

S. M. GOLD LIMITED

CIN: L74999GJ2017PLC098438

**Registered Office: Shop No. 1 to 3, 2nd Floor, 24 caret Building, Opp. ROK Regency Hotel, Law Garden,
C G Road, Ahmedabad-380009**

Website: www.smgoldltd.com

E-mail: compliancesmgold@gmail.com

Contact: +91 9428980017

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

Date: 10th February, 2025

Scrip Code: 542034

Subject: Notice of Postal Ballot & Intimation of Remote E-Voting Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulation").

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015, please find enclosed Postal Ballot Notice, seeking approval of members of the company by way of remote e-voting process, for resolution set out in notice of Postal Ballot. Postal Ballot Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company / Depositories, as on Friday 7th February, 2025 ("Cut-off Date").

The voting will commence on Tuesday, February 11th, 2025 at 9:00 A.M. (IST) and will end on Wednesday, March 12th, 2025, (IST). The remote e-voting module shall be disabled by NSDL thereafter. The assent or dissent received from the shareholders after Wednesday, March 12th, 2025 [5:00 P.M. (IST)] would be strictly treated as if a reply has not been received.

A copy of the Postal Ballot Notice is available on the Company's website (www.smgoldltd.com), NSDL website (www.evoting.nsdl.com) and also on the website of BSE Limited (www.bseindia.com).

We request you to kindly take the same on your record.

Thanking You,

Yours faithfully,

For, S. M. GOLD LIMITED

Pulkitkumar Sureshbhai Shah
Managing Director
(DIN: 07878190)

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed to be passed by the Members of **S.M. GOLD LIMITED ("the Company")** by means of Postal Ballot through remote e-voting only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for proposing the same is annexed for your consideration and approval. The Board of Directors of the Company in their meeting dated 07/02/2025 has appointed Ms. Neelam Rathi (Membership No.10993, PCS: 12454), representing M/s. Neelam Somani & Associates, Company Secretaries, Ahmedabad, Gujarat as the Scrutinizer, for conducting the postal ballot/e-voting process in a fair and transparent manner and National Securities Depository Limited (NSDL) to provide e-voting facility for the postal ballot.

Members should note that in terms of the General Circulars issued by Ministry of Corporate Affairs (MCA), no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is providing e-voting facility to its members, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means. The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before 14th March, 2025. The results along with the scrutinizer's report will be displayed on the

Company's website and will be communicated to stock exchange, BSE Limited i.e. www.bseindia.com where Equity Shares of the Company are listed.

Special Business:

1. To appoint the Statutory Auditors of the Company and to fix their remuneration to fill casual vacancy

To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 and other applicable provisions of the Act, if any, including any statutory modifications, amendments or re-enactments thereof and as recommended by the board of directors of the company, consent of the members of company be and is hereby accorded to appoint M/s. AKGVG & Associates, Chartered Accountants, having [FRN: 018598N] as the Statutory Auditor of the company to fill the casual vacancy that arises due to the resignation by M/s. Aniket Goyal & Associates., Chartered Accountants having [FRN: 022331C].

FURTHER RESOLVED THAT M/s. AKGVG & Associates, Chartered Accountants be and is hereby appointed as Statutory Auditor of the company from conclusion of postal ballot (i.e. the last date for voting) till conclusion of the upcoming Annual General Meeting of the Company to conduct audit of accounts of the Company for the financial year ending 31st March 2025, at a remuneration mutually agreed between the Board and the Auditor.

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

2. Issue, create and allot 3700000 equity shares to promoter & public (non- promoter) on preferential basis

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

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended up to date ('SEBI (ICDR) Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended up to date, as in force and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India and/ or any other competent authorities to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorized by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to the

Board to create, offer, issue and allot by way of preferential issue, up to 3700000 equity shares of face value of ₹ 10.00 each of the Company ('Equity Shares') at an issue price of ₹ 21.00 (including premium of ₹ 11.00) per equity share of the Company or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, whichever is higher, for an aggregate consideration of ₹ 7,77,00,000.00 to the following persons (proposed allottees)

Sr No	Name of the Proposed Allottee(s)	Present holding of Equity shares	Category	Proposed No. of Equity Shares
1.	Veeram Vendors Pvt Ltd	0	Non-Promoter	1600000
2.	Veeram Barter Pvt Ltd	0	Non-Promoter	1600000
3.	Priyank S Shah	4183594	Promoter	500000

in such manner and on such terms and conditions as are stipulated in the statement pursuant to section 102 of the Act attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws;

"RESOLVED FURTHER THAT the minimum price of the Equity shares issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations for preferential issue, being the highest of the following:

- a) The 90 trading Days' volume weighted average price of the Company's Equity Shares quoted on the Stock Exchange BSE, being the Stock Exchange in which the shares of the company is listed preceding the "Relevant Date"; or
- b) The 10 trading Days' volume weighted average price of the Company's Equity Shares quoted on the Stock Exchange, BSE being the Stock Exchange in which the shares of the company's listed volume has been recorded during the said period) preceding the "Relevant Date"; or
- c) The price determined under the valuation report obtained by the Company from an independent registered valuer in terms of Regulation 166A of the SEBI (ICDR) Regulations, a copy whereof is posted on the website of the Company.

"RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the floor price for the Preferential Issue of Equity shares be and is hereby fixed as February 10, 2025, being the date 30 days prior to the date of passing of the Special Resolution by Members.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- b) The Equity Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchange(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).

c) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.

d) The Equity Shares to be allotted shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer cum Application letter in Form No.PAS-4 together with an application form be issued to the proposed allottee(s) inviting it to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Director(s) or the Company Secretary or any other officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution.”

By order of the Board
FOR, S. M. GOLD LIMITED

Sd/-
PULKITKUMAR SURESHBHAJ SHAH
Managing Director
(DIN: 07878190)

Date: 07.02.2025

Place: Ahmedabad

Registered Address:

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24 caret Building, Law Garden,
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Notes:

1. The explanatory statement and reason for the proposed resolution as required under Section 102 of the Companies Act, 2013, is annexed to this notice.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 07th February 2025 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the e-voting Cut Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
5. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the e-voting Cut-Off Date i.e. Friday 07th February, 2025.
6. The Notice is available on the Company's website i.e. www.smgoldltd.com and the websites of the Stock Exchange viz., BSE Limited i.e. www.bseindia.com and on the website of the National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
7. The e-voting period commences at 9:00 A.M. (IST) on Tuesday, 11th February 2025 and ends at 5:00 P.M. (IST) on Wednesday, 12th March, 2025. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
8. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Wednesday, 12th March, 2025.

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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 11th February, 2025 at 09:00 A.M. and ends on Wednesday, 12th March, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday 07th February, 2025 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being, Friday 07th February, 2025.

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

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

Step 1: Access to NSDL e-Voting system

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IdeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IdeAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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	<ol style="list-style-type: none">If you are not registered for IdeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IdeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the

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	<p>evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

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

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

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

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

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to neelamsomani90@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to [Mr. Sachin Kareliya](#) at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliancesmgold@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to compliancesmgold@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013.

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the businesses mentioned in the accompanying Notice.

Item No. 1:

The Board of Directors in the Board Meeting held on 11th December, 2024 had approved appointment of M/s. AKGVG & Associates, as the Statutory Auditors of the Company for the financial year 2024- 2025 to fill the casual vacancy caused by the resignation of M/s. Aniket Goyal & Associates., till the conclusion of ensuing Annual General Meeting. M/s. Aniket Goyal & Associates, Chartered Accountants having [FRN: 022331C], resigned due to expiring of Peer Review Certificate issued by ICAI.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. AKGVG & Associates, Chartered Accountants (Firm Registration Number: 018598N), for remuneration as decided by board with consultation with auditor, as the Auditors of the Company who shall hold the office till the conclusion of ensuing Annual General Meeting of the Company.

The Committee considered various parameters and found M/s. AKGVG & Associates, Chartered Accountants (Firm Registration Number: 018598N) to be best suited to handle the audit of the financial statements of the Company. M/s. AKGVG & Associates, Chartered Accountants (Firm Registration Number: 018598N) have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. As required under SEBI Regulations, M/s. AKGVG & Associates, Chartered Accountants (Firm Registration Number: 018598N) have confirmed that they hold valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the ordinary resolution set out in item no. 1 for your approval.

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Brief profile / credentials of M/s. AKGVG & Associates, Chartered Accountants (Firm Registration Number: 018598N):

M/s. AKGVG & Associates, is a Chartered Accountancy Firm as per Chartered Accountants Act, 1949 of India. It is a well renowned firm which has experience of more than 20 years. The firm specializes in accounting, auditing, taxation, corporate compliance and regulatory services. They are based in New Delhi, with presence in other major cities across India. Their expertise includes Statutory Audits, Internal audits, business taxation and more.

Item No. 2:

Issue of 37,00,000 Equity shares to Promoter and Public(non-promoter) on Preferential Basis.

The Company requires infusion of funds to meet working capital requirements and general corporate purposes, to support the future business plans of the Company, it is proposed to issue equity shares on preferential basis to Promoter and Non- Promoters (Public). The said proposal has been considered and approved by the Board of Directors in their meeting held on 07.02.2025.

The special resolution proposed in the item No. 2 of the Notice, have been proposed pursuant to the provisions of Section 23, 42, 62 of the Companies Act, 2013 and chapter V of SEBI ICDR Regulations, 2018.

The offer for the proposed allotments as mentioned above in Item 1 shall be made by way of a common offer letter (PAS-4).

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments there to is as stated below. As per Section 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders is sought for issuing the equity shares as stated in the resolution on a preferential basis. Under Regulation 163 of the ICDR Regulations and in terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and allotment of Securities) Rules, 2014, the relevant disclosures / details are given below:

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It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
2. All equity shares of the Company held by the Proposed Allotees, if any, are in dematerialized form;
3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees;
5. The Proposed Allotees have represented and declared to the Company that they have not sold or transferred any equity Shares of the Company during the 90 trading days preceding the relevant date;
6. None of the Promoters and Directors of the Company are fugitive economic offender;
7. The Company do not have any outstanding dues to the Board, the Stock Exchanges or the Depositories;
8. The Company will make the application for in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when the notice has been sent in respect of the Postal Ballot seeking shareholders' approval by way of Special Resolution;
9. In terms of Section 102 of the Companies Act, 2013 ("Act"), this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 23, 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 SEBI ICDR Regulations, necessary information or details in respect of the proposed Preferential Issue of Equity Shares are as under:

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I. Particulars of the offer including date of passing of Board resolution:

To create, issue, offer and allot up to 37,00,000 (Thirty Seven Lakhs) equity shares of face value of ₹ 10.00 each, on a preferential basis ("Preferential Issue"), to the proposed Allottees at an issue price of Rs. 21/- per equity share including a security premium of Rs. 11/- per equity share, being the price higher than the price determined in accordance with the provisions of Chapter V (Preferential Issue) of the SEBI (ICDR) Regulations, and upon such terms and conditions as may be deemed appropriate by the Board and in accordance with the relevant provisions of SEBI ICDR Regulations, or other applicable laws in this regard.

II. Basis or justification for the price (including premium if any) at which the offer or invitation is being made along with report of the registered valuer and pricing of the preferential issue:

The Equity Shares of Company are listed on BSE for a period of more than 90 trading days as on the relevant date i.e. 10th February, 2025 and are frequently traded in accordance with SEBI ICDR Regulations.

The price of the Equity shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with the SEBI ICDR Regulations. Currently, SEBI ICDR Regulations provides that the pricing for the issue of securities on preferential basis by a listed Company is to be based on the following parameters:

a) In case of "frequently traded shares Regulation 164(1) of the SEBI ICDR Regulations:

If the equity shares of the Company have been listed on a recognised stock exchange for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall not be less than higher of the following:

The 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

The 10 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date.

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Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than the determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

b) In case of change in control or allotment of more than five percent. Regulation 166A(1) of the SEBI ICDR Regulations:

Any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully paid diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from independent registered valuer and consider the same for determining the price.

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub-regulation (1), (2), or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provision of the Articles of Association of the issuer, if applicable:

Articles of Association of the Company do not provide for any particular method of determination which results in a floor price higher than the determined under SEBI ICDR Regulations.

In terms of Regulation 166A (1) of the SEBI ICDR Regulations, the Company has taken Valuation Report dated 07.02.2025 from Mr. Mohit Solanki, an Independent Registered Valuer (Mohit Solanki & Co, FRN: 157339W, IBBI/RV/06/2022/14822 (ICAI RVO), and address 608, Satyamev Elite, Bopal Ambli T Circle, S.P. Ring Road, Bopal, Ahmedabad 380058 and the copy of the same has been hosted on the website of the Company www.smgoldltd.com. As per the Valuation Report, the minimum price, in terms of Regulation 164(1) and Regulation 166A (1) of the SEBI ICDR Regulations, at which Equity Shares to be issued is Rs. 20.97/- per equity share. However, the issue price for this Preferential Issue is kept at Rs. 21/- per equity share including security premium of Rs. 11/- per equity share which is higher than the above floor price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations and Regulation 166A(1) of SEBI ICDR Regulations.

III. The Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer :

The allotment is proposed to be made for cash.

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IV. The Price band within which the allotment is proposed

There shall be no price band. All the equity shares under this preferential issue shall be made at an issue price of Rs. 21/- (Rupees Twenty One Only) per Equity Share including Security Premium of Rs. 11/- (Rupees Eleven only) per Equity Share, being the price higher than the price determined in accordance with Chapter V (Preferential Issue) of the SEBI ICDR Regulations.

V. Amount which the company intends to raise by way of such Equity Shares

₹ 7,77,00,000/- (Rupees Seven Crore and Seventy Seven Lakhs Only)

VI. The Objects of the issue through preferential offer

The total proceeds of the preferential offer are proposed to be used to meet increased working capital requirements and general corporate purpose of the company, as the Board may from time to time decide in the best interest of the company.

VII. The Total Number of Equity shares to be issued

The total number of Equity Shares proposed to be issued is 37,00,000 (Thirty Seven Lakhs) equity shares at an issue price of ₹ 21.00 (including premium of ₹11.00) per equity share of the Company or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, whichever is higher, for an aggregate consideration of ₹ 7,77,00,000/- to the following persons (proposed allottees)

VIII. The intention of the Promoter(s)/Directors/Key Managerial Personal to subscribe to the offer and contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

None of the Promoters or Key Managerial Personnel intend to subscribe this offer and no contribution is being made by the promoters to subscribe either as part of the offer or separately in furtherance of these objects except Mr. Priyank Sureshkumar Shah (DIN No. 07878194).

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IX. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the promoter and public.

X. Time frame within which the preferential issue shall be completed :

As required under SEBI ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of special resolution by the shareholders according consent for preferential issue or in the event of allotment of equity shares would require any other approvals or permissions from any regulatory authorities including stock exchange where the shares of the Company are listed or the Central Government, within 15 days from the date of receipt of last of such approvals or permissions as the case may be.

XI. Recommendation from the committee of Independent Directors

The Committee reviewed all aspects relating to the preferential issue including pricing, and has voted unanimously in favour and recommended to the board. All the Independent directors were present in the meeting.

XII. Shareholding Pattern of the Company before and after the Preferential Issue.

Sr. No	Category	Pre-issue		Post-issue	
		No. of shares held	% of share holding	No. of share held	% of shares holding
A	Promoters' holding				
1	Indian				
	Individual	4489211	44.72	4989211	36.32
	Bodies Corporate	0	0	0	0
	Sub-total	4489211	44.72	4989211	36.32
2	Foreign promoters	0	0	0	0
	Sub-total (A)				
B	Non-promoters' holding				
1	Institutional investors	0	0	0	0

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2	Non-institutional investors				
	Private corporate bodies	36391	0.36	3236391	23.56
	Director and relatives	0	0	0	0
	Indian public	5299802	52.80	5299802	38.58
	Others [including Non-resident Indians (NRIs)]	212108	2.11	212108	1.54
	Sub-total (B)	5548301	55.28	8748301	63.68
	GRAND TOTAL (A+B)	10037512	100	13737512	100

XIII. Valuation and justification for the allotment proposed to be made for consideration other than cash:

Not applicable.

XIV. Relevant Date:

The relevant date for the purpose of determination of minimum price of Equity Shares to be issued is fixed as Monday, 10th February, 2025 being the date thirty day prior to the deemed date of passing of Special Resolution through Postal Ballot, in accordance with the SEBI ICDR Regulations.

XV. Certification from Company Secretary in Practice:

The Company has obtained the Certificate from Ms. Neelam Rathi, Practicing Company Secretary (M.No. 10993; CP No. 12454), certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations. A copy of said Certificate has been hosted on the website of the Company, www.smgoldltd.com.

XVI. Lock in Period:

The Equity Shares to be allotted shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations.

Further, the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

XVII. The number of persons to whom allotment on preferential basis have already been made during the year ,in terms of number of securities as well:

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During the financial year, the Company has not made any allotment of equity shares on preferential basis.

XVIII. Listing:

The Company will make an application to BSE Limited at which the existing equity shares of the Company are listed, for listing of the Equity Shares allotted under this Preferential Issue. All the Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

XIX. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or fugitive economic offender or fraudulent borrower

The Company, its Promoters and its Directors have not been declared as wilful defaulters or a fraudulent borrower or fugitive economic offender as defined under SEBI ICDR Regulations.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI ICDR Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

XX. Proposed List of Allottees

Sr. No.	Name of the Proposed Allottee	Present holding of Equity Shares	Category	Proposed No. of Equity Shares
1.	Veeram Vendors Pvt Ltd	0	Non-Promoter	1600000

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2.	Veeram Barter Pvt Ltd	0	Non-Promoter	1600000
3.	Priyank Shah	4183594	Promoter	500000

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolution and the explanatory statement.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board accordingly recommends the resolution set forth at Item no. 2 for approval of the members as a Special Resolution.

By order of the Board
FOR, S. M. GOLD LIMITED

Sd/-
PULKITKUMAR SURESHBHAJ SHAH
Managing Director
(DIN: 07878190)

Date: 07.02.2025

Place: Ahmedabad

Registered Address:

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C G Road, Ahmedabad-380009.