra jewellery. Besides mangalsutra jewellery, a minor part of business also includes other jewellery like Rings, Chain, Earrings, Ear Chain, Nose-rings/Nose pins, waist belts, Anklet, Zuda, Toe Ring, Pendant Set/Pendant, Bracelet and Bangles, wedding Jewellery, festive Jewellery.

Our jewellery is mostly traditional in style and is handmade by our workers. We have in-house designing team which designs the mangalsutra and other jewellery in traditional, modern and indo-western style. We also directly purchase designs from other jewellery designers. Apart from manufacturing jewellery ourselves, we also get our mangalsutra and other jewellery manufactured through job workers. These job workers are located in Ahmedabad, Rajkot, Kolkata and Mumbai. The raw material and design is provided by us to these job workers. The job workers take approximately 10-12 number of days to complete the finished jewellery. However, no formal agreement has been executed with either of these job workers. Besides, manufacturing and job work, we also purchase readymade mangalsutra and other jewellery from other independent jewellery wholesalers located in Mumbai.

The jewellery sold by us is sold under the brand name of “S. M. Gold - the House of Mangalsutra”. Our strength is in manufacturing mangalsutra and antique jewellery. However, in order to cater to our customers taste, preference, choice and the ever changing trends in the jewellery, we offer our customers a wide variety of traditional, indo-western and modern jewellery also. We also customize the jewellery according to the individual needs, to keep pace with the latest trends in the market. As well as to satisfy our consumer requirements, we strive to continuously develop new jewellery designs and themes.

The major raw material used for making our mangalsutra and other jewellery is gold, black pearls, stones, kundan etc. We source our gold bar from bullion market and local markets in Ahmedabad. Black pearls and other raw material is sourced from local market of Ahmedabad and from Jaipur.

Our promoters, Mr. Priyank S. Shah and Mr. Pulkitkumar S. Shah have 13 years and 11 years of experience in gems and jewellery industry, respectively.

Our Competitive Strengths

- Established brand name
- Quality Products
- Well established relationship with our Supplier

Our Business Strategies

- Innovation in Designing
- Enhancing Operating Effectiveness and Efficiency

- Continue to maintain strong relation with existing Customers
- Marketing

Human Resources and Industrial Relations

The Company recognizes that its employees are integral part of its success. Sound human resource practices have been followed which is aligned with Company's philosophy. It believes that they are the vital asset responsible for continued success of the Company. Our Company wishes to put on record its deep appreciation for the co-operation and efforts of its employees for the betterment of the organization. The total number of employees as on 31st March 2021 is 8.

Internal Control

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective. The strong internal control systems have been designed in such a way that, not only it prevent fraud and misuse of the Company's resources but also protect shareholders interest.



S. M. Gold Limited.

Registered Office: Shop No. 1 to 3, 2nd Floor, 24 Caret Building, Opp. Rock Regency Hotel,
Law Garden, C. G. Road, Ahmedabad - 380009, Gujarat, India.
Email: compliancesmgold@gmail.com Tele. No.: 079 - 2211 4411
Website: www.smgoldltd.com

4th Annual General Meeting - Thursday, September 30, 2021

ATTENDANCE SLIP

Folio No. / DP ID & Client ID:

Name of Shareholder:

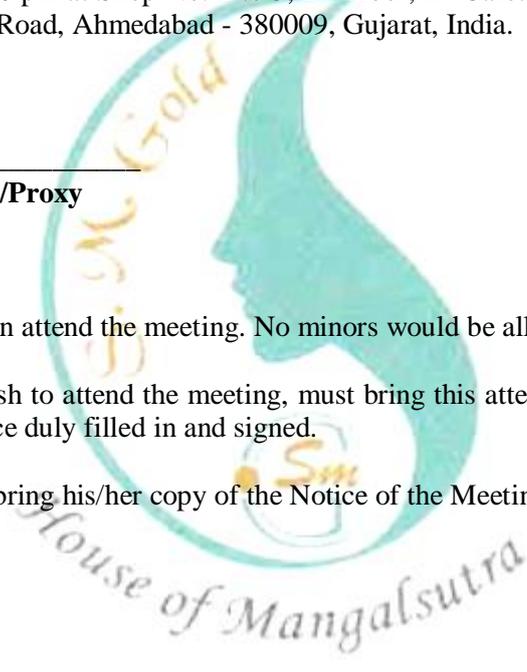
Address of Shareholder:

I, hereby record my presence at the 4th Annual General Meeting of the Company to be held on Thursday, September 30, 2021 at 2:30 pm at Shop No. 1 to 3, 2nd Floor, 24 Caret Building, Opp. Rock Regency Hotel, Law Garden, C. G. Road, Ahmedabad - 380009, Gujarat, India.

Signature of the Member/Proxy

Notes:

- A. Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- B. Member/Proxy who wish to attend the meeting, must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- C. Member/Proxy should bring his/her copy of the Notice of the Meeting for reference at the meeting.



Registered Office: Shop No. 1 to 3, 2nd Floor, 24 Caret Building, Opp. Rock Regency Hotel,
Law Garden, C. G. Road, Ahmedabad - 380009, Gujarat, India.
Email: compliancesmgold@gmail.com Tele. No.: 079 - 2211 4411
Website: www.smgoldltd.com

Form MGT 11 PROXY FORM

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

4th Annual General Meeting - Thursday, September 30, 2021

Name of the shareholder(s):

Registered Address:

E-mail ID:

Folio No. / DP ID and Client ID:

I/We, being member(s) of Palm Jewels Limited, holding _____ share(s) of the Company, hereby appoint

(A) Name: _____

Address: _____

E-mail ID: _____

Signature: _____ or failing him/her

(B) Name: _____

Address: _____

E-mail ID: _____

Signature: _____ or failing him/her

(C) Name: _____

Address: _____

E-mail ID: _____

Signature: _____

As my/our proxy to attend and vote for me/us, on my/our behalf at the 4th Annual General Meeting of the Company to be held on Thursday, September 30, 2021 at 2:30 pm at Shop No. 1 to 3, 2nd Floor, 24 Caret Building, Opp. Rock Regency Hotel, Law Garden, C. G. Road, Ahmedabad - 380009, Gujarat, India and/or at any adjournment thereof in respect of such resolutions as are indicated below:

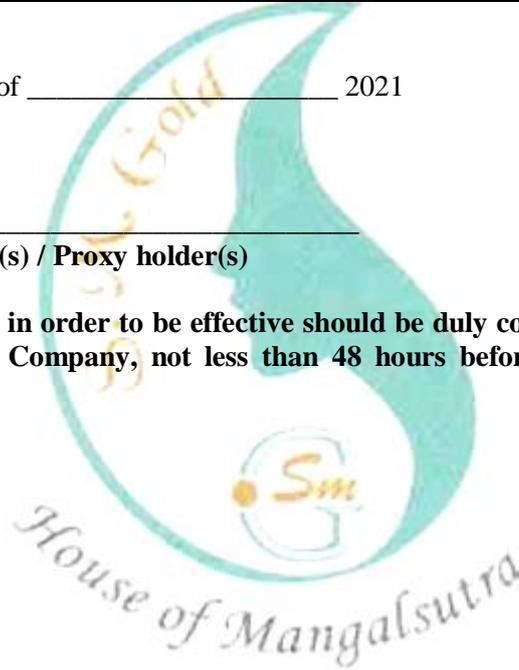
S. M. Gold Limited.

Sr. No.	Resolution	Voting	
		For	Against
Ordinary Business			
1	To Receive, Consider and Adopt Audited Financial Statements of the Company for the financial year ended on March 31, 2021 together with Report of Board of Directors and Auditors' Report thereon.		
2	To Appoint a Director in place of Mr. Pulkitkumar Sureshbhai Shah (DIN: 07878190), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.		
Special Business			
3	Appointment of Mr. Girishchandra Madhavlal Patel as a Director (Non-Executive Independent) of the Company.		
4	Appointment of Mr. Ganpatbhai Babubhai Nayi as a Director (Non-Executive Independent) of the Company.		
5	Revision in remuneration of Mr. Pulkitkumar Sureshbhai Shah (DIN :07878190), Managing Director of the Company		
6	Revision in remuneration of Mr. Priyank Sureshkumar Shah (DIN :07878194), Executive Director of the Company		

Signed this _____ day of _____ 2021

Signature of Shareholder(s) / 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.



S. M. GOLD LIMITED

Statutory Audit Report F.Y. 2020-2021

--: Auditors :--

**Bhagat & Co.
(Chartered Accountants)
24, Laxmi Chambers,
Navjeevan Press Road,
Nr. Old High Court,
Income Tax, Ahmedabad-380014**



Independent Auditor's Report

To the Members of S. M. Gold Limited

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **S. M. Gold Limited**. ('the Company'), which comprise the Balance Sheet as at **31st March 2021**, the Statement of Profit and Loss and the Cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statement give the information required by the Companies Act, 2013("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of state of affairs of the company as at **31st March 2021** and its profit and its cash flow for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to be communicated in our report.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies(Auditor's Report)Order,2016 (the Order) issued by the Central Government of India in terms of sub-section (11) of section 143 of the act, we give the **Annexure- A**, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, The statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31st March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) In our opinion with respect to internal financial control, the said Para is applicable to Company and & hereby attached as **Annexure - B**
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has not have any pending litigation which would impact its financial position.
 - ii. The Company not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which are required to be transferred to the Investor Education and Protection Fund by the company.

FOR, BHAGAT & CO.
Chartered Accountant
Firm Reg. No.127250W

Sd/-
Sandeep H. Mulchandani
(Partner)
Membership.No. 144241
UDIN : 21144241AAAAAR6933
Place:- Ahmedabad
Date:30/06/2021

“Annexure - A “to the Auditors’ Report

The Annexure referred to in Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended **31st March 2021**, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
 - (b) The Company has adopted a programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are not held in the name of the Company. As the company has, taken immovable property on rent.
- (ii) The Company is regular in maintaining physical inventory in accordance with paragraph 3(ii) of the Order applicable to the Company.
 - (iii) The Company has not granted any loans to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 (‘the Act’).
 - (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
 - (v) The Company has not accepted any deposits from the public.
 - (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
 - (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the book of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees’ state insurance and duty of excise.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31st March 2021 for a period of more than six months from the date they became payable.
- (viii) The Company has taken loan from Axis Bank for business purpose. The company has not make any default in repayment of loan.
 - (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Company has issue 3345839 Bonus Share of 10/- Each.
 - (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made preferential allotment of shares during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

FOR, BHAGAT & CO.
Chartered Accountant
Firm Reg. No.127250W

Sd/-
Sandeep H. Mulchandani
(Partner)
Membership.No. 144241
UDIN : 21144241AAAAAR6933
Place:- Ahmedabad
Date:30/06/2021

ANNEXURE B TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act') We have audited the internal financial controls over financial reporting of **S.M. Gold Limited** ('the Company') as of **31st March 2021** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, Bhagat & Co.
Chartered Accountant
Firm Reg. No.127250W

Sd/-
Sandeep H. Mulchandani
(Partner)
Membership.No. 144241
UDIN : 21144241AAAAAR6933

Place : Ahmedabad
Date : 30/06/2021

S. M. GOLD LIMITED

BALANCE SHEET AS AT 31st MARCH, 2021

Particulars	Note No.	2021	2020
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	1	10,03,75,120	66916730
(b) Reserves and Surplus	2	3,41,73,522	61594361
(c) Money received against share warrants		-	-
<u>(2) Share Application money pending allotment</u>			
<u>(3) Non-Current Liabilities</u>			
(a) Long-Term Borrowings		-	-
(b) Deferred Tax Liabilities (Net)		-	4,820
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions		-	-
<u>(4) Current Liabilities</u>			
(a) Short-Term Borrowings	3	4,71,06,896	4,02,75,867
(b) Trade Payables	4		
(i) Total outstanding dues of Micro , Small & Medium Enterprise		-	-
(ii) Total outstanding dues other than Micro , Small & Medium Enterprise		1,98,830	16,04,560
(c) Other Current Liabilities		-	-
(d) Short-Term Provisions	5	12,76,956	9,85,944
Total Equity & Liabilities		183131324	171382282
II. ASSETS			
<u>(1) Non-Current Assets</u>			
(a) Fixed Assets			
(i) Property, Plant and Equipment	6	9,53,080	8955373
(ii) Intangible Assets			
(iii) Capital work in progress			
(iv) Intangible assets under development			
(b) Non-current investments		3,00,94,211	3,40,93,369
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		-	-
(e) Other non-current assets	7	7,45,950	734438
<u>(2) Current Assets</u>			
(a) Current investments		-	-
(b) Inventories		14,32,37,447	103753429
(c) Trade receivables	8	54,26,002	20206255
(d) Cash and cash equivalents	9	1,95,036	163556
(e) Short-term loans and advances	10	90,000	1500000
(f) Other current assets	11	23,89,597	1975861
Total Assets		183131324	171382282

NOTES TO ACCOUNTS

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Notes referred to above and notes attached there to form an integral part of Balance Sheet

This is the Balance Sheet referred to in our Report of even date.

FOR, BHAGAT & CO.

Chartered Accountants

FRN No. 127250W

FOR, S. M. GOLD LIMITED

Sd/-

Sandeep H. Mulchandani
(Partner)

Mem. No. 144241

UDIN : 21144241AAAAAR6933

Date: 30/06/2021

Place: Ahmedabad

Sd/-

Pulkitkumar S. Shah
(Managing Director)

DIN : 07878190

Sd/-

Priyank S. Shah
(Director & CFO)

DIN : 07878194

Sd/-

Komal Tolani
(Company Secretary)

S. M. GOLD LIMITED

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31st MARCH, 2021

Sr. No	Particulars	Note No.	2021	2020
I	Revenue from operations	12	33,39,85,928	29,15,59,027
II	Other Income	13	44,52,974	2,71,630
III	III. Total Revenue (I +II)		33,84,38,902	29,18,30,657
IV	Expenses:			
	Cost of materials consumed	14	35,86,05,209	27,85,37,151
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	15	(3,94,84,018)	10,52,094
	Employee Benefit Expense	16	49,65,795	46,47,063
	Financial Costs	17	41,02,223	29,24,852
	Depreciation and Amortization Expense	18	3,73,969	2,89,614
	Other Administrative Expenses	19	29,84,526	24,72,955
	Total Expenses (IV)		33,15,47,704	28,99,23,729
V	Profit before exceptional and extraordinary items and tax	(III - IV)	68,91,198	19,06,928
VI	Exceptional Items		-	-
VII	Profit before extraordinary items and tax (V - VI)		68,91,198	19,06,928
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII - VIII)		68,91,198	19,06,928
X	Tax expense:			
	(1) Current tax		8,53,647	5,00,000
	(2) Defferd tax		-	-
XI	Profit(Loss) from the perid from continuing operations	(IX-X)	60,37,551	14,06,928
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		60,37,551	14,06,928
	Less: Proposed Dividend		-	-
	Less: Tax on Dividend		-	-
	Balance Carried Forward to Balance Sheet		60,37,551	14,06,928
XVI	Earning per equity share:			
	(1) Basic		0.60	0.21
	(2) Diluted		0.60	0.21

NOTES TO ACCOUNTS

20

Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement

This is the Profit & Loss Statement referred to in our Report of even date.

FOR, BHAGAT & CO.
Chartered Accountants
FRN No. 127250W

FOR, S. M. GOLD LIMITED

Sd/-
Sandeep H. Mulchandani
(Partner)
Mem. No. 144241
UDIN : 21144241AAAAAR6933

Sd/-
Pulkitkumar S. Shah
(Managing Director)
DIN : 07878190

Sd/-
Priyank S. Shah
(Director & CFO)
DIN : 07878194

Date: 30/06/2021
Place: Ahmedabad

Sd/-
Komal Tolani
(Company Secretary)

S. M. GOLD LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH , 2021

PARTICULARS	FIGURES AS AT THE END OF 31 st MARCH, 2021	FIGURES AS AT THE END OF 31 st MARCH, 2020
A Cash Flow from Operating Activities :		
Net Profit/(Loss) before tax	68,91,198	19,06,928
Adjustments for:-		
Finance Cost	41,02,223	2924852
Depreciation	3,73,969	289614
Profit on Sale of Shares	(44,52,974)	-
Operating Profit before working capital changes	69,14,416	51,21,394
Increase / (Decrease) in Short Term Borrowings	68,31,029	25249750
Increase / (Decrease) in Trade Payables	(14,05,730)	1,88,600
Increase / (Decrease) in Other Current Liabilities	-	12,32,284
Increase / (Decrease) in Short term Provision	2,91,012	6,39,546
(Increase) / Decrease in Inventories	(3,94,84,018)	10,52,094
(Increase) / Decrease in Trade Receivable	1,47,80,253	153744
(Increase) / Decrease in Other current assets	(4,13,736)	6,31,540
(Increase) / Decrease in Other Non current assets	(11,512)	1,83,610
(Increase) / Decrease in Short Term Loans & Advances	14,10,000	12,70,000
Operating Profit after working capital changes	(1,10,88,286)	3,57,22,562
Less: Income Tax Paid	858467	5,00,000
Net Cash from/ (used in) Operating Activities	(1,19,46,753)	3,52,22,562
B Cash Flow from Investing Activities :		
(Purchase)/ Sale of Fixed Assets	76,28,324	(87,06,026)
(Purchase)/ Sale of Non Current Investments	39,99,158	(3,40,93,369)
Net Cash from/ (used in) Investing Activities	1,16,27,482	(4,27,99,395)
C Cash Flow from Financing Activities :		
Increase / (Decrease) in Long Term Borrowings	-	-
Proceeds from application money pending allotment	-	-
Proceeds from Issue of shares	33458390	-
Proceeds from Securities Premium	(3,34,58,390)	-
Finance Cost	(41,02,223)	(29,24,852)
Profit on Sale of Shares	44,52,974	-
Adjustments in retained earnings	-	-
Net Cash from/ (used in) Financing Activities	3,50,751	(29,24,852)
Net Increase/ (Decrease) in Cash & Cash Equivalents (A+B+C)	31,480	(1,05,01,684)
Cash & Cash Equivalents as at the beginning of the year	1,63,556	1,06,65,240
Cash & Cash Equivalents as at the end of the year	1,95,036	1,63,556
FOR, BHAGAT & CO.	FOR , S. M. GOLD LIMITED	
Chartered Accountants		
FRN No. 127250W		
Sd/-	Sd/-	Sd/-
Sandeep H. Mulchandani	Pulkitkumar S. Shah	Priyank S. Shah
(Partner)	(Managing Director)	(Director & CFO)
Mem. No. 144241	DIN : 07878190	DIN : 07878194
UDIN : 21144241AAAAAR6933		
Date: 30/06/2021	Sd/-	
Place: Ahmedabad	Komal Tolani	
	(Company Secretary)	

S. M. GOLD LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2021

Note : 1 Share Capital

Sr. No.	Particulars	2021	2020
1	AUTHORIZED CAPITAL 72,00,000 Equity Shares of Rs. 10/- each. 10040000 Equity Shares of Rs. 10/- each.	-	7,20,00,000
		10,04,00,000	-
		10,04,00,000	7,20,00,000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL <i>To the Subscribers of the Memorandum</i> 66,91,673 Equity Shares of Rs. 10/- each. 33,45,839 Bonus Shares of Rs. 10/- each.	6,69,16,730	6,69,16,730
		3,34,58,390	-
	Total in `	10,03,75,120	6,69,16,730

Following Shareholders hold equity shares more than 5% of the total equity shares of the Company.

Sr. No.	SHARE HOLDER'S NAME	2021	2020
1	Priyank S Shah	58,81,845	39,21,230
		58.60%	58.60%

Note : 2 Reserve & Surplus

Sr. No.	Particulars	2021	2020
1	Capital Reserve		
2	Capital Redemption Reserve		
3	Securities Premium reserve	2,47,24,950	5,81,83,340
4	Debenture Redemption Reserve	-	-
5	Revaluation Reserve	-	-
6	Shares Option Outstanding Account	-	-
7	Other Reserve (Special Reserve)	-	-
8	Surplus (Profit & Loss Account)	94,48,572	34,11,021
	Balance brought forward from previous year	34,11,021	20,04,093
	Less: Tax on Regular Assessment Paid	-	-
	Add: Transfer to Profit and Loss A/c	-	-
	Add: Profit for the period	60,37,551	14,06,928
	Total in `	3,41,73,522	6,15,94,361

Note : 3 Short Term Borrowings

Sr. No.	Particulars	2021	2020
(A)	Loans from Bank		
1	Bank OD-Yes Bank	-	1,14,21,854
2	Axis Bank	2,77,16,569	2,73,34,860
3	Axis Bank - 5538	55,43,209	-
(B)	Loans from Directors		
1	Priyank S Shah	95,74,260	9,65,115
2	Pulkit Shah	-	5,54,038
3	Nitaben S. Shah	42,72,858	-
	Total in `	4,71,06,896	4,02,75,867

Note : 4 Trades Payable

Sr. No.	Particulars	2021	2020
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S. M. GOLD LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2021

(A)	Sundry Creditors for Materiel/Supplies:		
1	Chokshi Brothers	-	1,88,600
(B)	Sundry Creditors for Expenses		
1	Creditors for Expenses	1,98,830	14,15,960
		-	-
	Total in `	1,98,830	16,04,560

Note : 5 Short Term Provisions

Sr. No.	Particulars	2021	2020
1	Provision For Tax	8,50,000	6,99,258
2	Audit Fees Payable	72,000	42,000
3	Accounting Fees Payable	60,000	60,000
4	Unpaid Legal Fees	30,000	30,000
5	TCS Payable	35,564	-
6	TDS Payable	2,29,392	1,54,686
	Total in `	12,76,956	9,85,944

S. M. GOLD LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2021

Note : 7 Other Non Current Assets

Sr. No	Particulars	2021	2020
	Unamortised Expenditure		
1	Miscellaneous Expenditure	7,45,950	7,34,438
	Total in `	7,45,950	7,34,438

Note : 8 Trade Recievables

Sr. No	Particulars	2021	2020
	(A) Outstanding for Less than Six Months		
1	C.H. Jewellers Pvt. Ltd	19,64,054	20,79,840
2	Kalyan Jewellers India Ltd (Labour Work)	65,213	32,880
3	Ratnamani Jewellers -Mumbai	-	19,13,772
4	R.O. Jewels Ltd	-	1,13,29,772
5	Rumil Ornaments	-	16,42,931
6	Soni Bhaktilal Nanalal & Sons	-	5,00,560
7	Suvidhi Gold Pvt. Ltd	-	11,45,000
8	Ranveer Jewels	33,96,735	-
9	Nakoda Agro Product	-	15,61,500
	Total in `	54,26,002	2,02,06,255

Note : 9 Cash & Cash Equivalent

Sr. No	Particulars	2021	2020
1	Cash-in-Hand		
	Cash Balance	1,30,000	1,41,454
	Sub Total (A)	1,30,000	1,41,454
2	Bank Balance		
	Tamilnad Marcentile Bank Ltd	65,036	22,102
	Sub Total (B)	65,036	22,102
	Total [A + B]	1,95,036	1,63,556

Note : 10 Short-term Loans and advances

Sr. No	Particulars	2021	2020
1	Hemant Patel	-	15,00,000
2	Rent Deposit	90,000	-
	Total in `	90,000	15,00,000

Note : 11 Other Current Assets

Sr. No	Particulars	2021	2020
1	Duties and Taxe-GST Receivable	14,79,597	6,22,330
2	Advance Income Tax	3,50,000	2,95,000
3	TDS Receivable	-	1,15,893
4	Prepaid Insurance Expenses	-	87,277
5	Other Current Assets	5,60,000	8,55,361
	Total in `	23,89,597	19,75,861

S. M. GOLD LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2021

Note : 6 Property , Plant & Equipments

Sr. No	Particulars	Gross Block				Depreciaton				Net Block	
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2021	WDV as on 31.03.2020
	Property , Plant & Equipments										
I	<u>Tangible Assets</u>										
1	Activa	30,085	-	-	30,085	14,253	3,824	-	18,077	12,008	15,832
2	ACP Board	-	16,950	-	16,950	-	2,261	-	2,261	14,689	-
3	Air Condition	1,39,422	-	-	1,39,422	33,690	18,224	-	51,914	87,508	1,05,732
4	Computer	7,685	-	-	7,685	3,437	2,255	-	5,692	1,993	4,248
5	Mobile	52,074	67,797	-	1,19,871	9,825	9,232	-	19,057	1,00,814	42,249
6	Plant and Machinery	47,364	-	-	47,364	11,585	3,915	-	15,500	31,864	35,779
7	Printer	9,215	-	-	9,215	3,215	1,035	-	4,250	4,965	6,000
8	Refrigerator	80,767	-	-	80,767	19,707	10,524	-	30,231	50,536	61,060
9	Safe	21,867	-	-	21,867	10,360	2,780	-	13,140	8,727	11,507
10	Skoda Rapid Car	13,78,695	-	-	13,78,695	4,93,995	3,12,761	-	8,06,756	5,71,939	8,84,700
11	Weighing Scale	25,000	30,500	-	55,500	8,547	2,836	-	11,383	44,117	16,453
12	Office C.G. Raod	77,50,000	15,00,000	92,50,000	-	-	-	-	-	-	77,50,000
13	Furniture & Fixture	6,102	-	-	6,102	1,068	867	-	1,935	4,167	5,034
14	Water Pump	-	6,429	-	6,429	-	563	-	563	5,866	-
15	Water Purifier	20,339	-	-	20,339	3,560	2,892	-	6,452	13,887	16,779
					-						
	Total	95,68,615	16,21,676	92,50,000	19,40,291	6,13,242	3,73,969	-	9,87,211	9,53,080	89,55,373

S. M. GOLD LIMITED*Notes Forming Part of the Profit & Loss Statement for the period ended 31st March, 2021***Note : 12 Revenue from Operations**

Sr. No	Particulars	2021	2020
1	Sales	32,93,47,226	28,57,64,475
2	Job Work Income	46,38,702	57,94,552
	Total in `	33,39,85,928	29,15,59,027

Note : 13 Other Income

Sr. No	Particulars	2021	2020
1	Other Interest	-	1,44,870
2	Dividend Income	-	18,800
3	Profit On Sale Of Assets	-	1,07,960
4	Profit On Sale Of Shares	44,52,974	-
	Total in `	44,52,974	2,71,630

Note : 14 Cost of Material Consumed

Sr. No	Particulars	2021	2020
a)	PURCHASES OF RAW MATERIALS AND STORES		
1	Purchases	35,86,05,209	27,79,30,151
2	Logistics Services	-	6,07,000
	Total in `	35,86,05,209	27,85,37,151

Note : 15 Change in Inventories

Sr. No	Particulars	2021	2020
1	Opening Stock	10,37,53,429	10,48,05,523
2	Closing Stock	14,32,37,447	10,37,53,429
	Total in `	- 3,94,84,018	10,52,094

Note : 16 Employment Benefit Expenses

Sr. No	Particulars	2021	2020
1	Directors Remuneration	24,00,000	24,00,000
2	Salary Expense	25,65,795	22,47,063
	Total in `	49,65,795	46,47,063

Note : 17 Finance Cost

Sr. No	Particulars	2021	2020
1	Bank Charges	1,60,228	2,79,452
2	Loan Processing Charges	-	1,82,062
3	Interest Expenses	39,41,995	24,63,339
	Total in `	41,02,223	29,24,852

Note : 18 Depreciation & Amortised Cost

Sr. No	Particulars	2021	2020
1	Depreciation	3,73,969	2,89,614
2	Amortisation Expense	-	-
	Total in `	3,73,969	2,89,614

S. M. GOLD LIMITED**Notes Forming Part of the Profit & Loss Statement for the period ended 31st March, 2021****Note : 19 Other Administrative Expenses**

Sr. No	Particulars	2021	2020
1	Audit Fees	30,000	30,000
2	Accounting Fees	-	60,000
3	Electricity Expenses	47,630	48,040
4	Exhibition Expenses	-	14,58,910
5	Insurance Expenses	5,73,750	-
6	Legal and Professional Fees	-	30,000
7	Miscellaneous Expenses	3,57,261	4,21,065
8	NSDL , CDSL , BSE , RTA & ROC Expenses	4,93,626	2,13,760
9	Office Expenses	1,94,742	2,11,180
10	Other Expenses	5,37,364	-
11	Petrol Expenses	4,80,153	-
12	Rent Expenses	2,70,000	-
	Total in `	29,84,526	24,72,955

S.M. Gold Limited

Significant Accounting Policies and Notes forming part of Accounts

Note : 20

NOTES ON ACCOUNTS

1. Previous year's figures are not stated as it is a newly incorporated company.
2. Provision for Taxation for the current year has been made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.
3. Contingent liability in respect of claims against the company not acknowledged as debts against which the company has counter claims aggregating to Rs. is Nil.
4. In the opinion of the Board, the current assets are approximately of the value stated in the Balance sheet, if realized in the ordinary course of business.
5. Information pursuant to paragraph 2, 3, 4, 5 of Part II of the schedule III is given as under so far as it applies to the company.

a) **Payment to Statutory Auditors**

	Current Year	Previous Year
1. Audit Fees	30,000/-	30,000/-

6. There is no adjustment required to be made to the profits or loss for complying with ICDS notified u/s 145(2).

For, Bhagat & Co.
Chartered Accountants
FRN No:-127250W

For And On Behalf Of The Board

Sd/-
Sandeep H. Mulchandani
(Partner)
Mem. No.: 144241

Sd/-
(Managing Director) **Sd/-**
(Director & CFO)

Place: Ahmedabad
Date:30.06.2021

Sd/-
(Company Secretary)

Significant Accounting Policies

A. Basis of preparation of Financial Statements

The Financial statements are prepared under the historical cost convention and on accrual basis in accordance with applicable accounting standards referred to in section 133 read with rule 7 of the Companies (Accounts) rules, 2014.

Accounting policies not specifically referred to otherwise are consistent and in accordance with the generally accepted accounting principles

B. Revenue Recognition

Sales are recorded exclusive of Taxes.

C. Fixed Assets

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation, including financial cost till such assets are ready for its intended use.

D. Depreciation

Depreciation is charged on written down value method as per Companies Act 2013.

E. Impairment of Assets

Impairment of assets if any is ordinarily assessed by comparing recoverable value of individual assets with its carrying cost.

F. Inventories

Inventories are valued at cost or net realizable value whichever is lower. Cost in respect of inventories is ascertained on Weighted Average Method.

G. Investments

Long Term Investments if any are stated at cost. Provision for diminution if any in value of assets is only made when the same is of permanent nature.

H. Retirement Benefits

- i As certified by the management, the company has no liability under the Provident Fund & Super Annuation Fund as the said acts do not apply to the company.

ii It is explained to us that the company does not provide for any leave encashment and any liability arising thereon shall be paid and dealt with in the books of accounts at the actual time of payment.

I. Prior Period Items

Significant items of Income or Expenditure, which relates to the prior accounting periods, are accounted in the Profit and Loss Account under the head "prior year Adjustments" other than those occasioned by the events occurring during or after the close of the year and which are treated as relatable to the current year.

J. Borrowing Cost

Borrowing cost on working capital is charged against the profit & loss account in which it is incurred.

Borrowing costs that are attributable to the acquisition or construction or manufacture of qualifying assets are capitalized as a part of the cost of such assets till the date of acquisition or completion of such assets. In respect of suspended project for extended period, borrowing costs are not capitalized for such period.

K. Taxes on Income

Taxes on income of the current period are determined on the basis of taxable income and credits computed in accordance with the provisions of the Income tax Act, 1961.

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

L. Provision, Contingent liabilities and contingent assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but the same is disclosed in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

M. Applicability of AS-18

In accordance with the requirements of Accounting Standard-18 (AS-18) "Related Party Transaction" issued by the Institute of Chartered Accountants of India, the following persons are considered as Related Party as defined in AS-18:-

Sr. No.	Name	2020-21	Relationship	Nature of transaction
1.	Priyank S Shah	12,00,000/-	Director	Remuneration paid
2.	Pulkit S Shah	12,00,000/-	Director	Remuneration paid
3.	Priyank S Shah	86,09,145/-	Director	Unsecured Loan Taken
4.	Nitaben S Shah	42,72,858/-	Director	Unsecured Loan Taken
5.	Kriya Gold	82072635/- 75879801/-	Proprietary Firm of Director	Purchase Sales

N. Foreign Currency Transaction

There are no such foreign currency transactions during the year.

O. C/F Value of Import Raw Materials: NIL

P. Expenditure in Foreign Currency: NIL

Q. Earning Per Share: The Earning Per Share (AS-20) has been computed as under:

(a) Profit after tax	Rs. 6037551/-
(b) Equity Share (In Number)	No. 10037512
(c) Nominal value of share	Rs. 10 per share
(d) EPS	Rs. 0.60

For, Bhagat & Co.
Chartered Accountants
FRN No:-127250W

For And On Behalf Of The Board

Sd/-
Sandeep H. Mulchandani
(Partner)
Mem. No.: 144241

Sd/-
(Managing Director) **Sd/-**
(Director & CFO)

Place: Ahmedabad
Date:30.06.2021

Sd/-
(Company Secretary)