



Regd. Office: 7, Millenium Plaza, Opp. Swaminarayan Mandir, Mansi Cross Road, Vastrapur, Ahmedabad-380015, Gujarat, India

Contact: +91 85111 91111; **Email:** cs@sonahisona.com **Website:** www.sonahisona.com

NOTICE OF 14TH ANNUAL GENERAL MEETING

Notice is hereby given that the 14th Annual General Meeting of Sona Hi Sona Jewellers (Gujarat) Limited will be held on Friday, 29th September, 2023 at 02:00 p.m. at the registered office of the company situated at 7, Millennium Plaza, Opp. Swaminarayan Mandir, Mansi Cross Road, Vastrapur, Ahmedabad - 380015, Gujarat, India to transact the following business:

ORDINARY BUSINESS

Item No. 1. To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2023 together with the Report of Board of Directors and Report of Auditors thereon.

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

“RESOLVED THAT the Board’s Report with Annexures, the Statement of Profit and Loss and the Cash Flow Statement for the Financial Year ended March 31, 2023 and the Financial Statement as at that date together with the Independent Auditors’ Report thereon be and are hereby considered, approved and adopted.”

Item No. 2. To appoint Mr. Vijay C. Shah (DIN: 02895347), who retires by rotation and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT pursuant to Section 152 of the Companies Act 2013 and other applicable provisions, Mr. Vijay C. Shah (DIN: 02895347) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

Item No. 3. To Change name of the Company from “Sona Hi Sona Jewellers (Gujarat) Limited” to ‘Goldkart Jewels Limited’ or such other name as may be approved by the Authority and consequential alteration to MOA and AOA of the Company.

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 4, 5, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law(s), rule(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to approval of the Central Registration Centre, Registrar of Companies and/ or any other statutory authority (“the Authority”) as may be necessary, approval of the members of the Company be and is hereby accorded for change of name of the Company from “Sona Hi Sona Jewellers (Gujarat) Limited” to “Goldkart Jewels Limited” or such other name as may be approved by the Authority.

RESOLVED FURTHER THAT subject to the approval and upon issuance of fresh certificate of incorporation by the Central Registration Centre, Registrar of Companies and / or any other statutory authority, the name clause being clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

The name of the Company is Goldkart Jewels Limited.

RESOLVED FURTHER THAT upon issuance of fresh certificate of incorporation by the Authority consequent upon change of name of the Company, the old name "Sona Hi Sona Jewellers (Gujarat) Limited" wherever appearing in the Memorandum of Association and Articles of Association of the Company and other documents and places be substituted with the new name as "Goldkart Jewels Limited" or such other name as may be approved by the Authority.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally and/ or jointly authorised to sign, execute and file necessary applications, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to the foregoing resolutions and to further authorise and delegate all or any of the powers conferred herein in any manner as they may deem fit."

Item No. 4. To reappoint Mr. Vijay C. Shah as the Managing Director (DIN: 02895347) of the company

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force), read with provisions prescribed in Part - II, Section-II of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and pursuant to provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable Regulations and subject to the requisite approvals, if any required in this matter and in line with the recommendation of the Nomination and Remuneration Committee, the consent of the members, be and is hereby accorded to re-appoint Mr. Vijay C. Shah [DIN: 02895347] as Managing Director of the Company with effect from 8th July, 2022 for a period of five years (i.e., for the period from 8th July, 2022 to 7th July, 2027) on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company may pay to Mr. Vijay C. Shah, in respect of such financial year, remuneration by way of salary as the Board of Directors may deem fit (including liberty to the Board to discontinue or increase or decrease the remuneration payable in consultation with the Managing Director), subject to the limit prescribed herein and in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Company do hereby specifically ratify the continuation of Mr. Vijay C. Shah as Managing Director of the Company w.e.f. 8th July, 2022 and affirm each of the acts, deeds, matters and things undertaken or performed by Mr. Vijay C. Shah in the capacity of Managing Director of the company on behalf of the company with effect from 08th July, 2022 till date.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and is hereby authorised to take steps as may be necessary, desirable or expedient to give effect to this resolution."

Item No. 5. To reappoint Mrs. Alpa V. Shah as the Wholetime Director (DIN: 02887435) of the company

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification or re-enactment thereof for the time being in force), read with provisions prescribed in Part - II, Section-II of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and pursuant to provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and other applicable Regulations and subject to the requisite approvals, if any required in this matter and in line with the recommendation of the Nomination and Remuneration Committee, the consent of the members be and is hereby accorded to reappoint Mrs. Alpa Vijay Shah (DIN: 02887435) as Wholetime Director of the Company with effect from 8th July, 2022 for a period of five years (i.e., for the period from 8th July, 2022 to 7th July, 2027) on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company may pay to Mrs. Alpa Vijay Shah, in respect of such financial year, remuneration by way of salary as the Board of Directors may deem fit, (including liberty to the Board to discontinue or increase or decrease the remuneration payable in consultation with the Managing Director), subject to the limit prescribed herein and in Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Company do hereby specifically ratify the continuation of Mrs. Alpa Vijay Shah as Wholetime Director of the Company w.e.f. 8th July, 2022 and affirm each of the acts, deeds, matters and things undertaken or performed by Mrs. Alpa Vijay Shah in the capacity of Wholetime Director of the company on behalf of the company with effect from 08th July, 2022 till date.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to take steps as may be necessary, desirable or expedient to give effect this resolution.”

Item No. 6. To take consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate pursuant to Section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no. 11 & 13 of the Companies (Meeting of Board and its Powers) Rules, 2014 and subject to such approvals, consents, sanctioned and permission of the appropriate authorities, department or bodies as may necessary, the consent of the Members of the Company be and is hereby accorded to grant loans or make investment or provide security or guarantee in for an amount (s) exceeding 60% of paid up capital, free reserves and securities premium account or 100% of free reserves and security premium account, whichever is more, but not exceeding INR 150 Crores (Indian Rupees One Hundred Fifty Crores Only), on such terms and conditions as may be decided by the Board from time to time.

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Item No. 7. : To increase Borrowing Powers of the Board of Directors pursuant to Section 180(1)(C) of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (C) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, including any statutory modification (s) thereto, and the consent of the Members of the Company be and is hereby accorded to borrow money, as and when required, from bank (s), financial institution (s), foreign lender (s), anybody corporate entity (ies), authority (ies) through suppliers credit, through any other instruments either in Indian rupees or in such other foreign currencies as may be permitted under law from time to time, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any, apart from temporary loans obtained from the Company’ bankers in ordinary course of business, may exceed the aggregate of the paid-up-capital of the Company and its free reserves and securities premium (that is to say reserves not set apart for any specific purpose) provided that the total amount so borrowed by the Board shall not at any time exceed of INR 150 Crores (Indian Rupees One Hundred Fifty Crores Only) on such terms and conditions as may be decided by the Board from time to time.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

Item No. 8. : To Increase in authorisation to the Board of Directors pursuant to Section 180 (1) (a) of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

“RESOLVED THAT supersession of the earlier resolution passed and pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 (as amended or re-enactment from time to time) and other applicable provisions if any consent of the Members of the Company be and is hereby accorded to sell, mortgage and/or charge any of its movable and /or immovable properties wherever situated both present and future or to sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking (s) on the such terms and conditions at such time (s) and in such form and manner, and with such ranking as the priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company’s any one or more of the undertaking or all of the undertaking of the Company in favour of any bank (s) or body (ies) corporate or person (s), whether shareholders of the Company or not, together with interest, cost, charges and expenses thereon for amount not exceeding INR 150 Crores (Indian Rupees One Hundred Fifty Crore Only) at any point of time.

“RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

Date: 05th September, 2023

Place: Ahmedabad

**By the order of Board,
Sona Hi Sona Jewellers (Gujarat) Limited**

Registered office:

7, Millenium Plaza, Opp. Swaminarayan,
Mandir, Mansi Cross Road, Vastrapur,
Ahmedabad – 380015

**Vijay Chinubhai Shah
Managing Director
DIN: 02895347**

Notes to Annual General Meeting

- 1. A member entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint a proxy to attend and vote instead of himself /herself and such proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of Meeting.** A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act a proxy for any other or shareholders. A proxy form is attached herewith.
2. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
4. The Register of Members and the Share Transfer Book of the Company will remain closed from Saturday, 23rd September, 2023 to Friday, 29th September, 2023 (both days inclusive) for the purpose of Annual General Meeting.
5. Corporate member intending to send their authorised representative to attend the meeting are requested to send to the Company in advance, a duly certified copy of the Board resolution /Power of Attorney authorizing their representatives to attend and vote on their behalf of the Annual General Meeting.
6. Members, Proxies and authorized representative are request to bring their attendance slip, duly filled in, for attending the meeting. Copies of the Attendance Slips will not be distributed at the meeting. In case of joint holders attending the meeting, the members whose names appear as the first holders in the order of names as per the Register of members of the Company will be entitled to vote.
7. Only registered members of the Company or any proxy appointed by such registered member, as on the cut-off date decide for the purpose, being 22nd September, 2023, may attend and vote at the Annual General Meeting as provided under the provisions of the Companies Act.
8. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the listed companies may send the notice of Annual General Meeting and the annual report, including financial statements, Board report, etc by electronic mode. The Company is accordingly forwarding soft copies of the notice of Annual General Meeting and Attendance Slip to all those members, who have registered e-mail ids with their respective depository participants or with the share transfer agent of the Company. For Members who have not registered their e-mail addresses, physical copies are being sent by permitted mode.
9. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.

10. Once the vote on a resolution is cast by the members, the member shall not be allowed to change it subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility shall be provided polling papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
12. Member who has not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 26th September, 2023 at 09:00 A.M. and ends on 28th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 22nd September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/

either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned

NSDL Mobile App is available on



below for seamless voting experience.

Individual Shareholders holding securities in demat mode with CDSL

- 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service

	<p>providers' website directly.</p> <p>3.If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cshitarthshah@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 4430 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@sonahisona.com.
 2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@sonahisona.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
 3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
13. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e., the record date), being Friday, 22nd September, 2023.
14. The Board of Directors has appointed M/s Hitarth S. Shah & Associates, Practicing Company Secretaries, Ahmedabad (Membership No. A50728, CP No. 23616), as a Scrutinizer to scrutinize the e-voting process (including voting through ballot form at the venue of AGM) in a fair and transparent manner.

15. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
16. The Results on resolutions shall be declared at or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
17. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.sonahisona.com within two (2) days of passing of the resolutions and communication of the same shall be made to NSE Limited, where the shares of the Company are listed.
18. Redressal of complaints of Investor: The Company has designated an e-mail id: cs@sonahisona.com to enable Investors to register their Complaints, if any.
19. **Important Communication to Members**

As per the provisions of the Companies Act, 2013 the service of notice/documents can be sent by e-mail to its members. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, Members who hold shares in physical form are requested to fill the E-Communication Mandate Form and hand over the same along with Attendance Slip at the Registration Counter of venue of Annual General Meeting for registration of email address for receiving notice/documents.

Registered Office:
7, Millenium Plaza, Opp. Swaminarayan Mandir,
Mansi Cross Road, Vastrapur, Ahmedabad-380013,
Gujarat, India

By Order of the Board
For Sona Hi Sona Jewellers (Gujarat) Limited

Vijay Chinubhai Shah
Managing Director
DIN:02895347

Date: 05th September, 2023
Place: Ahmedabad, Gujarat

Route map

Registered office

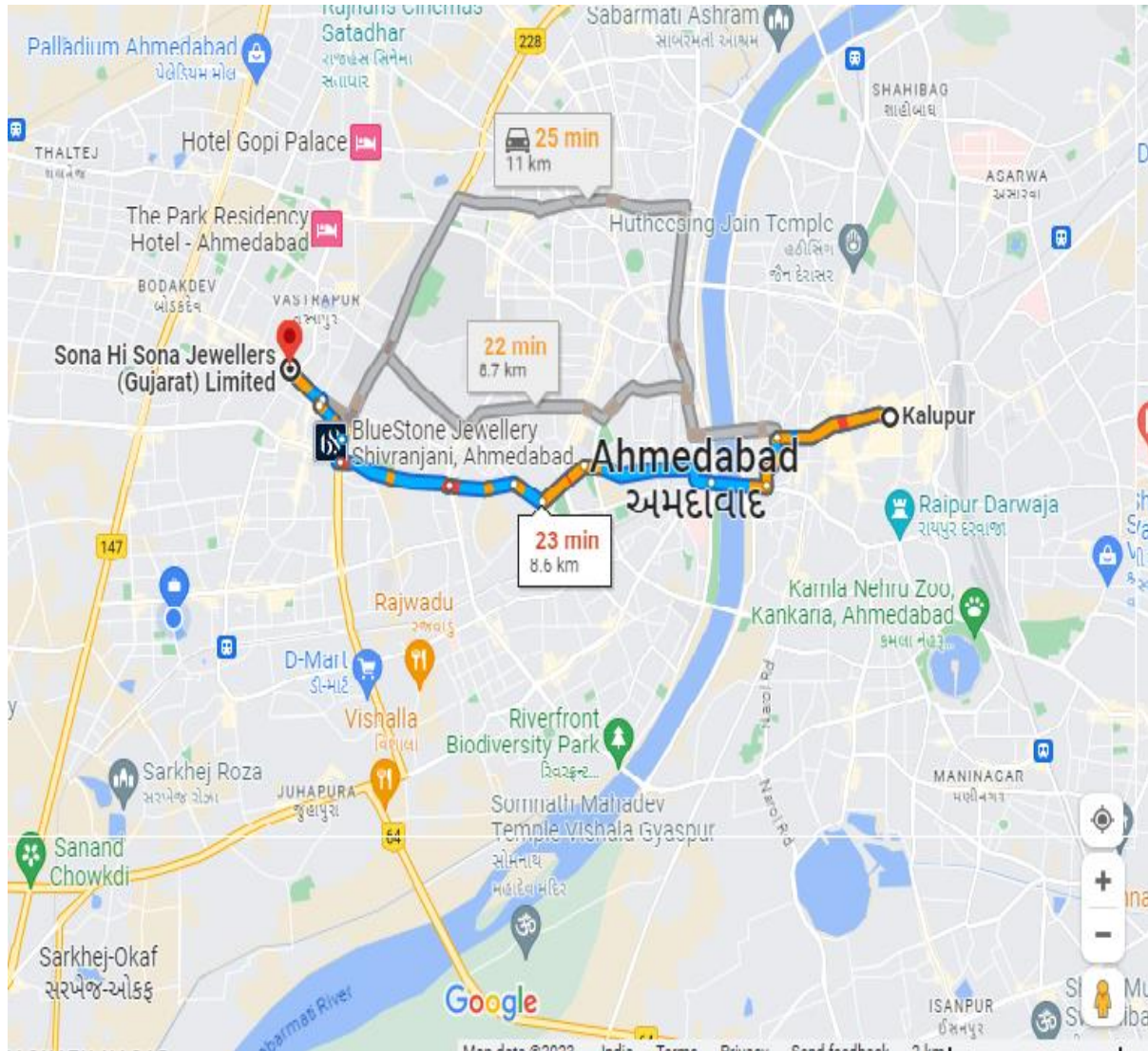
Sona Hi Sona Jewellers (Gujarat) Limited

7, Millenium Plaza, Opp. Swaminarayan Mandir, Mansi Cross Road,
Vastrapur, Ahmedabad -380013, Gujarat, India

Contact No: +91 85111 91111

Email: cs@sonahisona.com

Website: www.sonahisona.com



ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/ REAPPOINTMENT AS REQUIRED UNDER REGULATION 36 (3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Name of Director	MR. VIJAY C. SHAH	MRS. ALPA V. SHAH
Date of Birth	March 03, 1982	June 10, 1982
Date of Reappointment	8 th July, 2022	8 th July, 2022
Term of Appointment	8 th July, 2022 to 7 th July, 2027 for five years subject to the approval of shareholders.	8 th July, 2022 to 7 th July, 2027 for five years subject to the approval of shareholders.
Brief profile	He is looking after core management of the company and entrepreneur, active and enthusiastic in business activities. He has been instrumental in taking major policy decision of the Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. His leadership abilities have been instrumental in leading the core team of our Company	She is involved in the business right from conceptualization stage to execution stage like planning, monitoring the all activities. She looks after Administration and financial activities of the company.
Directors in other Public Companies	NIL	NIL
Other Position	NIL	NIL
Inter Relationship	Spouse of Mrs. Alpa V. Shah, Wholetime Director	Spouse of Mr. Vijay C. Shah, Managing Director
No of shares held in the Company as on 31 st March, 2023	5705400	1789700
DIN	02895347	02887435

Registered Office:

7, Millenium Plaza, Opp. Swaminarayan Mandir,
Mansi Cross Road, Vastrapur, Ahmedabad-380013,
Gujarat, India

**By the order of Board
For, Sona Hi Sona Jewellers (Gujarat) Limited**

**Vijay Chinubhai Shah
Managing Director
DIN:02895347**

Date: 05th September, 2023

Place: Ahmedabad, Gujarat

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

The following Explanatory Statement sets out all material facts relating to the special business:

Item No.3

To change name of the Company from 'Sona Hi Sona Jewellers (Gujarat) Limited to 'Goldkart Jewels Limited and consequential alteration to MOA and AOA of the Company.

In the year 2010, the Company was incorporated as "Sona Hi Sona Jewellers (Gujarat) Private Limited" as a private limited company under the provisions of Companies Act, 1956. Our Company operates through its two known brands*, viz., Freya and Jinansh. Under Brand Freya, we deal in antique Jewellery & ornaments and under Brand Jinansh, we deal with American Diamond (AD) Jewellery, therein. Our Company is into Job Work and Trading Business of Gold Jewellery and Ornaments.

The Board believed that it was necessary to change the name of the company for corporate rebranding. Accordingly, it is proposed to change the existing name of the Company as to depict the Company's over-arching expertise in various facets of Gems and Jewellery segment and which also further resemble the major activity of the Company. The Board is of the view that the new name will more aptly reflect the Company's diversified business activities and its growing aspirations in other businesses.

The Board of the Company at its meeting held on 05th September, 2023, subject to the approval of the Shareholders of the Company by way of special resolution and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in name of the Company from "Sona Hi Sona Jewellers (Gujarat) Limited" to "Goldkart Jewels Limited" along with the consequential amendments required to be made in the Memorandum of Association and Articles of Association of the Company.

Members of the Company are hereby further informed that the Company had made application for reservation of name to Central Registration Centre ("CRC"), Ministry of Corporate Affairs, which has been approved by CRC vide its letter dated 30th August, 2023 and it has been confirmed that the new name i.e. "Goldkart Jewels Limited" is available for registration.

As per the provisions of Section 13 and 14 of the Companies Act, 2013, approval of the shareholders is required for changing the name of the Company and consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution.

The proposed change in name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders. The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company.

Certificate obtained from M/s J S Shah & Co., Chartered Accountants, Ahmedabad (Firm registration number 132059W dated 05th September, 2023 in terms of Regulation 45(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") stating compliance of conditions as provided under Regulation 45(1) of SEBI Listing Regulations is annexed hereto and forms part of this notice and explanatory statement thereon. The certificate is also available on the company's website www.sonahisona.com.

The Board believes that the change in the name of the Company, which is being undertaken as part of corporate rebranding, would make the name of the Company, simple, sharp, focused and more relatable to the activities of the Company.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the aforesaid resolution, except to the extent of their shareholding, if any.

The Board recommends passing the Special Resolution set out in Item No. 3 for the approval of members.

Item No: 4**To reappoint Mr. Vijay C. Shah as the Managing Director (DIN: 02895347) of the company**

The Board of Directors has approved the re-appointment of Mr. Vijay C. Shah [DIN: 02895347] as Managing Director of the Company w.e.f. 8th July, 2022 for a period of 5 years (i.e. from 8th July, 2022 up to 7th July, 2027) upon terms and conditions including remuneration as permissible pursuant to the provision of Section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The re-appointment is subject to the approval of the Members of the Company.

Mr. Vijay C. Shah satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

At present Mr. Vijay C. Shah is not drawing any remuneration as Managing Director of the Company. However, in future, Mr. Vijay C. Shah may draw remuneration as Managing Director of the Company to the extent permissible under the Companies Act, 2013 read with Rules made thereunder and Schedule V of the Companies Act, 2013. If the remuneration is paid in the absence of inadequacy of profit, the Company will make requisite disclosure and will ensure other applicable compliances as laid down in Schedule V of the Companies Act, 2013.

As per earlier approval, the tenure of the Managing Director ended on 7th July, 2022. As Mr. Vijay C. Shah continued to act as Managing Director of the Company, it would be desirable to approve his re-appointment w.e.f. 8th July, 2022. Thus, the approval of the members is also sought for approving the acts, deeds, matters and things done or performed by the Managing Director during the intervening period. Other terms of the Managing Director shall be as per the earlier tenure of the Managing Director.

The Nomination and remuneration committee at its meeting held on 05th September, 2023 had recommended the re-appointment of Mr. Vijay C. Shah as Managing Director of the Company for a further period of 5 years i.e. from 8th July, 2022 to 7th July, 2027. The same was also approved by the Board of Directors of the Company at its meeting held on 05th September, 2023.

Mr. Vijay C. Shah and Mrs. Alpa Vijay Shah are interested in the resolution set out at Item No. 3 of the Notice, which pertain to their respective appointment and both are related to each other as spouse (i.e. Husband and Wife).

The disclosure required to be made in terms of Regulation 36(3) and other applicable Regulations of the SEBI-LODR and also in terms of Secretarial Standards on General meeting (SS-1) are given elsewhere in this Notice.

None of Directors except Mr. Vijay C. Shah and Mrs. Alpa Vijay Shah, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/Indirectly interested in the above resolution.

The Board recommends passing the Special Resolution set out in Item No. 4 for the approval of members.

Item No. 5.**To reappoint Mrs. Alpa V. Shah as the Wholetime Director (DIN: 02887435) of the company**

The Board of Directors has approved the re-appointment of Mrs. Alpa Vijay Shah (DIN: 02887435) as a Wholetime Director of the Company w.e.f. 8th July, 2022 for a period of 5 years (i.e. from 8th July, 2022 up to 7th July, 2027) upon terms and conditions including remuneration as permissible pursuant to the provision of Section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including

any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The re-appointment is subject to the approval of the Members of the Company.

Mrs. Alpa Vijay Shah satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

At present Mrs. Alpa Vijay Shah is not drawing any remuneration as Wholetime Director of the Company. However, in future, Mrs. Alpa Vijay Shah may draw remuneration as a Wholetime Director of the Company to the extent permissible under the Companies Act, 2013 read with Rules made thereunder and Schedule V of the Companies Act, 2013. If the remuneration is paid in the absence of inadequacy of profit, the Company will make requisite disclosure and will ensure other applicable compliances as laid down in Schedule V of the Companies Act, 2013.

As per earlier approval, the tenure of the Wholetime Director ended on 7th July, 2022. As Mrs. Alpa Vijay Shah continued to act as Wholetime Director of the Company, it would be desirable to approve her re-appointment w.e.f. 8th July, 2022. Thus, the approval of the members is also sought for approving the acts, deeds, matters and things done or performed by the Wholetime Director during the intervening period. Other terms of the Wholetime Director shall be as per the earlier tenure of the Wholetime Director.

The Nomination and remuneration committee at its meeting held on 05th September, 2023 had recommended the re-appointment of Mrs. Alpa Vijay Shah as Wholetime Director of the Company for a further period of 5 years i.e. from 8th July, 2022 to 7th July, 2027. The same was also approved by the Board of Directors of the Company at its meeting held on 05th September, 2023.

The Board recommends passing the Special Resolution set out in Item No. 5 for the approval of members.

Item No. 6

To take consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate (Section 186 of the Companies Act, 2013)

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

In accordance with the provisions Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for: -

- making loans to any person or other bodies corporate;
- providing guarantee or provide security in connection with a loan to any other bodies corporate or person; and
- acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of: -
 - 60% of the paid-up share capital and free reserves and securities premium account;
 - or
 - 100% of the free reserves and securities premium account; whichever is higher.

Considering the long-term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the limit up to an aggregate sum of INR 150 Crores (Indian Rupees One Hundred Fifty Crores Only).

The Board recommends passing the Special Resolution set out in Item No. 6 for the approval of members.

Item No. 7 & 8:

To increase Borrowing Powers of the Board of Directors pursuant to Section 180(1) (C) of the Companies Act, 2013 and To Increase in authorisation to the Board of Directors pursuant to Section 180 (1) (a) of the Companies Act, 2013

For expansion of business the Company might be required to borrow money from bank (s), financial institution (s), foreign lender (s), any body corporate entity (ies), authority (ies) through suppliers credit, through any other instruments either in Indian rupees or in such other foreign currencies and mortgage and/or create charge on the movable and immoveable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company in favour of the lender(s) and/or trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and securities (issued/to be issued by the Company), from time to time, subject to the limits approved by members under Section 180(1)(a) and Section 180 (1) (c) of the Act.

Therefore, it is necessary to pass resolutions under Section 180(1) (c) and Section 180(1) (a) of the Act for empowering the Board of Directors to borrow moneys in excess of paid-up capital and free reserves as mentioned above and for creation of mortgage/charge on the moveable and immoveable assets and properties of the Company as set out in the Resolutions at Item Nos. 7 and 8 respectively.

The Board of Directors commends the Resolution as set out at Item Nos. 7 and 8 of the accompanying Notice for approval of the Members of the Company.

None of the Directors of the Company including their relatives are, in any way, concerned or interested financially or otherwise, in the proposed resolution.

The Board recommends passing the Special Resolution set out in Item No. 7 & 8 for the approval of members.

Registered Office:

7, Millenium Plaza, Opp. Swaminarayan Mandir,
Mansi Cross Road, Vastrapur, Ahmedabad-380013,
Gujarat, India

**By Order of the Board
For Sona Hi Sona Jewellers (Gujarat) Limited**

**Vijay Chinubhai Shah
Managing Director
DIN:02895347**

Date: 05th September, 2023

Place: Ahmedabad, Gujarat



SONA HI SONA
JEWELLERS (GUJARAT) LTD
CIN: L36910GJ2010PLC059513



Regd. Office: 7, Millenium Plaza, Opp. Swaminarayan Mandir, Mansi Cross Road, Vastrapur, Ahmedabad-380015, Gujarat, India

Contact: +91 85111 91111; **Email:** cs@sonahisona.com **Website:** www.sonahisona.com

**Attendance Slip for Annual General Meeting
(To be handed over the Registration Counter)**

Registered Folio/DP ID & Client ID:

No. of Shares:

Name and Address of the Shareholder (s):

Joint Holder (s)

I/We hereby record my/our presence at the Annual General Meeting of the Company at its Office at 7, Millenium Plaza, Opp. Swaminarayan Mandir, Mansi Cross Road, Vastrapur, Ahmedabad-380015, Gujarat, India on Friday, 29th September, 2023 at 02:00 P.M.

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy, please bring copy of notice for reference at the meeting.

Signature of the Member/Proxy / Authorised Representative



SONA HI SONA
JEWELLERS (GUJARAT) LTD
CIN : L36910GJ2010PLC059513



Regd. Office: 7, Millenium Plaza, Opp. Swaminarayan Mandir, Mansi Cross Road, Vastrapur, Ahmedabad-380015, Gujarat, India

Contact: +91 85111 91111; **Email:** cs@sonahisona.com **Website:** www.sonahisona.com

Form No. MGT-12
Pooling Paper

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

BALLOT PAPER
ASSENT/ DISSENT FORM FOR VOTING ON EGOM RESOLUTIONS

1.	Name(s) & Registered Address of the sole / first named Member	:	
2.	Name(s) of the Joint-Holder(s) If any	:	
3.	Registered Folio No./ DP ID No & Client ID No. [Applicable to Members holding shares in dematerialized form]	:	
4.	Number of Shares(s) held	:	

I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting (AGM) of the Company scheduled on Friday, 29th September, 2023, by conveying my/ our assent or dissent to the resolutions by placing tick (v) mark in the appropriate box below:

Resolution No.	Resolutions	Optional	
		For	Against
Ordinary Business:			
1.	To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2023 together with the Report of Board of Directors and Report of Auditors thereon (Ordinary Resolution)		
2.	To appoint Mr. Vijay C. Shah [DIN: 02895347], who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)		
Special Business:			
3.	To Change name of the Company from "Sona Hi Sona Jewellers (Gujarat) Limited" to 'Goldkart Jewels Limited' or such other name as may be approved by the Authority and consequential alteration to MOA and AOA of the Company. (Special Resolution)		
4.	To reappoint Mr. Vijay C. Shah as the Managing Director (DIN: 02895347) of the company (Special Resolution)		

5.	To reappoint Mrs. Alpa V. Shah as the Wholetime Director (DIN: 02887435) of the company (Special Resolution)		
6.	To take consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate (Section 186 of the Companies Act, 2013) upto 150 Crores (Special Resolution)		
7.	To increase Borrowing Powers of the Board of Directors pursuant to Section 180(1) (C) of the Companies Act, 2013 upto 150 Crores (Special Resolution)		
8.	To Increase in authorisation to the Board of Directors pursuant to Section 180 (1) (a) of the Companies Act, 2013 upto 150 Crores (Special Resolution)		

Place:

Signature of the Member

Date:

Or

Authorised Representative



SONA HI SONA
JEWELLERS (GUJARAT) LTD
C I N : L 3 6 9 1 0 G J 2 0 1 0 P L C 0 5 9 5 1 3



Regd. Office: 7, Millenium Plaza, Opp. Swaminarayan Mandir, Mansi Cross Road, Vastrapur, Ahmedabad-380015, Gujarat, India

Contact: +91 85111 91111; **Email:** cs@sonahisona.com **Website:** www.sonahisona.com

Proxy form
Form No. MGT-11

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

Name of the Member (s):
Registered Address:
D:
Folio No. /DP ID and Client ID:

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

(1) Name: _____ Address: _____

Email Id: _____ Signature: _____

(2) Name: _____ Address: _____

Email Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, 29th September, 2023 at 02:00 P.M at the registered office of the company situated at 7, Millennium Plaza, Opp, Swaminarayan Mandir, Mansi Cross Road, Vastrapur, Ahmedabad – 380015, Gujarat, India and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Ordinary Business:	
1.	To receive, consider and adopt the Audited Financial Statement of the company for the financial year ended on March 31, 2023 together with the Report of Board of Directors and Report of Auditors thereon (Ordinary Resolution)
2.	To appoint Mr. Vijay C. Shah [DIN: 02895347], who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)
Special Business:	
3.	To Change name of the Company from “Sona Hi Sona Jewellers (Gujarat) Limited” to ‘Goldkart Jewels Limited’ or such other name as may be approved by the Authority and consequential alteration to MOA and AOA of the Company. (Special Resolution)
4.	To reappoint Mr. Vijay C. Shah as the Managing Director (DIN: 02895347) of the company (Special Resolution)

5.	To reappoint Mrs. Alpa V. Shah as the Wholetime Director (DIN: 02887435) of the company (Special Resolution)
6.	To take consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons / bodies corporate (Section 186 of the Companies Act, 2013) upto 150 Crores (Special Resolution)
7.	To increase Borrowing Powers of the Board of Directors pursuant to Section 180(1) (C) of the Companies Act, 2013 upto 150 Crores (Special Resolution)
8.	To Increase in authorisation to the Board of Directors pursuant to Section 180 (1) (a) of the Companies Act, 2013 upto 150 Crores (Special Resolution)

Signed this ____ day of ____, 2023

Signature of Proxy Shareholders

Signature of Shareholder

Notes:

1. 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.
2. Notwithstanding the above, Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.