



CIN:- U74999GJ2017PLC098438

S. M. Gold Limited.

Date: 02.09.2019

To,
The Manager,
Listing Department,
BSE Ltd,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai 400 001

Scrip Code: 542034
Security ID: SMGOLD

Dear Sir,

Sub: Notice of 2ND Annual General Meeting of the Company and Book Closure.

With reference to the captioned subject, it is to inform you that the Board of Directors at their meeting held on 02ND September, 2019 at the registered office of the Company have approved the notice of Annual General Meeting of the Company. The 2ND Annual General Meeting of the Company will be held on Monday, the 30th day of September, 2019 at 02:00 P.M at the registered office of the Company at **Shop No-1,916 Building, Opp.Luhar Ni Pole M.G Haveli Road , Manekchowk Ahmedabad 380001 Gujarat, India**

Further kindly note that for the purpose of Annual General Meeting the Register of Members and Share Transfer Book of the Company will remain close **from 23rd September, 2019 to 30th September, 2019** (both days inclusive)

You are therefore requested to take this into your official records and oblige.

Thanking You
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 | Contact: 079 - 2211 4411, +91 94281 38019, 9428980017 | Website: www.smgold.in



S. M. Gold Limited.

NOTICE is hereby given that the 2nd ANNUAL GENERAL MEETING of the members of S. M. GOLD LIMITED ("the Company") will be held as scheduled below:

Date : 30th day of September, 2019

Day : Monday

Time : 2:00 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 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 31st, 2019 together with Report of Board of Directors and Auditors' Report thereon.
2. To Appoint a Director in place of **Mr. Nitaben Sureshkumar Shah (DIN: 07909293)**, 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. **Appoint of Mr. Nilesh Babulal Salla (DIN: 08474937) as an Independent Director**

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 161 of the Companies Act, 2013, **Mr. NILESH BABULAL SALLA (DIN:08474937)** Who was appointed as an Additional Independent Director on the Board of the Company w.e.f 10th June, 2019, who shall hold office upto the date of the ensuing Annual General Meeting of the Company 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 (5) consecutive years.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

Place: Ahmedabad

Date: 02nd September, 2019

Registered Office:

Shop No-1,916 Building,

Opp.Luhar Ni Pole M.G Haveli Road ,

Manekchowk Ahmedabad 380001

Gujarat, India

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

SD/-

**Pulkitkumar Sureshbhai Shah
Managing Director**



S. M. Gold Limited.

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 23rd September, 2019 to 30th September, 2019 (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.



S. M. Gold Limited.

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, KARVY FINTECH 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
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 and 3 are as follows.

Particular	Mrs. Nitaben S Shah	Mr. Nilesh Babulal Salla
Date of Birth	07/03/1967	04/02/1975
Date of Appointment	25/06/2018	10/06/2019
Qualification	She has done Matriculation.	He has done Matriculation.
Relationships between directors inter se	She is Mother of Priyank S Shah and Pulkit S Shah.	NO
Directorship held in other companies	Nil	Nil
Membership/Chairmanships of Committee in other Public Companies	Nil	Nil



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

ITEM NO - 3:

Mr. Nilesh Babulal Salla was appointed as an additional director under the category of Independent Director of the Company w.e.f 10.06.2019 Under section 161 of the Companies Act, 2013, Mr. Nilesh Babulal Salla holds his office up to the date of ensuing Annual General Meeting. Due notice under section 160 of the Act 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. Nilesh Babulal Salla, he fulfills the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Mr. Nilesh Babulal Salla does not hold any equity share of the Company. The period of office of Mr. Nilesh Babulal Salla shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149 (13) of the Companies Act, 2013 and the relevant rules made there under.

Brief profile of Mr. Nilesh Babulal Salla in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice. Mr. Nilesh Babulal Salla 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. Nilesh Babulal Salla is concerned or interested in this resolution.

Place: Ahmedabad

Date: 02nd September, 2019

Registered Office:

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

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

**SD/-
Pulkitkumar Sureshbhai Shah
Managing Director**



S. M. Gold Limited.

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

Email- compliancesmgold@gmail.com Tele No- 079-22114411 Website: www.smgold.in

2nd Annual General Meeting – Monday, 30th September, 2019

ATTENDANCE SLIP

Folio No. /Client Id:	
Name of Shareholder:	
Address of Shareholder:	

I, hereby record my presence at the Annual General Meeting of the Company to be held on Monday, 30th September, 2019 at 2.00 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:

- Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- 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.



S. M. Gold Limited.

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

Email- compliancesmgold@gmail.com Tele No- 079-22114411 Website: 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]

2nd Annual General Meeting – Monday, 30th September, 2019

Name of the shareholder(s): _____

Registered Address: _____

E-mail ID: _____ Folio No ./Client Id : _____ DP ID : _____

I/We, being member(S) of U. H. Zaveri 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 1st Annual General Meeting of the Company to be held on – Saturday, 29th September, 2018 at 2.00 PM at GF/2, Manish Complex, Indrajit Tenaments, Opp-Diamond Mill, Nikol Road Ahmedabad – 382350, Gujarat, India. And/or at any adjournment thereof in respect of such resolutions as are indicated below:

Resol ution No.	Resolution	VOTING	
		FOR	AGAINST
ORDINARY BUSINESS			
1.	To receive, consider and adopt Audited Financial Statement of the Company for the financial year ended on March 31 st , 2019 together with Report of Board of Directors and Auditors' Report thereon.		
2.	To appoint a Director in place of Mrs. Nitaben Sureshkumar Shah (DIN: 07909293) , who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible,		



S. M. Gold Limited.

	offers himself for re-appointment.		
SPECIAL BUSINESS			
3.	To Appoint Mr. Nilesh Babulal Salla (DIN: 08474937) as an Independent Director of the Company.		

Signed this..... day of..... 20....

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.



S. M. Gold Limited.

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

