

Shubhlaxmi



SHUBHLAXMI JEWEL ART LIMITED

6TH ANNUAL REPORT

FY 2023-24

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Name of Director	DIN	Designation
Mr. Narendrasinh Jesingbhai Chauhan	08123747	Chairman and Managing Director
Mrs. Jagrutiben Narendrasinh Chauhan	08127789	Executive Director
Mr. Ankurbhai Maheshbhai Prabhani	09307275	Non-Executive Director Non-Independent
Mr. Neelabh Kaushik	01755431	Independent Director
Ms. Apeksha Sanjaykumar Vyas	09469295	Independent Director (Resigned on 01.04.2024)
Mr. Anandan Sengundamudaliar	10555273	Additional Independent Director (Appointed on 01.04.2024)

CHIEF FINANCIAL OFFICER

Mr. Vaibhav Ramkrishnabhai Chapaneri

COMPANY SECRETARY

CS Ashmi Ketankumar Patel

REGISTERED OFFICE:

Shop No. 1, Ground Floor, "D & I Excelus",
Waghawadi Road, Bhavnagar – 364002,
Gujarat, India

E-mail: shubhlaxmijewellers2013@gmail.com

Website: www.shubhlaxmilttd.in

STATUTORY AUDITORS

M/s. Sanghavi & Co.

Chartered Accountant, Bhavnagar, Gujarat, India

SECRETARIAL AUDITORS

M/s. Parth Nair & Associates

Company Secretaries, Ahmedabad, Gujarat, India

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@shubhlaxmilttd.in

ISIN (EQUITY SHARE): INE01Z401013

NSE SYMBOL: SHUBHLAXMI

CIN: L45100GJ2018PLC102121

BOARD COMMITTEES

AUDIT COMMITTEE

Mr. Neelabh Kaushik	-	Chairman
Ms. Apeksha Sanjaykumar Vyas (Upto 01.04.2024)	-	Member
Mr. Narendrasinh Jesingbhai Chauhan	-	Member
Mr. Anandan Sengundamudaliar (W.e.f. 01.04.2024)	-	Member

NOMINATION AND REMUNERATION COMMITTEE

Ms. Apeksha Sanjaykumar Vyas (Upto 01.04.2024)	-	Chairwoman
Mr. Anandan Sengundamudaliar (W.e.f. 01.04.2024)	-	Chairman
Mr. Neelabh Kaushik	-	Member
Mr. Ankurbhai Maheshbhai Prabtani	-	Member

STAKEHOLDER RELATIONSHIP COMMITTEE

Mr. Neelabh Kaushik	-	Chairman
Ms. Apeksha Sanjaykumar Vyas (Upto 01.04.2024)	-	Member
Mr. Anandan Sengundamudaliar (W.e.f. 01.04.2024)	-	Member
Mr. Narendrasinh Jesingbhai Chauhan	-	Member

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 Sixth (6th) 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 Saturday, September 28, 2024 at 1.00 pm 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, 2024, together with the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director, Mr. Ankurbhai Maheshbhai Prabtani (DIN: 09307275) who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors of the Company
To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re - enactment thereof, for the time being in force), M/s. Sanghavi & Co., Chartered Accountants, Bhavnagar (Firm Registration No. 109099W) be and are hereby re-appointed as the Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting for the financial year 2028-29, at such remuneration as shall be fixed by the Board of Directors of the Company and Auditor.

SPECIAL BUSINESS:

4. Appointment of Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) as an Independent Director:
To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made thereunder, and pursuant to Regulation 17(1C) and Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors ("Board") by circular resolution, Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273), who was appointed as an Additional Director (Category: Non-Executive Independent Director) of the Company with effect from April 1, 2024, who meets the criteria of independence under Section 149(6) of the Act and rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as the Independent Director of the Company for a period of five (5) years w.e.f. April 1, 2024 to March 31, 2029 and that he will not be liable to retire by rotation.

RESOLVED FURTHER THAT the Managing Director or the executive Director and Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorised to sign

CIN: L45100GJ2018PLC102121

and file the prescribed forms, returns, documents, applications and deeds with all authorities including the Registrar of Companies, Gujarat, along with the requisite fees in respect of the said appointment.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, things, take all such steps as may be necessary and expedient to give effect to the foregoing resolution.”

Date: 05.09.2024
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 21st September, 2024 to Saturday, 28th September, 2024 (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 2023-24 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 30th August, 2024. The Members of the Company, whose name appears in the Register of Members/List of Beneficiaries received from the depositories as on end of 21st September, 2024 will cast their vote at the AGM.
12. Electronic copy of the Annual report for the year 2023-24 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. Notice of the AGM along with the Annual Report 2023-24 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 2023-24 will also be available on the Company's website www.shubhlaxmilttd.in
14. 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.
15. 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.
16. 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.
17. The route map showing directions to reach the venue of the 6th AGM is annexed.
18. 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.
19. 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.
20. 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.
21. Shareholders may also note that the Notice of 6th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2023-2024 will also be available on the website of Company www.shubhlaxmilttd.in for the download.
22. 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: 05.09.2024
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 TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Appointment of Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) as an Independent Director:

The Board of Directors in its meeting dated April 1, 2024, based on the recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act") read with Article 153 of the Articles of Association of the Company, had appointed Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) as an Additional Independent Director with effect from April 1, 2024, upto the date of ensuing Annual General Meeting of the Company and is eligible for appointment as a Director. Subject to the approval of the shareholders and pursuant to the provisions of Section 149(10), 150(2), 152(2), first proviso of Section 152(5) of the Companies Act, 2013 read with Rule 4 and 5 of the Companies (Appointment & Qualifications of Directors) Rules, 2014 and Regulation 17 and 25(6) of the SEBI Listing Regulations, Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) is proposed to be appointed as an Independent Director of the Company for a period of five (5) years w.e.f. April 1, 2024 to March 31, 2029. A notice in writing under Section 160 of the Act has been received from a member signifying the intention to propose the name of Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) as a candidate for the office of Director.

The Nomination and Remuneration Committee recommended his appointment on the basis of his knowledge, skills, expertise and experience. Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273), Non-Executive Independent Director of the Company, has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) fulfils the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Director Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) as an Independent Director is now being placed before the Members for their approval.

The resolution seeks approval of the Members for appointment of Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) as an Independent Director of the Company for a period of five (5) years commencing from the date of the ensuing Annual General Meeting and that he will not be liable to retire by rotation.

Except Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273), none of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested in passing of this resolution as set out in Item No. 4.

Accordingly, the Board of Directors at its meeting held on April 1, 2024 recommended the resolution set out at Item no. 4 to be passed as special resolution by the members.

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to Directors seeking appointment/re-appointment at the ensuing Annual General Meeting which is mentioned below:

Name of Director	Ankurbhai Maheshbhai Prabtni	Anandan Jayachandran Sengundamudaliar
DIN	09307275	10555273
Date of Birth	18/07/1987	06/11/1995
Age	37	28
Qualification	Bachelor of Commerce	Company Secretary
Experience	7 years of accounting activities	3 years of experience in Secretarial Practice
Designation	Director	Additional Director
Date of Appointment	30/09/2021	01/04/2024
Disclosure of relationship between directors inter-se	NIL	NIL
List of public companies in which Directorship held	NIL	NIL
Chairman / Member of the committee	NIL	NIL
Chairman / Member of the committee of Directors of other Companies	NIL	NIL
No. of shares held in this company	NIL	NIL

BOARD'S REPORT

Dear Members,

Your Directors are pleased to present the 6th Board Report of Shubhlaxmi Jewel Art Limited along with the Audited Financial Statements for the year ended on March 31, 2024.

1. FINANCIAL RESULTS:

The financial performance of your company for the Financial Year ended on March 31, 2024 is given below:

(Amount in Lakhs)

The brief financial results are as under	FY 2023-24	FY 2022-23
Revenue from Operations	6835.71	7,760.15
ADD: Other Income	73.20	37.99
Total Revenue (A)	6908.91	7,798.14
EXPENSES		
Employee Benefit Expenses	128.70	119.78
Finance Cost	110.19	109.75
Depreciation	19.80	14.11
Other Expenses	6481.87	7,415.73
Total Expenses (B)	6740.56	7,659.37
Profit before Tax (A) – (B)	168.35	138.77
Less: TAX Expense	46.45	37.12
Profit after Tax	121.90	101.65
Earnings per Share	1.22	1.18

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

Your Company has reported total income of Rs. 6835.71 Lakhs for the year ended on March 31, 2024 compared to previous year total income of Rs. 7760.15 Lakh for the year ended on March 31, 2023. The net profit after tax for the year ended on March 31, 2024 under review amounted to Rs. 121.90 Lakhs compared to previous year ended on March 31, 2023 amounted to Rs. 101.62 Lakhs.

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.shubhlaxmilttd.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, 2024, 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, 2024 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 2023-24. 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. 121.90 Lakhs 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.shubhlaxmiltd.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 2023-2024:

The Company does not have any Subsidiary and Joint venture company.

There was no company which have ceased to be Subsidiary, Associate, JVs Company during the year. Performance and financial position of the Subsidiary and Joint Venture Company / ies are not to be given because such companies do 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 re-appointed M/s. Sanghavi & Co., Chartered Accountants, Bhavnagar as Statutory Auditors of the Company for a further term of period five (5) years on the conclusion of the 6th Annual General Meeting till the conclusion of the 11th annual general meeting i.e. from 2024-25 to 2028-29.

SECRETARIAL AUDITOR:

Your Company has appointed M/s. Parth Nair & Associates, Ahmedabad as Secretarial Auditor for the Financial Year ended March 31, 2024 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 2024-25.

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 2024. However, statutory auditor had reported following qualified opinion in their report for the year ended 31st March 2024.

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 2023-24 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 2023-24. 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 31.03.2024 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 Prabtani	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.shubhlaxmiltid.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, 2024. The policy adopted by the Company for Prevention of Sexual Harassment is available on its website at www.shubhlaxmilttd.in.

22. SHARE CAPITAL:

The Authorized share capital of the Company as on 31st March 2024 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 2024 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 2024-25 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 2024-25.

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.

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:

- The company has filed the petition in National Company Law Tribunal (NCLT) under Section 66 of the Companies Act, 2013 for reduction of Share Capital;
- There were no material changes commitments affecting the financial position of your Company between the end of financial year (March 31, 2024) 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

CIN: L45100GJ2018PLC102121

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: 05.09.2024
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, 2024)
[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, 2024 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, 2024 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;
 - 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.

We further report that during the audit period there are no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

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

**Sd/-
Parth Nair
Company Secretary**

**Place: Ahmedabad
Date: 05.09.2024
C P No.: 17278
P.R.: 3339/2023
UDIN: F011483F001146045**



Annexure A

To,
The Members
Shubhlaxmi Jewel Art Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

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

**Sd/-
Parth Nair
Company Secretary**

**Place: Ahmedabad
Date: 05.09.2024
C P No.: 17278
P.R.: 3339/2023
UDIN: F011483F001146045**

Annexure - B

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 2023-24 was Rs. 6835.71 Lakhs. The segment wise revenue and results of the company as on March 31, 2024 are as under:

(Rs.in Lakhs)

Revenue	Amount
Domestic Sales	6835.71
Net Sales / Income from Operations	6835.71
Segment Results:	
Profit before tax and interest from each segment	168.35
Net Profit for the year	121.90

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, 2024.

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:

The brief financial results are as under	FY 2023-24	FY 2022-23
Revenue from Operations	6835.71	7,760.15
ADD: Other Income	73.20	37.99
Total Revenue (A)	6908.91	7,798.14
EXPENSES		
Employee Benefit Expenses	128.70	119.78
Finance Cost	110.19	109.75
Depreciation	19.80	14.11
Other Expenses	6481.87	7,415.73
Total Expenses (B)	6740.56	7,659.37
Profit before Tax (A) – (B)	168.35	138.77
Less: TAX Expense	46.45	37.12
Profit after Tax	121.90	101.65
Earnings per Share	1.22	1.18

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.

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
[pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Shubhlaxmi Jewel Art Limited,
Bhavnagar

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of SHUBHLAXMI JEWEL ART LIMITED having CIN L45100GJ2018PLC102121 and having registered office at Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar – 364002, Gujarat, India. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name	DIN	Date of Appointment	Date of Cessation
1	Narendrasinh Jesingbhai Chauhan	08123747	02.05.2018	-
2	Jagrutiben Narendrasinh Chauhan	08127789	02.05.2018	-
3	Ankurbhai Maheshbhai Prabhani	09307275	30.09.2021	-
4	Neelabh Kaushik	01755431	23.05.2022	-
5	Apexa Sanjaykumar Vyas	09469295	23.05.2022	01.04.2024
6	Anandan Jayachandran Sengundamudaliar	10555273	01.04.2024	-

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Parth Nair & Associates,
Company Secretaries

Sd/-
Parth Nair
Company Secretary

Place: Ahmedabad
Date: 05.09.2024
C P No.: 17278
P.R.: 3339/2023
UDIN: F011483F001146089

CIN: L45100GJ2018PLC102121

INDEPENDENT AUDITOR'S REPORT

To
The Members of
SHUBHLAXMI JEWEL ART LIMITED

Report on the Audit of the Financial Statements

Qualified Opinion

We have audited the accompanying financial statements of **Shubhlaxmi Jewel Art Limited** ("the Company") which comprise the Balance Sheet as at 31st March 2024, the statement of profit and loss and the statement of cash flows for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matters described in the Basis for Qualified Opinion paragraph below*, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024 and of the profit and its cash flows for the year ended on that date.

Basis for Qualified Opinion

Attention is invited to Note No. 26 regarding physical verification and valuation of the inventory and inadequate audit evidences in respect thereof. The impact on the profit for the year, if any, is not ascertainable.

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Emphasis of Matters

We draw attention to the following matters:

- a. Note no. 11.1 regarding trade receivables outstanding for more than one year aggregating to Rs. 66.64 (56.27) lacs. No provision for impairment is made for the same as the management contends that all the receivables are good and recoverable.
- b. As stated in note no. 27, the Company is in the process of filing a petition before the National Company Law Board Tribunal (NCLT) for reduction of share capital in respect of 18,00,000 equity shares of Rs. 10 each allotted to the promoter, Mr. Narendrasinh Chauhan on 8th May, 2023.

The said proposal has been approved by the members by special resolution passed in the extraordinary general meeting of the Company held on 23rd January 2024 subject to the necessary approval by NCLT.

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in our forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to communicate in our report.

Revenue recognition

Revenue is measured net of discounts, incentives, rebates etc. earned by the customers on the Company's sales. Due to competitive business environment, discounts, incentives and rebates to be recognized based on sales made during the year is material.

Auditor's response:

Our audit approach was a combination of test of internal controls and substantive procedures including assessing the appropriateness of the Company's revenue recognition accounting policies and testing thereof; evaluating the integrity of the general information and control environment and testing the operating effectiveness of key controls.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Shareholder's Information, but does not include the financial statements and auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concerns and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is high level of assurance, but is not a guarantee that audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of the internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosure, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of financial statements of the current period and are, therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation preclude public disclosure about the matter or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India terms of sub-section (11) of section 143 of the Act, we give in the Annexure - A, a statement on the matters specified in clause 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit *except for information on inventories as stated in note no. 26;*
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of written representations received from the directors as on 31st March 2024, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2024, from being appointed as a director in terms section 164(2) of the Act;
 - f) With respect to the adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, our separate report in annexure - B may be referred;
 - g) Remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with schedule V of the Act.
 - h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

- iv. a. The Management has represented that, to the best of its knowledge and belief, as disclosed in the note no. 25(i) to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b. The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note no. 25(j) to the accounts, no funds have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- c. Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above, contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year.
- vi. Based on our examination, which included test checks, the company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024, which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software. *However, the software does not retain the original voucher numbers and renumber the vouchers in case of any modification/deletion. This does not fully serve the purpose of the audit trail. We did not come across any instance of the audit trail feature being tampered with.*

For SANGHAVI & COMPANY
Chartered Accountants
FRN: 109099W

MANOJ GANATRA
Partner
Membership No. 043485
UDIN: 24043485BJZYSC5925

Shamagar
20th May, 2024

ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:

1 In respect of property, plant and equipment:

- a. The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment.

The Company does not have any intangible assets.

- b. Property, plant and equipment were physically verified by the management at reasonable intervals in a phased manner in accordance with a programme of physical verification. No material discrepancies were noticed on such verification.
- c. The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements included under property, plant and equipment are held in the name of the Company.
- d. The Company has not revalued any of its property, plant and equipment or intangible assets during the year.
- e. There are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 as amended and Rules made thereunder.

2

- a. As informed to us, the physical verification of inventory has been conducted at reasonable intervals by the management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory (refer note no. 26).
- b. During the year, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets of the Company. The quarterly returns or statements filed by the Company with such banks are generally in agreement with the books of account. A few differences observed were not material.

3 In respect of investments, guarantees or securities provided or loans or advances in the nature of loans granted by the Company:

- a. The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year except:

Particulars	Loans (₹ in lacs)
Aggregate amount of loans granted during the year - others	83.25
Balances of loans outstanding as on balance sheet date - others	5.62

- b. The terms and conditions of the grant of these loans are not prejudicial to the interest of the Company.

- c. In respect of loans granted by the Company, the schedule of repayment of principal has been stipulated and the repayments are regular.
 - d. There is no overdue amount in respect of loans granted.
 - e. No loans or advances in the nature of loans granted by the Company that have fallen due during the year, have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
 - f. The Company has not granted any loans or advances in the nature of loans that are either repayable on demand or without specifying any terms or period of repayment.
- 4 The Company has complied with the provisions of sections 185 and 186 of the Act in respect of grant of loans, investments made, guarantees given and securities provided, to the extent applicable.
- 5 The Company has not accepted any deposits from public or amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and rules made thereunder, to the extent applicable, *except for advances from customers aggregating to ₹ 34.13 lacs, which, in the opinion of the management, are accepted in the ordinary course of business.*
- 6 The Central Government has not prescribed maintenance of the cost records under section 148(1) of the Companies Act, 2013.
- 7 In respect of statutory and other dues:
- a. The Company has been regular in depositing undisputed statutory dues, including goods and service tax, provident fund, employees state insurance, income tax, cess, and other statutory dues, to the extent applicable, with the appropriate authorities during the year. There are no undisputed statutory dues outstanding for a period of more than six months from the date they became payable
 - b. There are no statutory dues outstanding, which have not been deposited on account of dispute.
- 8 The Company has not surrendered or disclosed any transactions, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year
- 9
- a. The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - b. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - c. On an overall examination of the financial statements of the Company, the term loans have been applied for the purposes for which they were obtained.
 - d. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used for long-term purposes by the Company.
 - e. The Company does not have any subsidiary, joint venture or associates. The requirement to report under clause 3(ix)(e) and (f) of the order is, therefore, not applicable.

- 10 a. The Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments).
- b. The Company has complied with provisions of section 42 and 62 of the Act in respect of conversion of share warrants into equity shares during the year. (refer note no. 27).
- 11 a. No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
- b. No report under sub-section (12) of section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c. The Company has not received any whistle blower complaint during the year and up to the date of this report.
- 12 The Company is not a Nidhi Company as per the provisions of the Act. The requirement to report under clause 3 (xii) of the Order is, therefore, not applicable.
- 13 Transactions with the related parties are in compliance with Section 177 and 188 of the Act, wherever applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- 14 a. The Company has an internal audit system commensurate with the size and nature of its business.
- b. We have considered the internal audit reports of the Company issued till date for the period under audit.
- 15 The Company has not entered into any non-cash transactions with its directors or persons connected with its directors.
- 16 a. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
- b. The Company has not conducted any non-banking financial or housing finance activities without obtaining a valid certificate of registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- d. There is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- 17 The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- 18 There has been no resignation by the statutory auditors of the Company during the year.

- 29 According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 30 The Company is not covered under Section 135(1) of the Act with respect to the applicability of Corporate Social Responsibility. The requirement to report under clause (xx) of the Order is, therefore, not applicable.

For SANGHAVI & COMPANY
Chartered Accountants
FRN: 109099W

Bhavnagar
29th May, 2024

MANOJ GANATRA
Partner
Membership No. 043485
UDIN: 24043485BJZYSC5925

ANNEXURE - B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

We have audited the internal financial controls over financial reporting of **Shubhlaxmi Jewel Art Limited** ("the Company") as of 31st March, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("the ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For SANGHAVI & COMPANY
Chartered Accountants
FRN: 109099W

Bhavnagar
24th May, 2024

MANOJ GANATRA
Partner
Membership No. 043485
UDIN: 24043485BJZYSC5925

SHUBHLAXMI JEWEL ART LIMITED

BALANCE SHEET AS AT 31st MARCH, 2024

(Indian ₹ in lacs)

Particulars	Note No.	31st March 2024		31st March 2023	
EQUITY AND LIABILITIES ::					
Shareholders' Funds					
Share Capital	2	1,060.40		880.40	
Reserves and Surplus	3	1,106.58		912.68	
Money received against Share Warrants		-	2,166.98	63.00	1,856.08
Non-Current Liabilities					
Long-Term Borrowings	4	244.16		273.89	
Deferred Tax Liabilities (net)	23	1.44		3.35	
Other Long Term Liabilities		-		-	
Long-Term Provisions	5	12.03	257.63	6.37	283.61
Current Liabilities					
Short-Term Borrowings	4	810.95		878.76	
Trade Payables	7				
Total outstanding dues of micro and small enterprises		1.83		11.06	
Total outstanding dues of creditors other than micro and small enterprises		118.08		133.26	
Other Current Liabilities	6	217.04		261.83	
Short-Term Provisions	5	15.47	1,163.37	4.12	1,289.03
Total...			3,587.98		3,428.72
ASSETS ::					
Non-Current Assets					
Property, Plant and Equipment	8	192.42		193.75	
Intangible Assets		-		-	
Capital Work-in-Progress		-		-	
		192.42		193.75	
Non-Current Investments		-		-	
Deferred Tax Assets (net)		-		-	
Long-Term Loans and Advances		-		-	
Other Non-current Assets	9	8.15	200.57	8.15	201.90
Current Assets					
Current Investments		-		-	
Inventories	10	3,134.53		2,430.32	
Trade Receivables	11	169.75		138.54	
Cash and Cash Equivalents	12	15.00		28.72	
Short-Term Loans and Advances	13	68.13		629.24	
Other Current Assets		-	3,387.41	-	3,226.82
Total...			3,587.98		3,428.72

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For SANGHAVI & COMPANY
Chartered AccountantsMANOJ GANATRA
Partner

For and on behalf of the Board of Directors



JAGRUTIBEN CHAUHAN

Director

DIN: 08127789



ASHMI PATEL

Company Secretary

PAN: CGSPP8634B



NARENDRASINH CHAUHAN

Managing Director

DIN: 08123747



VAIBHAV CHAPANERI

Chief Financial Officer

PAN: AQVPC6808R

SHUBHLAXMI JEWEL ART LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2024

(Indian ₹ in lacs)

Particulars	Note No.	2023-2024	2022-2023
REVENUE:			
Revenue from Operations	14	6,835.71	7,760.15
Other Income	15	73.20	37.99
Total Income		6,908.91	7,798.14
EXPENSES:			
Materials and Direct Expenses		-	-
Purchases of Stock in trade		6,852.98	7,425.18
Changes in Inventories	16	(720.08)	(325.38)
Employee Benefit Expenses	17	128.70	119.78
Finance Costs	18	110.19	109.75
Depreciation and Amortization	8	19.80	14.11
Other Expenses	19	348.97	315.93
Total Expenses		6,740.56	7,659.37
Profit before exceptional and extraordinary items and tax		168.35	138.77
Exceptional Items		-	-
Profit before extraordinary items and tax		168.35	138.77
Extraordinary Items		-	-
Profit Before Tax		168.35	138.77
Tax Expenses			
Current Tax		48.59	33.50
Earlier Years' Tax		(0.23)	3.45
Deferred Tax		(1.91)	0.17
Net Profit for the year		121.90	101.65
Basic Value per Equity Share		10.00	10.00
Earnings per Equity Share			
Basic		1.22	1.18
Diluted		1.22	1.01

The accompanying notes are an integral part of these financial statements.

As per our report of even date

SANGHAVI & COMPANY
Chartered Accountants

For and on behalf of the Board of Directors


 JAGRUTIBEN CHAUHAN
 Director
 DIN: 08127789


 NARENDRASINH CHAUHAN
 Managing Director
 DIN: 08123747

MANOJ GANATRA
Partner


 ASHMI PATEL
 Company Secretary
 PAN: CGSPP8634B


 VAIBHAV CHAPANERI
 Chief Financial Officer
 PAN: AQVPC6808R

Bhavnagar
24th May, 2024Bhavnagar
24th May, 2024

Particulars	2023-2024	2022-2023
CASH FLOW FROM OPERATING ACTIVITIES :		
Profit Before Tax And Extraordinary Items	168.35	138.77
Adjustments for -		
Depreciation	19.80	14.11
Loss on Disposal of Property, Plant and Equipment	4.46	-
Interest (net)	35.75	53.62
Operating Profit Before Working Capital Changes	228.36	206.50
Adjustments for -		
Trade and Other Receivables	(35.95)	164.09
Inventories	(704.21)	(344.00)
Trade and Other Payables	(63.48)	127.20
Profit Generated From Operations	(575.28)	153.79
Direct Taxes Paid	(37.02)	(31.07)
NET CASH FROM OPERATING ACTIVITIES	(612.30)	122.72
CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Property, Plant and Equipment	(22.92)	(28.96)
Sale of Property, Plant and Equipment	-	-
Interest Received	73.20	37.96
NET CASH USED IN INVESTING ACTIVITIES	50.28	9.00
CASH FLOW FROM FINANCING ACTIVITIES :		
Borrowings from Long Term Borrowings (net)	(97.54)	497.88
Borrowings from Short Term Borrowings (net)	-	-
Loans Granted	565.79	(574.95)
Borrowings from issue of share capital	189.00	52.50
Interest Paid	(108.95)	(91.58)
Dividend Paid	-	-
NET CASH USED IN FINANCING ACTIVITIES	548.30	(116.15)
Net Increase in Cash and Cash Equivalents	(13.72)	15.57
Cash and Cash Equivalents as at beginning of the year	28.72	13.15
Cash and Cash Equivalents as at end of the year	15.00	28.72
Cash and Cash Equivalents:		
Cash and Bank Balances	15.00	28.72
Banker's restricted accounts	-	-
	15.00	28.72

For our report of even date

SANGHAVI & COMPANY
Chartered AccountantsMANOJ GANATRA
PartnerBhavnagar
24th May, 2024

For and on behalf of the Board of Directors

शुभलक्ष्मी आर्ट्स लिमिटेड
JAGRUTIBEN CHAUHAN

Director

DIN: 08127789

Ashmi

ASHMI PATEL

Company Secretary

PAN: CGSPP8634B

NARENDRASINH CHAUHAN

Managing Director

DIN: 08123747

V.R. Chapaneri

VAIBHAV CHAPANERI

Chief Financial Officer

PAN: AQVPC6808R

Bhavnagar
24th May, 2024

Company Information:

Shubhlaxmi Jewel Art Limited ("the Company") is a public limited company domiciled in India and incorporated on 2nd May, 2018 under the provisions of Companies Act applicable in India. The Company is dealing in gold, silver, jewellery and other precious metals. The registered office of the Company is located at 1, "D & I Excelus", Waghawadi Road, Bhavnagar - 364 002, Gujarat, India. The equity shares of the Company are listed on Emerge SME platform of the National Stock Exchange (NSE).

Note: 1

1 Significant Accounting Policies:

1.1 Basis of Accounting:

The financial statements have been prepared in accordance with the recognition and measurement principles laid down in the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India.

The Company's financial statements are reported in Indian Rupees, which is also the company's functional currency, and all values are rounded to the nearest lacs except otherwise indicated.

1.2 Use of Estimates:

The preparation of financial statements in conformity with GAAP requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

1.3 Property, Plant and Equipment:

Tangible Assets are stated at cost less depreciation, All the costs incurred till the date of the assets ready for use, including installation and substantial modification to the fixed assets are capitalized and included in the cost of the respective assets. Depreciation is provided on Straight Line Method in the manner specified in the Schedule II in accordance with the provisions of section 123(2) of the Companies Act, 2013.

1.4 Inventories:

Inventories are valued at cost or net realizable value, whichever is lower. Cost is determined on the following basis:

- i. Packing materials - on weighted average basis;
- ii. Stock in trade - at material cost plus direct expenses.

1.5 Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably be measured.

Revenue from sale of goods are recognized when significant risks and rewards of ownership are passed the buyer, which generally coincides with dispatch of goods. Goods & Service Tax is collected on behalf of the Government and therefore, excluded from the revenue.

1.6 **Goods and Service Tax:**

Purchased of goods and fixed assets are accounted for net of GST input credits, wherever applicable.

1.7 **Employee Benefits:**

Post-employment benefit plans:

i) **Defined Contribution Plan:** Contribution for provident fund are accrued in accordance with applicable statutes and deposited with the Regional Provident Fund Commissioner.

ii) **Defined Benefit Plan:** The liability in respect of gratuity and leave encashment is determined using Projected Unit Credit Method with actuarial valuation carried out as at balance sheet date. Actuarial gains are recognised in full in the profit and loss account for the period in which they occur.

Short-term employee benefits: The undiscounted amount of short-term benefits expected to be paid in exchange for services rendered by employee is recognised during the period when the employee renders the service.

1.8 **Borrowing Costs:**

Net cost of borrowed funds for the projects till completion are capitalized and included in the cost of fixed assets. Other borrowing costs are recognized as expenses in the period in which they are incurred.

1.9 **Taxation:**

Provisions are made for current tax based on tax liability computed in accordance with relevant tax rates and tax laws. Deferred tax is recognized, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

1.10 **Earning per Share:**

Basic earning per share is computed by dividing the net profit attributable to equity shareholders for the year by weighted average number of equity shares outstanding during the year.

1.11 **Provision and Contingencies:**

The Company creates a provision when there is present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow or where a reliable estimate of the obligation can not be made.

Note No. 2**Share Capital:**

(Indian ₹ in lacs)

Particulars	31st March 2024		31st March 2023	
	₹		₹	
Authorised				
1,00,00,000 equity shares of ₹ 10 each		1,100.00		1,100.00
		<u>1,100.00</u>		<u>1,100.00</u>
Issued, Subscribed and Paid up				
88,04,000 (88,04,000) equity shares of ₹ 10 each		1,060.40		880.40
		<u>1,060.40</u>		<u>880.40</u>

Equity shares issued as fully paid-up bonus shares or otherwise than by cash during the preceding five years: Nil

Reconciliation of equity shares outstanding at the beginning and at the end of the year :

Particulars	As on 31st March, 2024		As on 31st March, 2023	
	No. of shares	₹ in lacs	No. of shares	₹ in lacs
Balance at the beginning of the year	88,04,000	880.40	83,04,000	830.40
Issued during the year	18,00,000	180.00	5,00,000	50.00
Balance at end of the year	1,06,04,000	1,060.40	88,04,000	880.40

Shares held by each promoter and promoter group :

Name of Shareholder	As at 31st March, 2024		As at 31st March 2023		Change (%)
	Nos.	% of holding	Nos.	% of holding	
Narendrasinh J Chauhan	60,59,480	57.14	34,74,880	39.47	17.67
Soham N Chauhan	14,31,000	13.49	15,00,000	17.04	(3.54)
Jagrutiben N Chauhan	10,000	0.09	7,94,600	9.03	(8.93)
Vilasben A Parmar	240	0.00	4,240	0.05	(0.05)
Ranjitsinh G Solanki	10,140	0.10	10,140	0.12	(0.02)
Jignasha R Solanki	8,140	0.08	8,140	0.09	(0.02)

Name of Shareholder	As at 31st March, 2023		As at 31st March 2022		Change (%)
	Nos.	% of holding	Nos.	% of holding	
Narendrasinh J Chauhan	34,74,880	39.47	21,00,140	25.29	14.18
Soham N Chauhan	15,00,000	17.04	-	-	17.04
Jinendrakumar J Chauhan	-	-	20,78,140	25.03	(25.03)
Jagrutiben N Chauhan	7,94,600	9.03	7,94,600	9.57	(0.54)
Kajalben J Chauhan	-	-	7,94,600	9.57	(9.57)
Vilasben A Parmar	4,240	0.05	16,240	0.20	(0.15)
Ranjitsinh G Solanki	10,140	0.12	10,140	0.12	(0.01)
Jignasha R Solanki	8,140	0.09	7,140	0.09	0.01

Shares held by each shareholder holding more than five per cent shares

Name of Shareholder	As on 31st March, 2024		As on 31st March, 2023	
	No. of shares	% of holding	No. of shares	% of holding
Narendrasinh J Chauhan	60,59,480	57.14	34,74,880	39.47
Soham N Chauhan	14,31,000	13.49	15,00,000	17.04
Jagrutiben N Chauhan	10,000	0.09	7,94,600	9.03

Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a face value of ₹ 10 each ranking pari passu in all respect including voting rights and entitlement to dividend.

Note No. 3

Reserves and Surplus

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
	₹	₹
Securities Premium		
Balance at the beginning of the year	352.45	332.45
Contributions during the year	72.00	20.00
Balance at the end of the year	424.45	352.45
Reserves		
Balance at the beginning of the year	560.23	458.58
Net profit for the year	121.90	101.65
Balance at the end of the year	682.13	560.23
	1,106.58	912.68

Note No. 4

Borrowings

(Indian ₹ in lacs)

Particulars	Long-Term		Short-Term	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
	₹	₹	₹	₹
Secured Loans				
Term loans from banks	244.16	273.89	-	-
Working capital finance from a bank	-	-	680.27	742.26
Current maturity of long-term debts from banks	-	-	49.90	51.65
	244.16	273.89	730.17	793.91
Unsecured Loans				
Loan from directors	-	-	-	84.85
Other corporate loans	-	-	80.78	-
	-	-	80.78	84.85
	244.16	273.89	810.95	878.76

Note: Term loan and working capital finance from bank are secured by by first hypothecation charge on entire movable fixed assets of the Company, both present & future, on pari-passu basis, further secured by first pari-passu charge on immovable properties of the Company personal guarantee of two of the directors of the Company. Term loans for vehicles are against hypothication of vehicles.

Note No. 5

Provisions

(Indian ₹ in lacs)

Particulars	Long-Term		Short-Term	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
	₹	₹	₹	₹
Provision for gratuity	9.70	5.98	0.18	0.11
Provision for leave encashment	2.33	0.39	0.15	0.04
Provision for income tax (net of payments)	-	-	11.29	-
Provision for bonus	-	-	3.85	3.97
	12.03	6.37	15.47	4.12

Note No. 6

Other Current Liabilities

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
	₹	₹
Interest accrued but not due	2.14	-
Advances from customers	200.74	242.77
Statutory liabilities	4.00	5.84
Other liabilities	10.16	13.22
	<u>217.04</u>	<u>261.83</u>

Note No. 7

Trade Payables

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
	₹	₹
Trade payables		
Total outstanding dues of micro, small and medium enterprises	1.83	11.06
Total outstanding dues of creditors other than micro, small and medium enterprises	118.08	133.26
	<u>119.91</u>	<u>144.32</u>

7.1 Trade Payables ageing schedule :

(Indian ₹ in lacs)

Particular	Not Due	Period from due date of payments				Total
		Less than 1 year	1 - 2 years	2 - 3 years	> 3 years	

31st March, 2024

Outstanding dues to MSME	-	1.83	-	-	-	1.83
Others	0.12	67.93	7.77	4.09	38.17	118.08
Total....	0.12	69.76	7.77	4.09	38.17	119.91

31st March, 2023

Outstanding dues to MSME	-	11.06	-	-	-	11.06
Others	-	88.53	34.27	10.46	-	133.26
Total....	-	99.59	34.27	10.46	-	144.32

Note No. 8
Property, Plant and Equipment

(Indian ₹ in lacs)

Particulars	Buildings	Plant & Equipment	Office Equipment	Furniture & Fixtures	Computers	Vehicles	Total
Gross carrying value							
As at 1st April, 2022	250.77	0.79	64.80	47.77	13.45	21.87	399.45
Additions	-	-	2.52	1.75	1.02	23.67	28.96
Disposals	-	-	-	-	-	-	-
As at 31st March, 2023	250.77	0.79	67.32	49.52	14.47	45.54	428.41
Additions	-	-	3.36	0.34	1.20	18.02	22.92
Disposals	-	-	(4.92)	(7.31)	-	-	(12.23)
As at 31st March, 2024	250.77	0.79	65.76	42.55	15.67	63.56	439.10

Accumulated depreciation

As on 1st April, 2022	105.54	0.18	54.54	30.60	12.32	17.37	220.55
Depreciation charged	3.96	0.05	2.89	3.78	0.40	3.03	14.11
Disposals	-	-	-	-	-	-	-
As at 31st March, 2023	109.50	0.23	57.43	34.38	12.72	20.40	234.66
Depreciation charged	3.96	0.05	3.26	4.72	0.71	7.10	19.80
Disposals	-	-	(4.51)	(3.27)	-	-	(7.78)
As at 31st March, 2024	113.46	0.28	56.18	35.83	13.43	27.50	246.68

Net carrying value

As at 31st March, 2023	141.27	0.56	9.89	15.14	1.75	25.14	193.75
As at 31st March, 2024	137.31	0.51	9.58	6.72	2.24	36.06	192.42

Note No. 9**Non Current Assets**

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
	₹	₹
Security deposits	8.15	8.15
	<u>8.15</u>	<u>8.15</u>

Note No. 10**Inventories**

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
	₹	₹
Stock in trade (refer note no. 26) (Valued at lower of cost or net realisable value)	3,129.77	2,409.69
Packing and other materials	4.76	20.63
	<u>3,134.53</u>	<u>2,430.32</u>

Note No. 11**Trade Receivables**

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
	₹	₹
Unsecured, considered good	169.75	138.54
Unsecured, significant increase in credit risk	-	-
Unsecured, considered doubtful	-	-
Less: Loss allowance for doubtful debts	-	-
	<u>169.75</u>	<u>138.54</u>

Trade receivables ageing schedule:

(Indian ₹ in lacs)

Particular	Not due	Period from due date of payments					Total
		< 6 Months	6 months- 1 year	1 - 2 years	2 - 3 years	> 3 years	
For March, 2024							
Disputed trade receivables- considered	-	84.34	18.77	26.02	15.51	25.11	169.75
Total....	-	84.34	18.77	26.02	15.51	25.11	169.75

For March, 2023

Disputed trade receivables- considered	-	69.48	12.79	27.84	6.62	21.81	138.54
Total....	-	69.48	12.79	27.84	6.62	21.81	138.54

In the opinion of the management, all receivables are good and recoverable and no impairment in respect thereof is required.

Note No. 12**Cash and Bank Balances**

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
	₹	₹
Cash and Cash Equivalents		
Balances with Banks:		
Current accounts	1.98	9.53
Dividend accounts	-	-
Short term deposits	-	-
	<u>1.98</u>	<u>9.53</u>
Cash on hand	13.02	19.19
	<u>15.00</u>	<u>28.72</u>

Note No. 13**Short-Term Loans and Advances**

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
	₹	₹
Unsecured (considered good)		
Trade advances to suppliers	26.08	35.18
Prepaid expenses	10.91	14.84
Advance payment of taxes (net of provisions)	-	0.05
Input credit receivables	19.59	1.83
Loans to others	5.62	575.11
Other advances	5.93	2.23
	<u>68.13</u>	<u>629.24</u>

Note No. 14

Revenue from Operations

Particulars	(Indian ₹ in lacs)	
	2023-2024	2022-2023
	₹	₹
Sales (net)	6,835.71	7,760.15
	<u>6,835.71</u>	<u>7,760.15</u>
Other operational income	-	-
	<u><u>6,835.71</u></u>	<u><u>7,760.15</u></u>

Note No. 15

Other Income

Particulars	(Indian ₹ in lacs)	
	2023-2024	2022-2023
	₹	₹
Interest income	73.20	37.96
Landry balances written back	-	0.03
Other income	-	-
	<u>73.20</u>	<u>37.99</u>

Note No. 16

Change in Inventories

Particulars	(Indian ₹ in lacs)	
	2023-2024	2022-2023
	₹	₹
<u>Closing Stock</u>		
Stock in trade	3,129.77	2,409.69
	<u>-</u>	<u>3,129.77</u>
<u>Opening Stock</u>		
Stock in trade	2,409.69	2,084.31
	<u>2,409.69</u>	<u>2,084.31</u>
	<u><u>(720.08)</u></u>	<u><u>(325.38)</u></u>

Note No. 17

Employee Benefit Expenses

Particulars	(Indian ₹ in lacs)	
	2023-2024	2022-2023
	₹	₹
Salaries, bonus and allowances	63.09	67.28
Directors' remuneration	50.00	45.00
Gratuity and contribution to PF and other funds	9.58	6.57
Staff welfare and other expenses	6.03	0.93
	<u>128.70</u>	<u>119.78</u>
	<u><u>128.70</u></u>	<u><u>119.78</u></u>

Note No. 18

Finance Costs

Particulars	(Indian ₹ in lacs)	
	2023-2024	2022-2023
	₹	₹
Interest		
Bank	107.88	91.31
Income tax	0.19	0.21
Others	0.88	0.06
	<u>108.95</u>	<u>91.58</u>
Other borrowing costs	1.24	18.17
	<u>110.19</u>	<u>109.75</u>

Note No. 19

Other Expenses

Particulars	(Indian ₹ in lacs)	
	2023-2024	2022-2023
	₹	₹
<u>Loading Expenses</u>		
Packing materials and expenses	32.71	4.69
Labour charges	181.66	185.48
Other expenses	11.87	8.47
	<u>226.24</u>	<u>198.64</u>
<u>Selling and Distribution Expenses</u>		
Discount, kasar and sales scheme expenses	28.79	34.36
Business promotion expenses	3.52	1.39
	<u>32.31</u>	<u>35.75</u>
<u>Administrative and Other Expenses</u>		
Advertisement expenses	12.33	18.55
Office repairs and maintenance	2.39	2.91
Rates and taxes	1.07	1.07
Electric expenses	6.42	5.16
Insurance premiums	2.29	3.05
Postage and telephone expenses	0.54	0.47
Printing and stationery expenses	5.46	2.66
Computer and software expenses	2.24	0.57
Vehicle expenses	0.76	1.15
Travelling and conveyance	1.65	1.19
Accounting charges	-	1.20
Legal and professional fees	10.45	9.40
Auditors' remuneration	3.95	3.63
Bank commission and charges	9.13	13.63
Donations	15.29	8.02
Loss on disposal of property, plant and equipment	4.46	-
General expenses	11.99	8.88
	<u>90.42</u>	<u>81.54</u>
	<u>348.97</u>	<u>315.93</u>
<u>Payments to auditors</u>		
Audit fees (including half yearly review fees)	2.25	2.25
Tax audit fees	0.30	0.30
Other matters	1.40	1.08
	<u>3.95</u>	<u>3.63</u>

Note No. 20**Earnings per share**

Particulars	(Indian ₹ in lacs)	
	2023-2024	2022-2023
	₹	₹
Profit for the year	121.90	101.65
Weighted average numbers of shares for calculating basic earnings per share (Nos)	1,00,06,751	86,04,000
Weighted average numbers of shares for calculating diluted earnings per share (Nos)	1,00,06,751	1,00,31,403
Nominal value per share (₹)	10.00	10.00
Basic earnings per share (₹)	1.22	1.18
Diluted earnings per share (₹)	1.22	1.01

Note No. 21

Disclosure of transactions with related parties (as identified by the management) are given below:

Key Managerial Personnel and Relatives:

- | | |
|--|--|
| 1. Narendrasinh Chauhan | 2. Neelabh Kaushik (w.e.f. 23.05.2022) |
| 3. Jagrutiben Chauhan | 4. Ankurbhai Maheshbhai Prabtani |
| 5. Ashmi Patel | 6. Soham Chauhan |
| 7. Chintan Chapaneri (w.e.f. 23.12.2022) | 8. Vaibhav Chapaneri (w.e.f. 23.12.2022) |
| 9. Shreya Chauhan | 10. Ranjitsinh Solanki (w.e.f. 21.12.2022) |

Associates:

1. Laxmi Gold Gems Private Limited

Particulars	(Indian ₹ in lacs)	
	2023-2024	2022-2023
	₹	₹

Transactions with related parties:**Key Managerial Personnel and Relatives:**

Remuneration	50.42	45.00
Salaries, wages and bonus	10.39	2.97
Sales	-	3.10
Loans accepted	245.91	84.85
Loans repaid	330.76	-

Associates:

Purchases	-	1.00
Labour charges	55.57	-

Outstanding balances:**Key Managerial Personnel and Relatives:**

Short-term borrowings	-	84.85
Other current liabilities	0.72	4.19

Associates:

Advance to suppliers	3.48	3.22
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Note No. 22

Disclosure as per AS-15 on "Employee Benefit" for the year ended 31st March 2024:

Gratuity Plan (non-funded):

Particulars	(Indian ₹ in lacs)	
	2023-2024	2022-2023
	₹	₹
Change in the defined benefit obligations:		
Defined benefit obligations as at 1st April	6.09	4.03
Current service cost	4.01	3.52
Interest cost	0.43	0.30
Actuarial losses (gains)	(0.65)	(1.76)
Defined benefit obligations as at 31st March	9.88	6.09
The net amount recognized in the statement of profit and loss for the year ended 31st March is as follows:		
Current service cost	4.01	3.52
Interest cost	0.43	0.30
Net actuarial loss / (gain) recognized	(0.65)	(1.76)
Net amount recognized	3.79	2.06
The Principal actuarial assumption used are as follow:		
Discount Rate	7.10%	7.40%
Rate of increase in compensation levels	6.00%	6.00%

Note No. 23**Deferred tax liabilities**

Deferred tax assets of ₹ 1.91 lacs arising during the year, a major component of which is due to timing difference related to depreciation charged in the accounts and as claimed under the Income Tax Act, is debited to the profit & loss account. Details of the balance of ₹ 1.44 lacs are as under:

Particulars	(Indian ₹ in lacs)	
	2023-2024	2022-2023
	₹	₹
Accelerated depreciation for tax purposes	5.77	6.03
Disallowances u/s 43B of the Income Tax Act	(4.33)	(2.68)
	1.44	3.35

Note No. 24**Additional Regulatory Information: (As certified by the Management):****24.1: Sales & Stocks of Precious Metals and Ornaments:**

Particulars	(Indian ₹ in lacs)	
	2023-2024	2022-2023
	₹	₹
Opening Stock	2,409.69	2,084.31
Sales	6,835.71	7,760.15
Closing Stock	3,129.77	2,409.69

24.2: Earning and Expenditure in Foreign Currencies:

Nil

Nil

25. Additional Regulatory Information

Additional Regulatory Information pursuant to clause 6L of General Instructions for preparation of Balance Sheet as given in Part I of Division I of Schedule III to the Companies Act, 2013, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the financial Statement.

a. Ratio

No.	Particulars	Numerator	Denominator	As at 31st March,		Variance	Reason for variance, if more than 25%
				2024	2023		
1	Current Ratio (in times)	Current Assets	Current Liabilities	2.91	2.50	16.32	
2	Debt-Equity Ratio (in times)	Total debt	Shareholders' equity	0.49	0.62	(21.60)	
3	Debt Service Coverage Ratio (in times)	Earning available fo debt service	Debt service	1.06	0.92	16.21	
4	Return on Equity Ratio (%)	Net profit after taxes	Average shareholder's equity	6.16	5.95	3.40	
5	Inventory Turnover Ratio (No. of days)	Sales	Average inventory	148.57	106.15	39.96	Increase in inventory
6	Trade Receivables Turnover Ratio (No. of days)	Net credit sales	Average trade receivables	8.23	8.35	(1.38)	
7	Trade Payables Turnover Ratio (No. of days)	Net credit purchases	Average trade payables	6.82	5.08	34.23	Decrease in purchases
8	Net Capital Turnover Ratio (in times)	Net sales	Working capital	118.75	91.14	30.29	Decrease in sales and increase in working capital
9	Net Profit Ratio (%)	Net profit	Net sales	1.78	1.31	36.14	
10	Return on Capital Employed (%)	Earning before interest and taxes	Capital employed	8.64	8.43	2.54	
11	Return on Investments (%)	Income generated from invested funds	Average invested funds	-	-	-	

- b. The title in respect of self-constructed buildings and title deeds of all other immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - c. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
 - d. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
 - e. The Company has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
 - f. The Company does not have any transactions with struck-off companies.
 - g. The Company has used the borrowings from banks for the specific purpose for which it was obtained.
 - h. The Company does not have any subsidiaries and therefore, compliance as to the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017 is not applicable.
 - i. The company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities(intermediaries), with the understanding that the intermediary shall;
 - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
 - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - j. The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries), or
 - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - k. The Company does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
 - l. Quarterly returns or statements of current assets filed by the Company with banks are generally in agreement with the books of accounts and differences are not material.
 - m. The Company does not have any charges or satisfaction, as on the date of this report, which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.
 - n. The management confirms that the accounting software used by the Company for maintaining books of account has a feature of recording audit trail (edit log) facility which has been operated throughout the year for all transactions recorded in the software and the audit trail feature is not being tampered with *except software maintains logs of only latest data changed in the records.*
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- 26 Physical verification of inventories was not carried out by the Auditors. Inventories and valuation thereof are, therefore, taken as verified, valued and certified by the management of the Company. 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.
- 27 The Company is in the process of filing a petition before the National Company Law Board Tribunal (NCLT) for reduction of share capital in respect of 18,00,000 equity shares of Rs. 10 each allotted to the promoter, Mr. Narendrasinh Chauhan, at the price of Rs. 14 upon conversion of share warrants on 8th May, 2023. The said proposal has been approved by the members by special resolution passed in the extra-ordinary general meeting of the Company held on 23rd January 2024 subject to the necessary approval by NCLT.
- 28 Balances for trade receivables, advances from customers, trade payables, balances with some of the banks and for advances are subject to confirmations from the respective parties. In absence of such confirmations, balances as per books have been relied upon by the Auditors.
- 29 The management of the Company has, during the year, carried out technological evaluation for identification of impairment of assets, if any, in accordance with the Accounting Standard AS-28. Based on the Judgment of the management and as certified by the Directors, no provision for impairment is found to be necessary in respect of any of the assets.
- 30 As the Company's business activity, in the opinion of the management, falls within a single primary segment subject to the same risks and returns, the disclosure requirements of Accounting standard AS-17 "Segment Reporting" are not applicable.
- 31 All the amounts are stated in Indian Rupees, unless otherwise stated.
- 32 Previous year's figures are regrouped and rearranged, wherever necessary.


Signatures to Note No. 1 to 32

As per our report of even date

For SANGHAVI & COMPANY
Chartered Accountants


For and on behalf of the Board of Directors

MANOJ GANATRA
Partner


JAGRUTIBEN CHAUHAN
Director
DIN: 08127789


NARENDRASINH CHAUHAN
Managing Director
DIN: 08123747


ASHMI PATEL
Company Secretary
PAN: CGSPP8634B


VAIBHAV CHAPANERI
Chief Financial Officer
PAN: AQVPC6808R

Bhavnagar
24th May, 2024

Bhavnagar
24th May, 2024

FORM NO. MGT – 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L45100GJ2018PLC102121

Name of the Company : Shubhlaxmi Jewel Art Limited

Registered office address : Shop No. 1, Ground Floor, “D & I Excelus”,
Waghawadi Road, Bhavnagar – 364002, Gujarat

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No / Client ID / DP ID :

I / We, being the member(s) of Equity shares of the above named company, hereby appoint:

1. Name: _____
Address: _____
E-mail id: _____
Signature : _____ or failing
him _____
2. Name: _____
Address: _____
E-mail id: _____
Signature : _____ or failing
him _____
3. Name: _____
Address: _____
E-mail id: _____
Signature : _____ or failing
him _____

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 6th Annual General Meeting of the company, to be held on September 28, 2024 on Saturday at 1.00 P.M. at the registered office of the Company situated at Shop No. 1, Ground Floor, “D & I Excelus”, Waghawadi Road, Bhavnagar-364002, Gujarat, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2024, together with the Report of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. To appoint a Director, Mr. Ankurbhai Maheshbhai Prabtni (DIN: 09307275) who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)
3. Appointment of Statutory Auditors of the Company. (Ordinary Resolution)
4. Appointment of Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) as an Independent Director. (Special Resolution)

Signed this _____ day of September 2024

Affix Revenue Stamp here

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.

SHUBHLAXMI JEWEL ART LIMITED

CIN: L45100GJ2018PLC102121

**Registered Office: Shop No. 1, Ground Floor, “D & I Excelus”, Waghawadi Road,
Bhavnagar – 364002, Gujarat, India**

ATTENDANCE SLIP

06th Annual General Meeting of Shubhlaxmi Jewel Art Limited held on September 28, 2024 on Saturday at 01:00 P.M. at the registered office of the company situated at Shop No. 1, Ground Floor, “D & I Excelus”, Waghawadi Road, Bhavnagar – 364002, Gujarat, India

Folio No / DP ID / Client ID : _____

Mr. / Mrs. / Miss : _____

(Shareholder’s name in block letters)

I / We certify that I / We am / are registered shareholder / proxy for the registered shareholder of the company.

I / We hereby record my / our presence at the 05th Annual General Meeting of the company held on September 28, 2024 on Saturday at 01:00 P.M. at the registered office of the company situated at Shop No. 1, Ground Floor, “D & I Excelus”, Waghawadi Road, Bhavnagar – 364002, Gujarat, India

(If signed by proxy, his name should be written in block letters)

(Shareholders / Proxy’s Signature)

Note:

1. Shareholders / Proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand over the same at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the company at least 48 hours before the meeting.

SHUBHLAXMI JEWEL ART LIMITED

CIN: L45100GJ2018PLC102121

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

FORM NO MGT -12

POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies
(Management and Administration) Rules, 2014]

Name of the Company		Shubhlaxmi Jewel Art Limited			
Registered Office		CIN: L45100GJ2018PLC102121 Shop No. 1, Ground Floor, "D & I Excelus", Waghawadi Road, Bhavnagar – 364002, Gujarat Phn.: 9537451111 / 8690365403 E mail: info@shubhlaxmilttd.in Website: www.shubhlaxmilttd.in			
Sr No.	Particulars	Details			
1	Name of the First Named shareholder (In block letter)				
2	Postal Address				
3	Registered Folio No./*Client ID No.				
4	Class of shares	Equity shares			
I hereby exercise my vote in respect of Ordinary Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner					
Resolutions:		Nature of Resolution	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1	Consider and adopt Audited Financial Statements, reports of the Board of Directors and Auditor for the year ended 31 st March, 2024	Ordinary			
2	To appoint a Director, Mr. Ankurbhai Maheshbhai Prabtani (DIN: 09307275) who retires by rotation and being eligible, offers himself for re-appointment	Ordinary			

3	Appointment of Statutory Auditors of the Company	Ordinary			
4	Appointment of Mr. Anandan Jayachandran Sengundamudaliar (DIN: 10555273) as an Independent Director.	Special			

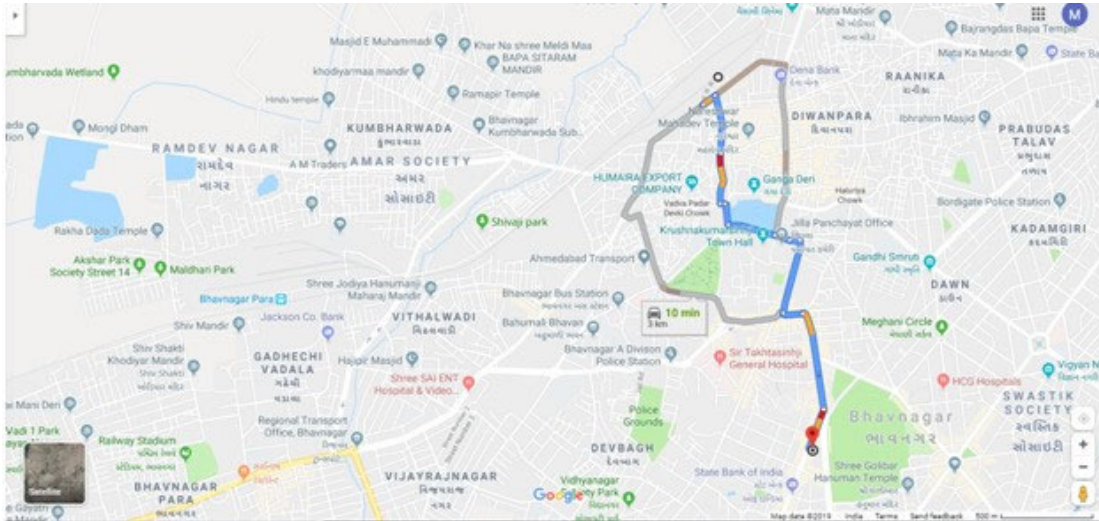
Place:

(Signature of the Shareholder)

Date:

Route Map to the Venue of the AGM

Shop No. 1, Ground Floor, “D & I Excelus”, Waghawadi Road, Bhavnagar – 364002, Gujarat, India



Distance from Bhavnagar Railway Station: 3 KM