



# PALM JEWELS LIMITED

CIN : U36910GJ2005PLC046809

Date: 02<sup>nd</sup> September, 2019.

To  
**The General Manager-Listing**  
Corporate Relationship Department  
The BSE Limited  
Phiroz Jeejeebhoy Tower  
Dalal Street, Mumbai-400001

Dear Sir,

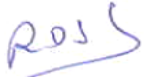
**Sub: Notice of 14<sup>th</sup> Annual General Meeting of the Company and Book Closure.**  
**REF: PALM JEWELS LIMITED (Scrip Code: 541444)**

With reference to the captioned subject, it is to inform you that the Board of Directors at their meeting held on 02<sup>nd</sup> September, 2019 at the registered office of the Company have approved the notice of Annual General Meeting of the Company. The 14<sup>th</sup> Annual General Meeting of the Company will be held on Monday, the 30<sup>th</sup> day of September, 2019 at 11:00 A.M at the registered office of the Company at **G.F-37, Super Mall, NEAR Diamond C. O. Hou. Soc Ltd Near Lal Bunglow, C. G. Road, Ahmedabad - 380009 Gujarat.**

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 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019** (both days inclusive).

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

For, PALM JEWELS LIMITED

  
ROHIT D. SHAH  
MANAGING DIRECTOR  
DIN: 00543440





## **PALM JEWELS LIMITED**

### **NOTICE OF 14TH ANNUAL GENERAL MEETING**

**Notice is hereby given that the 14<sup>th</sup> Annual General Meeting of the Members of PALM JEWELS LIMITED (“the Company”) will be held on Monday, the 30<sup>th</sup> day of September, 2019, at 11.00 a.m.** at Registered Office of the company situated at G. F-37, Super Mall, Near Diamond C. O. Housing Society Ltd, Near Lal Bunglow, C. G. Road, Ahmedabad 380009 Gujarat to transact the following businesses:-

#### **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 Rohit Dalpatbhai Shah (DIN: 00543440), 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 Appoint Ms. Vaishnavi Dalpatbhai Prajapati (DIN: 08380181) as an Independent Director of the Company.

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under and Schedule IV to the said Act Ms. Vaishnavi Dalpatbhai Prajapati (DIN: 08380181) who was appointed as an Additional Director of the Company under the category of Independent director w.e.f. 11<sup>th</sup> March, 2019 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 (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.”



**PALM JEWELS LIMITED**

4. To Appoint Mr. Mitkumar Dipakkumar Shah (DIN: 08536389) as an Independent Director of the Company.

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under and Schedule IV to the said Act Mr. Mitkumar Dipakkumar Shah (DIN: 08536389) who was appointed as an Additional Director of the Company under the category of Independent Director w.e.f. 10<sup>th</sup> August, 2019 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 (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:** 02.09.2019

**BY ORDER OF THE BOARD OF DIRECTORS OF  
PALM JEWELS LIMITED**

**Registered Office:**

G.F-37, Super Mall,  
Nr. Diamond C. O. Hou. Soc Ltd  
Nr. Lal Bungalow, C. G. Road,  
Ahmedabad – 380009, Gujarat, India

**Sd/-**

Rohit Dalpatbhai Shah  
Managing Director  
DIN: 00543440



## **PALM JEWELS 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 OLDING 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.** 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

**3.** 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.

**4.** The Register of Members and Share Transfer Books will remain closed **from 24<sup>th</sup> September, 2019 to 30<sup>th</sup> September, 2019** (both days inclusive) for the purpose of Annual General Meeting (AGM).

**5.** Members are requested to bring their attendance slip along with their copy of the Annual Report to the Meeting.

**6.** Corporate members intending to send their authorised representative to attend meeting are requested to send the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Annual General Meeting.

**7.** 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.

**8.** 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.



## **PALM JEWELS LIMITED**

9. 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.

10. 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.

11. 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.

12. 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.

13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

14. 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.

15. 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.palmjewels.com](http://www.palmjewels.com).**

16. 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.

17. 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.

18. Brief profile of the Director/s seeking appointment / reappointment at Annual General Meeting:

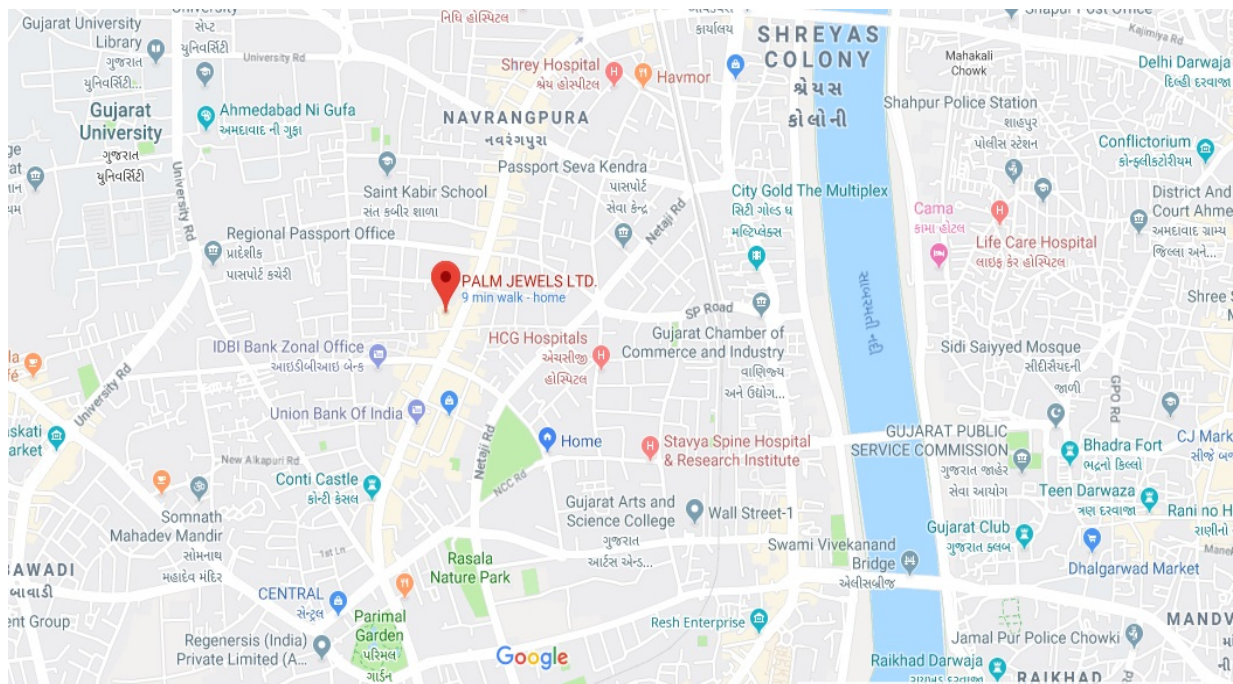


## **PALM JEWELS LIMITED**

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:

<b>Particular</b>	<b>Rohit Dalpatbhai Shah</b>	<b>Vaishnavi Dalpatbhai Prajapati</b>	<b>Mitkumar Dipakkumar Shah</b>
Date of Birth	11.05.1971	12.07.1996	26.10.1997
Date of Appointment	22.09.2005	11.03.2019	10.08.2019
Qualification	Diploma In Pharmacy	Commerce Graduate	Commerce Graduate
Relationships between directors inter se	Mr. Rohit D. Shah is Husband of Mrs. Chetana R. Shah and Father of Mr. Saunil R. Shah	NA	NA
Directorship held in other companies	Nil	Nil	Nil
Membership/Chairman ships of Committee in other Public Companies	Nil	Nil	Nil
No. of shares held in the Company	33,90,767	Nil	Nil

### **19. Route map of the 14<sup>th</sup> Annual General Meeting (AGM) venue:**





## **PALM JEWELS LIMITED**

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

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#### **ITEM NO - 3:**

Ms. Vaishnavi Dalpatbhai Prajapati was appointed as an additional director under the category of Independent Director of the Company w.e.f 11.03.2019. Under section 161 of the Companies Act, 2013, Ms. Vaishnavi Dalpatbhai Prajapati holds her office up to the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose her 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 Ms. Vaishnavi Dalpatbhai Prajapati, she fulfills the criteria relating to her 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. Ms. Vaishnavi Dalpatbhai Prajapati does not hold any equity share of the Company. The period of office of Ms. Vaishnavi Dalpatbhai Prajapati 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 Ms. Vaishnavi Dalpatbhai Prajapati in terms of Regulation 36(3) of the Listing Regulations is forming part of this notice. Ms. Vaishnavi Dalpatbhai Prajapati 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 or key managerial personals of the Company except Ms. Vaishnavi Dalpatbhai Prajapati, being appointee, is concerned or interested in this resolution.

#### **ITEM NO - 4:**

Mr. Mitkumar Dipakkumar Shah was appointed as an additional director under the category of Independent Director of the Company w.e.f 10.08.2019. Under section 161 of the Companies Act, 2013, Mr. Mitkumar Dipakkumar Shah 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. Mitkumar Dipakkumar Shah, 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. Mitkumar Dipakkumar Shah (DIN: 08536389) does not hold any equity share of the Company. The period of office of Mr. Mitkumar Dipakkumar Shah 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.



## **PALM JEWELS LIMITED**

Brief profile of Mr. Mitkumar Dipakkumar Shah in terms of Regulation 36(3) of the Listing Regulations is forming part of this notice. Mr. Mitkumar Dipakkumar Shah 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 or key managerial personals of the Company except Mr. Mitkumar Dipakkumar Shah, being appointee, is concerned or interested in this resolution.

**Place:** Ahmedabad  
**Date:** 02.09.2019

**BY ORDER OF THE BOARD OF DIRECTORS OF  
PALM JEWELS LIMITED**

**Sd/-**  
Rohit Dalpatbhai Shah  
Managing Director  
DIN: 00543440

**Registered Office:**

G.F-37, Super Mall, Nr. Diamond C. O. Hou. Soc Ltd  
Nr. Lal Bungalow, C. G. Road, Managing Director  
Ahmedabad – 380009, Gujarat, India





**PALM JEWELS LIMITED**

**Registered Office: G.F-37, Super Mall, Near Diamond C. O. Hou. Soc Ltd, Near Lal Bungalow, C. G. Road, Ahmedabad – 380009, Gujarat, India.**

**Email- [compliance.pjl@gmail.com](mailto:compliance.pjl@gmail.com) Tele No- 079-40052056 Website: [www.palmjewels.com](http://www.palmjewels.com)**

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**14<sup>th</sup> Annual General Meeting – Monday, 30<sup>th</sup> September, 2019**

**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 14<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2019 at 11.00 AM at **G.F-37, Super Mall, Near Diamond C. O. Hou. Soc Ltd Near Lal Bungalow, C. G. Road, Ahmedabad – 380009, 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.



**PALM JEWELS LIMITED**

**Registered Office: G.F-37, Super Mall, Near Diamond C. O. Hou. Soc Ltd Near Lal Bunglow, C. G. Road, Ahmedabad – 380009, Gujarat, India.**

**Email- [compliance.pjl@gmail.com](mailto:compliance.pjl@gmail.com) Tele No. 079-40052056 Website: [www.palmjewels.com](http://www.palmjewels.com)**

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**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]*

**14<sup>th</sup> Annual General Meeting – Monday, 30<sup>th</sup> September, 2019**

Name \_\_\_\_\_ of \_\_\_\_\_ the  
shareholder(s): \_\_\_\_\_  
Registered  
Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Folio No ./Client Id : \_\_\_\_\_ DP ID  
: \_\_\_\_\_

I/We, being member(S) of Palm Jewels 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 14<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2019 at 11.00 AM at **G.F-37, Super Mall, Nr. Diamond C. O. Hou. Soc Ltd Nr. Lal Bunglow, C. G. Road, Ahmedabad – 380009, Gujarat, India.**



**PALM JEWELS LIMITED**

And/or at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Resol ution No.</b>	<b>Resolution</b>	<b>VOTING</b>	
		<b>FOR</b>	<b>AGAINST</b>
<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> , 2019 together with Report of Board of Directors and Auditors' Report thereon.		
2.	To Appoint a Director in place of Rohit Dalpatbhai Shah (DIN: 00543440), 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 Appoint Ms. Vaishnavi Dalpatbhai Prajapati (DIN: 08380181) as an Independent Director of the Company.		
4.	To Appoint Mr. Mitkumar Dipakkumar Shah (DIN: 08536389) as an Independent Director of the Company.		

Signed this..... day of.....2019

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.**