



CIN:- U74999GJ2017PLC098438

# S. M. Gold Limited.

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

Date: 02.09.2020

**Subject: Intimation of Annual General Meeting of the Company**  
**Ref: S. M. Gold Limited (Script Coe: 542034)**

The 03<sup>rd</sup> Annual General Meeting of the company will be held on Wednesday, 23<sup>rd</sup> day of September 2020 at 02.30 P.M. at the Registered Office of the company situated at Shop No-1,916 Building, Opp. Luhar Ni Pole M.G Haveli Road, Manekchowk, Ahmedabad 380001 Gujarat.

We hereby inform you that the Register of Members and Share Transfer Book of the company will remain closed from Saturday, the 19<sup>th</sup> September 2020 to Wednesday, the 23<sup>rd</sup> September 2020 (both days inclusive) for the purpose of 03<sup>rd</sup> Annual General Meeting of the company.

Please take the information on record

Yours faithfully,  
For, S. M. Gold Limited

**PRIYANK S. SHAH**  
**DIRECTOR**  
**DIN: 07878194**

**-: REGISTERED OFFICE :-**

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

Email: [compliancesmgold@gmail.com](mailto:compliancesmgold@gmail.com) | Contact: 079 - 2211 4411, +91 94281 38019, 9428980017 | Website: [www.smgold.in](http://www.smgold.in)

**NOTICE** is hereby given that the 3<sup>rd</sup> **ANNUAL GENERAL MEETING** of the members of **S. M. GOLD LIMITED** (“the Company”) will be held as scheduled below:

Date : 23rd day of September, 2020

Day : Wednesday

Time : 2:30 P.M.

Place : At registered office of the Company situated at

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

To transact the following business:

## **ORDINARY BUSINESS:**

1. To Receive, Consider and Adopt Audited Financial Statement of the Company for the financial year ended on March 31<sup>st</sup>, 2020 together with Report of Board of Directors and Auditors' Report thereon.

2. To Appoint a Director in place of Mr. Priyank Sureshkumar Shah (DIN: 07878194), 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. To Increase Authorised Share Capital of the company**

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 sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, the consent of the company be and is hereby accorded to increase the Authorised Share capital of the company from existing 7,40,00,000/- (Rupees Seven Crore Forty Lakh only) divided into 74,00,000 (Seventy Four Lakh) equity shares of Rs.10 each to 10,04,00,000 (Rupees Ten Crore Four Lakh only) divided into 1,00,40,000 (One Crore Forty Thousand) equity shares of Rs. 10 each by creation of additional 26,40,000 (Twenty Six Lakh Forty Thousand) equity shares of Rs.10/- each ranking pari passu in all respect with the existing equity shares of the company.

**RESOLVED FURTHER THAT** any director of the company be and is hereby authorized to sign and file require e-forms and other documents and to do all such acts, deeds, matters, and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution.

### **4. Alteration in the Capital Clause of Memorandum of Association**

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

**"RESOLVED FURTHER THAT** pursuant to the provisions of section 13 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, the consent of the members of the company be and is hereby accorded for substituting clause V of the Memorandum of Association of the company with the following clause:

**"V. The Authorised share capital of the company is Rs. 10,04,00,000 (Rupees Ten Crore Four Lakh Only) divide into 1,00,40,000 (One Crore Forty Lakh) equity shares of Rs.10/- (Rupees Ten Only) each."**

**RESOLVED FURTHER THAT** any director of the company, be and is hereby authorized to sign and file various e-forms and other documents and to do all such acts, deeds, matters, and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution.

## **5. To Issue Bonus Shares**

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

**RESOLVED THAT** pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with rule 14 of Companies (Share Capital & Debenture Rules), 2014 (including any amendment thereto or re-enactment thereof) and subject to the regulations and guidelines issued by Securities and Exchange Board of India (SEBI) including SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 (as amended from time to time) and other applicable laws, rules, regulations, etc., if any and subject to such consents and approvals as may be required from the appropriate authorities, the consent of the shareholders be and is hereby accorded to capitalize sum not exceeding Rs. 3,34,58,450/- (Rupees Three Crore Thirty Four lakh Fifty Eight Thousand Four Hundred Fifty only) out of Free Reserves and the Securities Premium Account of the company and transfer to Share Capital Account towards issuance and allotment of fully paid equity of Rs. 10/- (Rupees Ten Only) each as Bonus Shares credited as fully paid up to the members of the Company holding Equity shares of Rs. 10/- (Rupees Ten Only) each whose names stand in Register of members of the Company as on the Record Date as the Board of Directors may determine, in that behalf in the proportion of 1 (One) new Fully Paid up Equity Shares of Rs. 10/- (Rupees Ten Only) each for every 2 (two) existing Equity Shares of Rs. 10/- (Rupees Ten Only) each (fractional entitlements of Bonus shares shall be rounded off to one) held as on the record date and that the bonus shares so issued and allotted be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such member/person and not as income.

**RESOLVED FURTHER THAT** the Bonus Equity shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank Pari passu with the existing Equity shares. No Letters of allotment shall be issued for the Bonus shares.

**RESOLVED FURTHER THAT** the Share Certificates in respect of the New Equity Shares will be issued and dispatched to the shareholders who holds the existing Equity Shares in physical form and the New Equity Shares will be credited in electronic form to the demat accounts of the shareholders who hold the existing Equity Shares in electronic form, within the period prescribed.

**RESOLVED FURTHER THAT** the allotment of the New Equity Shares as Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCB) and other foreign investors of the Company shall be subject to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority, as necessary.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable guidelines, rules and regulations.

# S. M. Gold Limited.

**RESOLVED FUTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the new Equity Shares and its decision shall be final and binding.

**Place: Ahmedabad**  
**Date: 29th August, 2020**

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

**Registered Office:**  
Shop No-1,916 Building,  
Opp.Luhar Ni Pole M.G Haveli Road,  
Manekchowk Ahmedabad 380001 Gujarat, India

**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 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 17<sup>th</sup> September, 2020 to 23<sup>rd</sup> September, 2020 (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 (DP) 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.smgold.in](http://www.smgold.in)

13. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11 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. The Company being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules 2014 is not mandatory to provide remote e-voting facility to its member.

## **15. BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING**

Details 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 item no. 2 is as follows.

<b>Particular</b>	<b>Mr. Priyank S Shah</b>
Date of Birth	07/11/1988
Date of Appointment	26/07/2017
Qualification	He has done Graduation.
Relationships between directors inter se	He is Brother of Pulkitkumar S Shah.
Directorship held in other companies	Nil
Membership/Chairmanships of Committee in other Public Companies	Nil

**Place: Ahmedabad**  
**Date: 29th August, 2020**

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

**Registered Office:**  
Shop No-1,916 Building,  
Opp.Luhar Ni Pole M.G Haveli Road,  
Manekchowk Ahmedabad 380001 Gujarat, India

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

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

### Item No.3 & 4.

As per item Nos. 5 of the Notice, the Company proposes to issue Bonus Equity Shares to existing Equity Shareholders of the company. To enable the Company to issue Bonus shares, it is proposed to increase the existing Authorized Share Capital of the Company Rs. 7,40,00,000 (Rupees Seven Crore Forty Lakh only) to Rs. 10,04,00,000 (Rupees Ten Crore Four Lakh only) as per the resolution. The resolution seeks approval of members by amending the said Clause V of the Memorandum of Association.

The present authorized capital (Rs. 7,40,00,000 (Rupees Seven Crore Forty Lakh) of the Company is insufficient for further issue of bonus shares by the Company. Therefore, it became necessary for the Company to increase the authorized share capital of the Company.

Pursuant to section 61 and 13 of the Companies Act, 2013, the Company cannot increase its Authorized Share Capital without the consent of the members of the Company.

Therefore, it is proposed to obtain the consent of the members to increase its Authorised Share Capital.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the resolution.

### Item no.5

The Board of Directors at their meeting held on 29th August, 2020, recommended issue of bonus shares in proportion of 1 (One) share for every 2 (Two) existing equity shares held by the members on a record date to be herein after fixed by the board of directors, by capitalizing sum not exceeding Rs. 3,34,58,450 /- (Rupees Three Crore Thirty Four Lakh Fifty Eight Thousand Four Hundred Fifty only) out of Free Reserves and the Securities Premium Account of the company. Pursuant to the provisions of Articles of Association of the Company and in terms of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the capitalization of reserves and bonus issue thereof require approval of the members in general meeting.

Further, it is necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities prescribed under the companies act, 2013, in connection with bonus issue. Accordingly, the resolution seeks the approval of the members for capitalizing the sum out of Free Reserves and the Securities Premium Account and issue of bonus shares out of the same on the terms and conditions set out in the resolution.

The Board recommends the resolution for approval of shareholders.

The Directors of the Company may be deemed to be concerned or interested in this item of business to the extent of their shareholdings in the company or to the extent of securities that may be allotted to them as Bonus Shares. Save as aforesaid none of directors of the company is in any way concerned or interested in this item of business.

**Place: Ahmedabad**  
**Date: 29th August, 2020**

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

**Registered Office:**  
Shop No-1,916 Building,  
Opp.Luhar Ni Pole M.G Haveli Road,  
Manekchowk Ahmedabad 380001 Gujarat, India

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

**Registered Office: Shop No-1,916 Building, Opp. Luhar Ni Pole M.G Haveli Road ,  
Manekchowk Ahmedabad 380001 Gujarat, India**

**Email- [compliancesmgold@gmail.com](mailto:compliancesmgold@gmail.com) Tele No- 079-22114411 Website: [www.smgold.in](http://www.smgold.in)**

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## **3<sup>rd</sup> Annual General Meeting – Wednesday, 23<sup>rd</sup> September, 2020**

### **ATTENDANCE SLIP**

<b>Folio No. /Client Id:</b>	
<b>Name of Shareholder:</b>	
<b>Address of Shareholder:</b>	

I, hereby record my presence at the Annual General Meeting of the Company to be held on Wednesday, 23<sup>rd</sup> September, 2020 at 2.30 PM at **Shop No-1,916 Building, Opp. Luhar Ni Pole M.G Haveli Road , Manekchowk Ahmedabad 380001 Gujarat, India**

\_\_\_\_\_  
Signature of the Member Notes:

- A. Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- B. Member/Proxy who wishes to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.

Member/Proxy should bring his/her copy of the Notice of Extraordinary General Meeting for reference at the meeting.



**Registered Office: Shop No-1,916 Building, Opp. Luhar Ni Pole M.G Haveli Road , Manekchowk Ahmedabad 380001 Gujarat, India**

**Email- [compliancesmgold@gmail.com](mailto:compliancesmgold@gmail.com) Tele No- 079-22114411 Website: [www.smgold.in](http://www.smgold.in)**

## Form MGT-11 PROXY FORM

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

### **3<sup>rd</sup> Annual General Meeting – Wednesday, 23<sup>rd</sup> September, 2020**

Name of the shareholder(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_ E-mail ID: \_\_\_\_\_

Folio No ./Client Id : \_\_\_\_\_ DP ID : \_\_\_\_\_

I/We, being member(S) of S.M.Gold Limited, holding \_\_\_\_\_ share 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: \_\_\_\_\_ Or failing him/her

As my/our proxy to attend and vote (on poll) for me/us, on my/our behalf at the **3<sup>rd</sup> Annual General Meeting** of the Company to be held on – Wednesday, 23<sup>rd</sup> September, 2020 at 2.30 PM at Shop No-1,916 Building,Opp.Luhar Ni Pole M.G Haveli Road , Manekchowk Ahmedabad 380001 Gujarat. And/or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	VOTING	
		FOR	AGAINST
<b>ORDINARY BUSINESS</b>			
1.	To receive, consider and adopt Audited Financial Statement of the Company for the financial year ended on March 31 <sup>st</sup> , 2020 together with Report of Board of Directors and Auditors' Report thereon.		
2.	To appoint a Director in place of <b>Mr. Priyank Sureshkumar Shah (DIN: 007878194)</b> , who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.		
<b>SPECIAL BUSINESS</b>			
3	To Increase in Authorized Share Capital		
4	To Alteration in Memorandum of Association of the Company		
5	To Issue Bonus Shares		

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

Signature of shareholder

Signature of Proxy holder(s)

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

## ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

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

