SHUBHLAXMI JEWEL ART LIMITED

EXTRA-ORDINARY GENERAL MEETING NOTICE

NOTICE is hereby given that the EXTRA ORDINARY 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 **Tuesday, December 01, 2026 at 01:00 PM** to transact the following business;

SPECIAL BUSINESS:

1. **TO APPROVE THE OVERALL BORROWING LIMITS U/S 180(1)(C) OF THE COMPANIES ACT, 2013**

To consider and, if thought fit, to pass 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 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company ('hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution') to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, securities including equity instruments, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed by the Board shall not at any time exceed Rupees 500,00,00,000 (Rupees Five Hundred Crores Only) or equivalent amount in any other foreign currency.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, director and key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to the above resolution."

2. TO SEEK APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "Act") and any other applicable provisions, if any of the Act, or any amendment or modifications

thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits of Rs. 500 Crores as approved under Section 180(1)(c) of the Act."

"**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act."

3. TO APPROVE LIMITS OF INVESTMENT(S), GUARANTEE(S) AND SECURITY (IES) UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board') which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to, inter alia, (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time Rupees 500,00,00,000 (Rupees Five Hundred Crores Only) notwithstanding that such aggregate may exceed the limits prescribed under Section 186(2) of the Act, i.e. sixty per cent of the paid-up share capital, free reserves and securities premium account or one hundred per cent of the free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board or any Committee thereof (with further powers to delegate) be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investments including the timing, amount and other terms and conditions of such loans, guarantees, securities and investments and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

Date: 03.11.2026
Place: Bhavnagar

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

NARENDRASINH JESINGBHAI CHAUHAN
Managing Director
DIN: 08123747

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 Extra Ordinary General Meeting 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, 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 Extra Ordinary General Meeting. 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. Corporate Members intending to send their authorized representative to attend the Extra Ordinary General Meeting 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 Extra Ordinary General Meeting.

4. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the Extra Ordinary General Meeting. 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.

5. 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"].

6. 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.

7. In case of joint holders attending the Extra Ordinary General Meeting, 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.

8. 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 Extra Ordinary General Meeting, so as to enable the Management to keep the information ready at the Extra Ordinary General Meeting.

9. This Notice 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 October 30, 2026. The Members of the Company, whose name appears in the Register of Members/List of Beneficiaries received from the depositories as on November 24, 2026, will cast their vote at the Extra Ordinary General Meeting.

10. Notice of the Extra Ordinary General Meeting 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 will also be available on the Company's website www.shubhlaxmiltd.in

11. 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.

12. 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.

13. 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 Extra Ordinary General Meeting.

14. The route map showing directions to reach the venue of the Extra Ordinary General Meeting is annexed.

15. The Company has appointed M/s Parth Nair and Associates, Practising Company Secretary as Scrutinizer of the Company. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.shubhlaxmiltd.in immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited, where the share of the Company is listed.

16. 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 Extra Ordinary General Meeting.

17. 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.

18. Shareholders may also note that the Notice of Extra Ordinary General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper will also be available on the website of Company www.shubhlaxmiltd.in for the download.

19. As the Company is listed on SME Exchange [Company covered under Chapter IX of SEBI (Issue of Capital Disclosure Requirements) Regulations, 2018] 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: 03.11.2026
Place: Bhavnagar

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

NARENDRASINH JESINGBHAI CHAUHAN
Managing Director
DIN: 08123747

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

ITEM No. 1 & 2

Members of the Company are requested to note that Section 180(1)(a) of the Companies Act, 2013 ("the Act") provides that the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the Company only with the approval of the Members of the Company by way of a Special Resolution.

Considering the business plans, operational requirements and future business prospects of the Company, the Company may require additional funds from time to time to meet its business requirements, expansion plans and other corporate purposes. Such funds may be raised from various sources, including banks, financial institutions, Non-Banking Financial Companies (NBFCs), body corporates, related parties or any other persons, as may be considered appropriate by the Board of Directors of the Company.

In view of the aforesaid requirements, it is proposed to authorise the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any Committee constituted or to be constituted by the Board, or any officer(s) authorised by the Board or such Committee) to borrow monies, from time to time, for the purposes of the Company, up to an aggregate limit of INR 500 Crores (Indian Rupees Five Hundred Crores Only), for the smooth and efficient functioning of the Company.

It is further informed that Section 180(1)(c) of the Act imposes restrictions on the borrowing powers of the Board beyond the aggregate of the Company's paid-up share capital, free reserves and securities premium account. However, the Board may borrow monies in excess of the aforesaid limits with the prior approval of the Members of the Company by way of a Special Resolution.

Further, the borrowings of the Company may be required to be secured by creating suitable mortgage(s), charge(s), hypothecation(s) or other encumbrance(s) on all or any of the movable and/or immovable properties and/or assets of the Company, including the whole or any part of the undertaking(s) of the Company, in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the respective lender(s).

Accordingly, it is considered necessary to obtain the approval of the Members of the Company by way of Special Resolution under Section 180(1)(c) of the Act, as set out at Item No. 1 of the accompanying Notice, to enable the Board to borrow monies up to an aggregate limit of INR 500 Crores (Indian Rupees Five Hundred Crores Only).

Further, approval of the Members by way of Special Resolution under Section 180(1)(a) of the Act, as set out at Item No. 2 of the accompanying Notice, is also sought to authorise the Board to secure such borrowings by way of mortgage(s), charge(s), hypothecation(s) or other encumbrance(s) on the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company, as may be required from time to time.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolutions, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the resolutions set out at Item Nos. 1 and 2 of the accompanying Notice for approval of the Members by way of Special Resolutions.

ITEM No. 3: TO APPROVE LIMITS OF INVESTMENT(S), GUARANTEE(S) AND SECURITY (IES) UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To approve limits of investment(s), guarantee(s) and security (ies) under section 186 of the Companies Act, 2013. As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make or grant any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if a special resolution is passed by the members of the Company.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to Rs. 500,00,00,000 (Rupees Five Hundred Crores Only) with the approval of shareholders.

This permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making investment(s), granting or providing loans / guarantee(s) or provide security (ies) in connection with loans taken by other companies including holding, fellow subsidiary and associate companies or any other body corporate for an amount not exceeding Rs.500 Crores.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and the relevant rules made there under.The Board of Directors of you Company recommends the same to the shareholders for passing of Special Resolution.

Memorandum of Interest: None of the Directors, key managerial personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding, if any.

Date: 03.11.2026
Place: Bhavnagar

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

NARENDRASINH JESINGBHAI CHAUHAN
Managing Director
DIN: 08123747

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 Extra-Ordinary General Meeting of the company, to be held on December 01, 2026 on Tuesday 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, and at any adjournment thereof in respect of such resolutions as are indicated below Resolutions:

Item No. 1: To Approve the Overall Borrowing Limits U/S 180(1)(C) of the Companies Act, 2013

Item No. 2: To Seek Approval under Section 180(1)(A) of the Companies Act, 2013 inter Alia for Creation of Mortgage or Charge on the Assets, Properties or Undertaking(S) of the Company

Item No. 3: To Approve Limits of Investment(S), Guarantee(S) and Security (Ies) under Section 186 of the Companies Act, 2013

Signed this _____ day of November, 2026

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

Extra-Ordinary General Meeting of Shubhlaxmi Jewel Art Limited held on December 01, 2026 on Tuesday 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 Extra-Ordinary General Meeting of Shubhlaxmi Jewel Art Limited held on December 01, 2026 on Tuesday 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@shubhlaxmiltd.in Website: www.shubhlaxmiltd.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 Special 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	To Approve the Overall Borrowing Limits U/S 180(1)(C) of the Companies Act, 2013	Special			
2	To Seek Approval under Section 180(1)(A) of the Companies Act, 2013 inter Alia for Creation of Mortgage or Charge on the Assets, Properties or Undertaking(S) of the Company	Special			

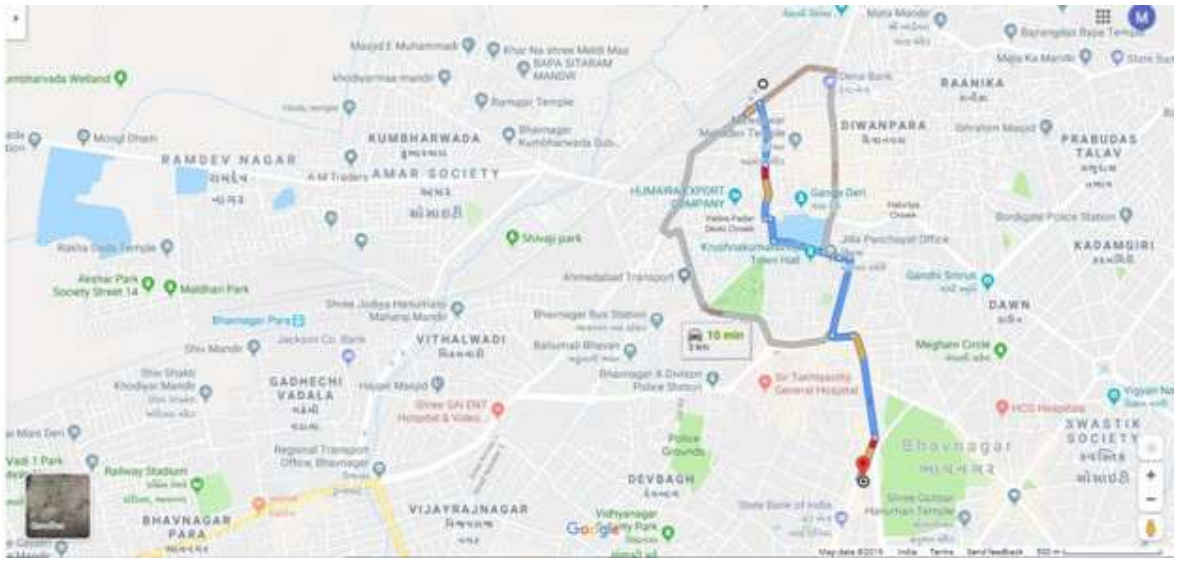
3	To Approve Limits of Investment(S), Guarantee(S) and Security (Ies) under Section 186 of the Companies Act, 2013	Special			

Place: (Signature of the Shareholder)

Date:

Route Map to the Venue of the EOGM

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



Distance from Bhavnagar Railway Station: 3 KM