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CORPORATE INFORMATION

CIN: L45100GJ2018PLC102121

BOARD OF DIRECTORS

Mr. Narendrasinh Jesingbhai Chauhan – Chairman and Managing Director

Mrs. Jagrutiben Narendrasinh Chauhan – Executive Director

Mr. Ankurbhai Maheshbhai Prabhani – Non-Executive Non-Independent Director

Mr. Neelabh Kaushik – Independent Director (Appointed on 23.05.2022)

Ms. Apeksha Sanjaykumar Vyas - Independent Director (Appointed on 23.05.2022)

Mrs. Snehal Jigneshbhai Jani – Independent Director (Resigned on 23.05.2022)

Mr. Rakesh Mahendrabhai Soni – Independent Director (Resigned on 23.05.2022)

CHIEF FINANCIAL OFFICER

Mr. Vaibhav Ramkrishnabhai Chapaneri

COMPANY SECRETARY

CS Ashmi Ketankumar Patel

STATUTORY AUDITOR

M/s. Sanghavi & Co.
Chartered Accountants

SECRETARIAL AUDITOR

M/s. Parth Nair & Associates
Company Secretaries

REGISTERED OFFICE:

Shop No. 1, Ground Floor, “D & I Excelus”,
Waghawadi Road,
Bhavnagar – 364002,
Gujarat, India
E-mail: shubhlaxmijewellers2013@gmail.com
Website: www.shubhlaxmitd.in

Correspondence Details for Investors

LINK INTIME INDIA PRIVATE LIMITED

C-101, 247 Park, L.B.S. Marg,
Vikhroli (West), Mumbai – 400083, India
Vikhroli (West), Mumbai- 400 083, India
Tel: 022-49186200; Fax: 022-49186195;
Email: shubhlaxmi.ipo@linkintime.co.in
Website: www.linkintime.co.in

SHUBHLAXMI JEWEL ART LIMITED

Compliance Officer
Shop No. 1, Ground Floor, “D & I Excelus”,
Waghawadi Road,
Bhavnagar – 364002,
Gujarat, India
Email: cs@shubhlaxmitd.in

BOARD COMMITTEES

AUDIT COMMITTEE

Neelabh Kaushik (Chairman)
Apeksha Sanjaykumar Vyas
Narendrasinh Jesingbhai Chauhan

NOMINATION AND REMUNERATION COMMITTEE

Apeksha Sanjaykumar Vyas (Chairman)
Neelabh Kaushik
Ankurbhai Maheshbhai Prabtani

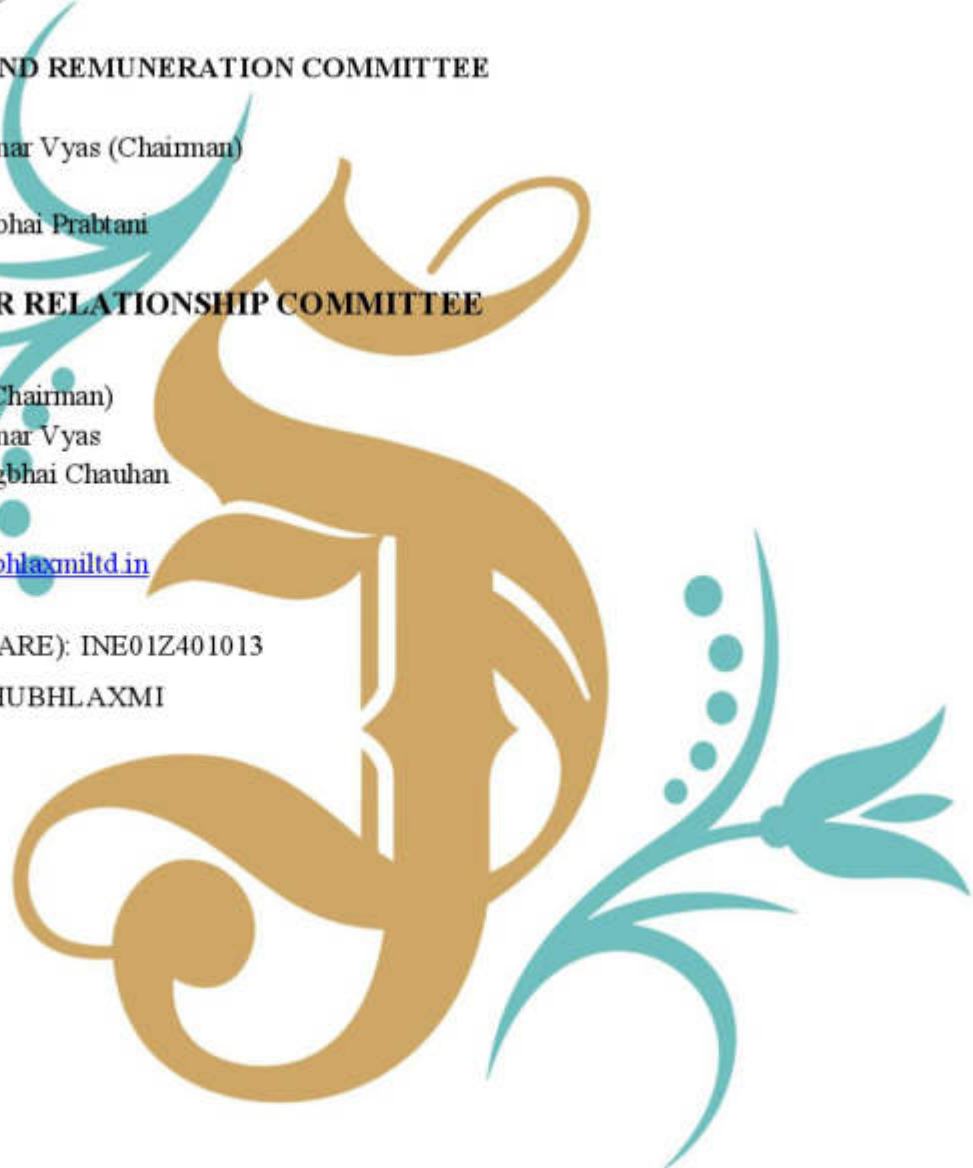
STAKEHOLDER RELATIONSHIP COMMITTEE

Neelabh Kaushik (Chairman)
Apeksha Sanjaykumar Vyas
Narendrasinh Jesingbhai Chauhan

Website: www.shubhlaxmilttd.in

ISIN (EQUITY SHARE): INE01Z401013

NSE SYMBOL: SHUBHLAXMI



MESSAGE FROM THE CHAIRMAN

Greetings from SHUBHLAXMI!

I am delighted to once again be a bearer of good news and report another year of good performance at your company

We are incorporated in India, and all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- Any increase in Indian interest rates or inflation;
- Any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India;
- Prevailing income conditions among Indian consumers and Indian corporations

Our people strategy has always been to recruit and retain people with leadership qualities. We invest in our people and believe they are one of the major reasons for our success. We believe that growth of our people precedes the growth of the company. We promote leadership within our ranks by offering people greater responsibility with the freedom to perform to their best.

During the year, your company has significantly poured efforts and as a result of which the operations of the income are increasing day by day. The company is making constant efforts to penetrate more in the market.

I would like to thank all my colleagues for their dedication, innovation and hard work. By setting new standards in businesses, we operate in, our team is delivering on our mission to generate sustainable value for our stakeholders. These efforts also help us to deliver inclusive growth converging in to value creation and make life better for everyone.

I take this opportunity to express my sincere thanks to all the shareholders for their continued trust in the Board of Directors and the Management of the Company. On behalf of the Company, I would also like to thank all our stakeholders, customers, dealers, suppliers, other business associates, the Government and regulatory agencies and employees for their invaluable support and co-operation in the year gone by and expect similar support in the years to come.

Thank You

Sd/-

Narendrasinh Jesingbhai Chauhan

(DIN: 08123747)

Chairman & Managing Director

NOTICE

NOTICE is hereby given that the FIFTH (5TH) ANNUAL GENERAL MEETING of SHUBHLAXMI JEWEL ART LIMITED, CIN: L45100GJ2018PLC102121 will be held at the registered office of the Company situated at Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar – 364002, Gujarat, India on September 30, 2023 at 01.30 P.M. to transact the following business;

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2023, together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director, Mrs. Jagrutiben Narendrasinh Chauhan (DIN: 08127789) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and approve change in designation of Mr. Neelabh Kaushik (DIN: 01755431) and Ms Apeksha Sanjaykumar Vyas (DIN: 09469295) from Additional Independent Directors to Independent Directors.
4. To consider and approve the appointment of M/s. Parth Nair & Associates, Practicing Company Secretary, as the Secretarial Auditor of the company to conduct Secretarial Audit in terms of Section 204 of the Companies Act, 2013 for the financial year 2023-24 and as the Scrutinizer of the company for conducting the voting process.
5. To consider and approve appointment of M/s. Park & Co., Chartered Accountants (FRN: 116825W) Bhavnagar as Internal Auditor of the company for the financial year 2023-24.

Date: 07.09.2023
Place: Bhavnagar

By Orders of the Board of Directors
For, Shubhlaxmi Jewel Art Limited

Sd/-
CS Ashmi Patel
Company Secretary & Compliance Officer
ACS 53451

Registered Office:
CIN: L45100GJ2018PLC102121
Shop No. 1, Ground Floor, "D & I Excelus",
Waghawadi Road, Bhavnagar – 364002,
Gujarat, India

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company.

A person can act as proxy on behalf of members not exceeding Fifty [50] and holding in the aggregate not more than 10% of total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less the FORTY- EIGHT HOURS [48 hours] before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions /authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details regarding to special business at the meeting, is annexed hereto.
3. The company has notified closure of Register of Members and Share Transfer Books from Saturday, 23rd September, 2023 to Saturday, 30th September, 2023 (both days inclusive) for the purpose of the Annual General Meeting.
4. The Management Discussion and Analysis Report attached with the Directors Report also form part of this Annual Report.
5. Corporate Members intending to send their authorized representative to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
6. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM. To ensure correct identity of each member and proxy holders attending meeting is expected to bring with him/her an appropriate ID document like Aadhar Card, Driving License, Passport, Voter ID card, etc.
7. To support the 'Green Initiative', members who have not yet registered their email address are requested to register the same with their Depository Participants ["DPs"].
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs or RTAs.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

10. Members seeking any information with regard to the accounts are requested to write to the Company at an early date i.e. at least 10 days before the annual general meeting, so as to enable the Management to keep the information ready at the AGM.
11. This Notice along with Annual Report 2022-23 is being sent to all the Members of the Company, whose name appears in the Register of Members/List of Beneficiaries received from the depositories as on end of September 1, 2023.
12. Electronic copy of the Annual report for the year 2022-2023 is being sent to the Shareholders whose email IDs are registered with the Share Transfer Agent of the Company / Depository Participants unless any Shareholder has requested for a hard copy of the same. For Shareholders who have not registered their email address, physical copies of the Annual reports are being sent in the permitted mode.
13. The Board has considered appointment of M/s. Park & Co., Chartered Accountants (FRN: 116825W) Bhavnagar as an Internal Auditor of the Company for the Financial year 2023-2024.
14. Notice of the AGM along with the Annual Report 2022-2023 is being sent by electronic mode to those Members whose email addresses are registered with the Depositories/RTA, unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2022-2023 will also be available on the Company's website www.shubhlaxmilttd.in
15. Members may pursuant to section 72 of the Companies Act, 2013 read with Rule 19 of the companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH- 13 with the respective depository participant.
16. Relevant documents referred to in the accompanying Notice are open for inspection by the Shareholders at the Registered Office of the company on all working days.
17. The Register of Directors, Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the Shareholders at the Annual General Meeting.
18. The route map showing directions to reach the venue of the 5th AGM is annexed.
19. The Board of Directors has appointed Mr. Parth M Nair [Membership no. ACS 46802] proprietor of Parth Nair & Associates, Practicing Company Secretaries as a Scrutinizer to scrutinize the voting at the AGM in a fair and transparent manner.
20. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.shubhlaxmilttd.in immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the share of the Company is listed.

21. The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 and will be available for inspection by the Shareholders at Annual General Meeting.
22. SEBI has also mandated that for registration of transfer of securities the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN to the Share Transfer Agent for registration of transfer of securities.
23. Shareholders may also note that the Notice of 5th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2022-2023 will also be available on the website of Company www.shubhlaxmiltd.in for the download.
24. As the Company is listed on SME Exchange [Company covered under Chapter X B of SEBI (Issue of Capital Disclosure Requirements) Regulations, 2009] pursuant to Rule 20 of the Companies (Management and Administration) Rules, it is not required to provide remote e-voting facility to its Shareholders.

Date: 07.09.2023
Place: Bhavnagar

By Orders of the Board of Directors
For, Shubhlaxmi Jewel Art Limited

Sd/-
CS Ashmi Patel
Company Secretary & Compliance Officer
ACS 53451

ANNEXURE

Brief profile of director seeking Re-appointment in forthcoming Annual General Meeting (5th AGM)

Name of Director	Jagrutiben Narendrasinh Chauhan
Date of Birth	27/07/1980
Date of Appointment	02/05/2018
Education Qualification	Graduation/Bachelor/Equivalent
Disclosure of relationship between directors inter-se	Spouse of Managing Director
List of public companies in which Directorship held	NIL
Chairman / Member of the committee	NIL
Chairman / Member of the committee of Directors of other Companies	NIL
No. of shares held in this company	NIL

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present the 5th Board Report of Shubhlaxmi Jewel Art Limited along with the Audited Financial Statements for the year ended on March 31, 2023.

1. FINANCIAL RESULTS:

The financial performance of your company for the Financial Year ended on March 31, 2023 is given below:

(Amount in Lakhs)

The brief financial results are as under	FY 2022-2023
Revenue from Operations	7,760.15
ADD: Other Income	37.99
Total Revenue (A)	7,798.14
EXPENSES	
Employee Benefit Expenses	119.78
Finance Cost	109.75
Depreciation	14.11
Other Expenses	7,415.73
Total Expenses (B)	7,659.37
Profit before Tax (A) – (B)	138.77
Less: TAX Expense	37.12
Profit after Tax	101.65
Earnings per Share	1.18

2. FINANCIAL HIGHLIGHTS AND STATE OF AFFAIRS OF THE COMPANY:

Your Company has reported total income of Rs. 77,60,14,695/- for the Financial Year ended March 31, 2023 and the net profit after tax for the year under review amounted to Rs. 1,01,67,839/-.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There were no changes in the nature of business of your company during the year under review.

4. ANNUAL RETURN:

The details forming part of "Annual Return" in Form MGT-7, as required under Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is made available on the website of the company i.e. www.shubhlaxmild.in.

5. BOARD MEETINGS AND ATTENDANCE:

The Directors of your company met at regular intervals with the gap between two meetings not exceeding 120 days to review company's policies and strategies apart from the Board matters. The notices of the meeting were given in advance. Additional meetings were held on the basis of the requirements of the company. Proper quorum was present in each meeting as per the Companies Act requirement.

6. DIRECTOR'S RESPONSIBILITY STATEMENT:

To the best of knowledge and belief and according to the information and explanations obtained by them, your directors make the following statement in term of Section 134(3)(c) of the Companies Act, 2013 that:

- a) In the preparation of the annual accounts for the financial year ended March 31, 2023, the applicable accounting standards have been followed and there are no material departures for the same;
- b) The directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give true and fair view of the state of affairs of the company as on March 31, 2023 and of the profits of the company for the year ended on that date;
- c) Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) Directors have prepared the annual accounts on a going concern basis;
- e) Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively;
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

7. DIVIDEND:

In order to conserve the resources of the company, your directors do not declare any dividend on its equity shares for the financial year 2022-2023. Considering the growth and in order to distribute the accumulated profits, the Directors may propose the distribution of dividend in the upcoming year.

8. INTERNAL FINANCIAL CONTROL SYSTEMS AND ITS ADEQUACY:

Your Company has its internal financial control systems commensurate with the size of its operations, the management regularly monitors the safeguarding of its assets, prevention and detection of frauds and errors, and the accuracy and completeness of the accounting records including optimal utilization of resources, reliability of its financial information and compliance and timely preparation of reliable financial information.

Internal Audit Reports and significant audit observations are brought to the attention of the Audit Committee of the Company. The internal controls existing in the Company are considered to be adequate vis-a-vis the business requirements. Your Company ensures adequacy, commensurate

with its current size and business, to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of laws and regulations. It is supported by the internal audit process and will be enlarged to be adequate with the growth in the business activity.

For more details on internal financial control system and their adequacy kindly refer Management Discussion and Analysis Report.

9. TRANSFER TO RESERVE:

During the year under review, Rs. 1,01,67,839/- was transferred to Surplus.

10. DEPOSITS:

Your company has not accepted any deposits from the public falling within the purview of Section 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposit) Rules, 2014; therefore, there was no principal or interest outstanding as on the date of the balance sheet.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under review, your Company did not invest its fund, or provide any guarantee but has advanced loans. The same is under the limits as approved by the members of the company and is following the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder.

12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on the Company's website at www.shubhlaxmilttd.in. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and Related Parties.

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no material related party transactions, i.e. transactions exceeding 10% of the annual consolidated turnover as per the last audited financial statement, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is not applicable.

13. SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANY / IES:

Disclosures related to Subsidiary, Associate and Joint Venture Company for financial year 2022-2023:

Company does not have any Subsidiary and Joint venture company.

There was no company which have ceased to be Subsidiary, Associate, JV's Company during the year. Performance and financial position of the Subsidiary and Joint Venture Company / ies are not to be given because such companies does not exist.

14. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no Material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these Financial Statements relate and on the date of this report.

15. AUDITORS:

STATUTORY AUDITORS:

The Company appointed M/s. Sanghavi & Co., Chartered Accountants, Bhavnagar as Statutory Auditors of the Company on the conclusion of the 1st Annual General Meeting till the conclusion of the sixth annual general meeting i.e. from 2019-2020 to 2023-2024.

SECRETARIAL AUDITOR:

Your Company had appointed M/s. Path Nair & Associates, Ahmedabad as Secretarial Auditor for the Financial Year ended March 31, 2023 in accordance to the provisions of Section 204 of Companies Act, 2013 read with rules framed thereunder. The Secretarial Audit Report in the Form MR-3 issued by the Secretarial Auditor forms part of this Report as Annexure – B.

INTERNAL AUDITOR:

In accordance to the provisions of Section 138 of the Companies Act, 2013 your Company has appointed M/s Park & Co., Chartered Accountants, Bhavnagar as the Internal Auditors for the Financial Year 2023-2024.

BOARD'S RESPONSE ON AUDITOR'S QUALIFICATION, RESERVATION OR ADVERSE REMARKS OR DISCLAIMER MADE:

There are no qualifications, reservations or adverse remarks made by the Secretarial Auditors in their report for the year ended 31st March 2023. However, statutory auditor had reported following qualified opinion in their report for the year ended 31st March 2023.

Auditor's Qualified Opinion	Board's Comment on Qualified Opinion
Inventories and valuation thereof are taken as verified, valued and certified by the management of the Company. Physical verification of inventories was not carried out by the Auditors. In respect of valuation of inventories, adequate documents and details for valuation of the inventories were not made available to the Auditors. In absence of such information and appropriate audit evidence, the Auditors have relied upon the explanations furnished to them by the management.	Impact quantified by auditors are ascertainable. The explanations furnished by the management are accurate and reliable

During the year, there were no instances of frauds reported by auditors under Section 143(12) of the Companies Act, 2013.

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

The provision relating to Section 134(3)(m) read with rule 8 of the Companies (Accounts) Rules, 2014 of the Companies Act, 2013 relating to conservation of energy and technology absorption, earnings and outgo in foreign exchange during the financial year 2022-23 has been stated as under:

- a) Conservation of energy –
 - i) the steps taken or impact on conservation of energy- Your Company applies stringent control systems to monitor day to day power consumption. It ensures optimal usage of energy and mitigates wastage to the extent possible.
 - ii) the steps taken by the company for utilizing alternate sources of energy – NIL
 - iii) the capital investment on energy conservation equipment – NIL
- b) Technology absorption – Your company has no activities relating to technology absorption. Hence, nothing is reported here.
- c) Foreign exchange earnings and Outgo - NIL

17. DIRECTOR AND KEY MANAGERIAL PERSONNEL:

There were changes in the Board of Directors of the company in the financial year 2022-2023. The Board of Directors and Key Managerial Personnel has been summarized in the Corporate Information of the company forming part of this report.

Declaration by Independent Directors:

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 that they meet the criteria of the independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

18. FORMAL ANNUAL EVALUATION PROCESS BY BOARD:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own Performance, the Directors individually as well as the evaluation of the working of its Audit and other Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its

minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

19. CORPORATE GOVERNANCE:

Since the Company's securities are listed on Emerge SME Platform of NSE, by virtue of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the compliance with the Corporate Governance provisions as specified in regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V are not applicable to the Company. Hence Corporate Governance does not form part of this report.

20. COMMITTEES:

The Composition of various Committees of your Company as on 31.03.2023 was as below:

Audit Committee:

Sr No.	Name of Director	Designation	Position in the Committee
1	Neelabh Kaushik	Independent Director	Chairman
2	Apeksha Sanjaykumar Vyas	Independent Director	Member
3	Narendrasinh Jesingbhai Chauhan	Chairman cum Managing Director	Member

Nomination and Remuneration Committee:

Sr No.	Name of Director	Designation	Position in the Committee
1	Neelabh Kaushik	Independent Director	Member
2	Apeksha Sanjaykumar Vyas	Independent Director	Chairman
3	Ankurbhai Maheshbhai Prabtan	Non – Executive Director	Member

Stakeholder Relationship Committee:

Sr No.	Name of Director	Designation	Position in the Committee
1	Neelabh Kaushik	Independent Director	Chairman
2	Apeksha Sanjaykumar Vyas	Independent Director	Member
3	Narendrasinh Jesingbhai Chauhan	Chairman cum Managing Director	Member

21. POLICIES:

RISK MANAGEMENT POLICY:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks towards the key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Board of Directors of the Company. Although, Board is of the opinion that there are no major risks affecting the existence of the Company.

ESTABLISHMENT OF VIGIL MECHANISM / WHISTLE BLOWER POLICY FOR DIRECTORS AND EMPLOYEES:

Your Company promotes ethical behaviour in all its business activities and has put in place a mechanism wherein the employees are free to report illegal or unethical behaviour, actual or suspected fraud or violation of the Company's Codes of Conduct or Corporate Governance Policies or any improper activity to the Chairman of the Audit Committee of the Company or Chairman of the Board. The Whistle Blower Policy has been duly communicated within your Company.

Under the Whistle Blower Policy, the confidentiality of those reporting violation(s) is protected, and they are not subject to any discriminatory practices. No personnel have been denied access to the Audit Committee in this regard. The Vigil Mechanism and Whistle Blower Policy may be accessed on the Company's website www.shubhlaxmitd.in.

SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company has in place a Prevention of sexual harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

Your Company did not receive any sexual harassment complaints during the year ended on March 31, 2023. The policy adopted by the Company for Prevention of Sexual Harassment is available on its website at www.shubhlaxmitd.in.

22. SHARE CAPITAL:

The Authorized share capital of the Company as on 31st March 2023 is Rs. 11,00,00,000/- divided into 1,10,00,000 equity shares of Rs.10/- each.

The Paid-up Share Capital of the Company as on 31st March 2023 is Rs. 8,80,40,000/- divided into 88,04,000 Equity Shares of Rs.10/- each fully paid up.

23. PARTICULARS OF EMPLOYEES:

The remuneration paid to your Directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013.

The information required under section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) in respect of Directors/employees of the Company is set out in accordance to the requirements.

24. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

A detailed analysis of the Company's performance is made in the Management Discussion and Analysis Report, which forms part of this Annual Report.

25. CEO AND CFO CERTIFICATION:

Since your Company's securities are listed on Emerge platform of NSE, by virtue of Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Compliance with CEO and CFO Certification as provided under Sub-regulation 8 of Regulation 17 is not applicable. Hence, the same does not form part of this report.

26. DEMATERIALISATION OF EQUITY SHARES:

The entire Shareholding of the Company is in DEMAT mode. The ISIN No. allotted is **INE01Z401013**.

27. LISTING AND DEPOSITORY FEES:

Your Company has paid Annual Listing Fee for the financial year 2023-2024 to National Stock Exchange of India Ltd. according to the prescribed norms & regulations. Company has also paid Annual Custody Fee to National Securities Depository Limited and Issuer Fee to Central Depository Services (India) Limited for the financial year 2023-2024.

28. DISCLOSURE OF ACCOUNTING TREATMENT:

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

29. ENVIRONMENT, HEALTH AND SAFETY:

The Company considers it is essential to protect the Earth and limited natural resources as well as the health and well-being of every person. The Company strives to achieve safety, health and environmental excellence in all aspects of its business activities. Acting responsibly with a focus on safety, health and the environment is a part of the Company's DNA.

30. HUMAN RESOURCES AND INDUSTRIAL RELATIONS:

Your Company lays emphasis on competence and commitment of its human capital recognizing its pivotal role for organizational growth. During the year, the Company maintained a record of peaceful employee relations. Your Directors wish to place on record their appreciation for the commitment shown by the employees throughout the year.

31. FUTURE OUTLOOK:

Jewellery sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class jewellery business in the country.

Your Company is looking forward to bag new opportunities by increasing its operational efficiency and adopting latest technologies for better execution. Also, your Company is establishing new manufacturing unit and planning to open retail outlets in Rajkot, Ahmedabad and Surat.

32. GENERAL DISCLOSURES:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the financial year under review:

- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;
- There were no material changes commitments affecting the financial position of your Company between the end of financial year (March 31, 2023) and the date of the report;
- During the period under review, none of the Auditors of the Company have reported any fraud as specified under the second proviso of Section 143 (12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);
- The Company has complied with Secretarial Standards, i.e. SS-1 and SS-2, relating to Meetings of the Board of Directors and General Meetings, issued by the Institute of Company Secretaries of India;
- The Company is not required to maintain cost records as your company does not fall under the purview of Section 148 of Companies Act, 2013.

APPRECIATIONS & ACKNOWLEDGMENT:

Your Directors wish to place on record their gratitude to Shareholders for the confidence reposed by them and thank all the Clients, Dealers and other business associates for their contribution to your Company's growth. The Directors also wish to place on record their appreciation of the valuable services rendered by the executive, staff and workers of the Company.

Your Board expresses its gratitude for the assistance and co-operation extended by SEBI, NSE, NSDL, CDSL, MCA, ROC, Central Government and Government of various States and other Regulatory Authorities including Local Governing Bodies.

Your Board appreciates the precious support provided by the Auditors, Lawyers and Consultants. We place on record our appreciation for the contribution made by our employees at all levels. Our consistent growth was made possible by their hard work, solidarity, cooperation and support.

The Management is deeply grateful for the confidence and faith that all the stakeholders have reposed in them. Your Directors look forward for their continued support in the future for the consistent growth of the Company.

**For and on behalf of the Board of Directors,
Shubhlaxmi Jewel Art Limited**

Sd/-

**Narendrasinh Chauhan
Chairman & Managing Director
DIN: 08123747**

Date: 07.09.2023

Place: Bhavnagar



LIST OF ANNEXURES FORMING PART OF BOARD REPORT:

Annexures	Description
Annexure A	Secretarial Audit Report in Form MR 3
Annexure B	Management Discussion and Analysis



FORM NO MR – 3

SECRETARIAL AUDIT REPORT

(For the financial year ended 31st March, 2023)

[Pursuant to Section 2014 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Shubhlaxmi Jewel Art Limited,
Bhavnagar

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Shubhlaxmi Jewel Art Limited (hereinafter called the company) having its registered office at Shop no. 1, Ground Floor, "D & I Excelus", Waghawadi road, Bhavnagar – 364002, Gujarat, India. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; Not Applicable;
- v) The following regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

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- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 / 2018;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009/2018;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008/2018;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998/2018; (Not applicable to the Company during the audit period)
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- j) Other Specifically applicable laws to the company.

We have also examined compliance with the Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We report that –

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings, Committee Meetings and Circular Resolution are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

- Meetings at shorter Notice, if any, are conducted with adequate consent of the Directors.
- During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For, Parth Nair & Associates,
Company Secretaries**

**Sd/-
Parth Nair
Company Secretary**

**Place: Ahmedabad
Date: 06.09.2023
C P No.: 17278
P.R.: 3339/2023
UDIN: F011483E000956218**



MANAGEMENT DISCUSSION AND ANALYSIS INDUSTRY

OVERVIEW

The Gems & Jewellery industry has acquired prominence over the years in the country, given its dual utility of improving aesthetics as well as investment. The Gems & Jewellery sector plays a significant role in the Indian economy, contributing around 8% of the country's GDP and 17% to India's total merchandise exports. One of the fastest growing sectors, it is extremely export oriented and labour intensive.

India is deemed to be the hub of the global Jewellery market because of its low costs and availability of high-skilled labour. India and China are the largest consumers as well as the largest manufacturers of the gold Jewellery in the world. However, India is the largest player in diamond cutting and polishing. 12 out of 14 diamonds sold in the world are either polished or cut in India. A major chunk of gold Jewellery manufactured in India is for domestic consumption, whereas a major portion of polished diamonds or finished diamond Jewellery is exported. Moreover, India exports 75% of the world's polished diamonds, as per statistics from the Gems and Jewellery Export Promotion Council (GJEPC). India's Gems and Jewellery sector has been contributing in a big way to the country's foreign exchange earnings (FEEs). UAE, US, Russia, Singapore, Hong Kong, Latin America and China are the biggest importers of Indian Jewellery.

The net exports from India rose from USD 15.66 billion in FY 2004 - 05 to USD 30.96 billion in FY 2018 - 19 at a Compound Annual Growth Rate (CAGR) of 4.99% over FY 2005 - 19. In FY 2021, India exported USD 23.82 billion worth of cut and polished diamonds, at a CAGR of 5.56%. India's share in the global diamond market is 65% in value terms, 85% in volume terms and 92% in number of pieces. India's gems and Jewellery imports increased at a CAGR of 5.93% from USD 11.63 billion in FY 2004 - 05 to USD 26.05 billion in FY 2018 - 19.

India's gems and Jewellery industry is one of the largest in the world contributing almost 29% to the global Jewellery consumption. Its market size is about USD 75 billion as of 2017 and is expected to reach USD 100 billion by 2025. The India Colored Gemstones market should attain a US\$ 707.8 million in 2023. between 2023 and 2033, a robust 10.5% CAGR should facilitate market acceleration. This should culminate in a US\$ 1916.9 million for the market in 2033.

SEGMENT WISE PERFORMANCE

The Company is a single product entity, viz Jewellery and is engaged in the business of manufacturing, sales and trading of Jewellery. Jewellery is however, further segregated into gold, diamond, silver etc. Based on geographical areas, the Company has one operating segment i.e. domestic sales. The share of domestic sales in the revenue from operations of the Company during FY 2021-2022 was Rs. 61,70,32,248/-. The segment wise revenue and results of the company as on March 31, 2022 are as under:

(Rupees)

Revenue	Amount
Domestic Sales	77,60,14,695/-

Net Sales / Income from Operations	77,60,14,695/-
Segment Results:	
Profit before tax and interest from each segment	1,38,75,641/-
Net Profit for the year	1,01,67,839/-

OPPORTUNITIES AND THREATS

The Indian Jewellery market is a very interesting market. At one end of sphere the expenditure on Jewellery as a part of overall wedding expenditure is increasing and as per some reports the expenditure on Jewellery constitutes nearly 35 - 40% of overall wedding expenditure. The trousseau of any Indian bride is even today incomplete without matching Jewellery. The gold and other traditional Jewellery items like Polka and Kundan continues to remain the favorite for wedding wear. On the other end Jewellery is gradually becoming a life style and fashion accessory as well. This has increased the number of times when a Jewellery item is purchased and has therefore also led the Jewellers to invest into, create and stock more of light weight, relatively low priced and diamond studded Jewellery items in addition to traditional wedding Jewellery.

The sector is witnessing changes in customer preferences due to adoption of western lifestyle and their demand for new designs and varieties in Jewellery. Further, rising quality awareness of customers has also provided a fillip to the organized retail segment, which is banking on its 'reliability' and 'quality' to compete against the highly fragmented unorganized Jewellers.

The increase in the gold prices in the recent years has provided an incentive to the customers for recycling of their old jewellery and has also lowered the cost of acquisition of new jewellery. For the jewellers old jewellery acts as a source of raw material and also reduces their cash requirements in the sense that they are able to procure their raw material in kind only.

The Company does not perceive any major or predictable threats except that the retail jewellery is already a working capital intensive business and the demand for jewellery is now increasing beyond the traditional wedding jewellery. This increase in the range and variety of jewellery demanded by the customers requires additional investment in inventory. Also though the diamond jewellery has higher margins it also has a much longer cash conversion cycle vis a vis gold and all of these factors have only increased the working capital intensity of the jewellery business.

OUTLOOK:

The organized jewellers are expected to grow at 10-11% through Fiscal 2023 and this growth will continue to be based on:

- i. Continuing shift from unorganized towards organized players;
- ii. Longer duration promotional schemes; and
- iii. Fresh showroom additions

At the same time operating profitability is expected to remain stable at around 5% despite the aggressive promotional schemes and new showroom openings on account of sales mix shifting towards diamonds and diamond studded jewellery which have higher margins. The increasing number of Indian middle class with a commensurate increase in the disposable income is expected to lead to an increase in the jewellery demand.

RISKS AND CONCERNS:

The Company has well defined systems and procedures for managing its operational risks, which includes a system of movement of jewellery through specialized courier agency, strong room and CCTVs and armed guards at all its showrooms. The entire inventory of the Company is insured. The Company has cash pick up arrangements with leading banks, with transit insurance. The Company is also exposed to price risk movements in gold. However, it has put rigorous systems and procedures in place to take care of these concerns. The Company has in place a risk management framework that helps in anticipating, identifying and evaluating business risks and challenges across the Company and finding ways to mitigate them.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has effective internal control system in place, which are regularly reviewed by independent Internal Auditors of the Company and the internal audit reports are periodically reviewed by Audit Committee. The Company has also put in place adequate internal financial controls with reference to the financial statements commensurate with the size and nature of operations of the Company. Based on the assessment carried out by an independent agency and the evaluation of the results of the assessment, the Board of Directors and Auditors are of the opinion that the Company has adequate internal controls over financial reporting that are operating effectively as of March 31, 2023.

FINANCIAL PERFORMANCE:

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 and the applicable Rules, as amended from time to time and other pronouncements / provisions of the applicable laws. The salient parameters of the financial performance of the Company during the year under review are as under:

Brief Financial results are as under	FY 2022-2023
Revenue from Operations	77,60,14,695
Add: Other Income	37,98,694
Total Revenue (A)	77,98,13,389
EXPENSES	
Employee benefit expense	1,19,77,846
Finance Cost	1,09,76,099
Depreciation	14,11,196
Other Expense	3,15,93,057
Total Expense (B)	76,59,37,748
Profit before tax (A) – (B)	1,38,75,641
Less: Tax Expense	37,07,802
Profit after tax	1,01,67,839
Earnings per share (Basic)	1.18
Earnings per share (Diluted)	1.01

HUMAN RESOURCES & INDUSTRIAL RELATIONS

The Company acknowledges that its principal asset is its employees and believes in establishing and building a strong performance and competency driven culture amongst its employees with greater sense of accountability and responsibility. The industrial relations within the Company have remained harmonious throughout the year.

References – Various industry reports and websites

