



**Date: 07<sup>th</sup> September, 2021**

**To,  
The General Manager-Listing,  
Corporate Relations Department,  
BSE Limited, PJ Towers,  
25th floor, Dalal Street,  
Mumbai -400 001**

**Sub: Submission of Annual Report for the financial year 2020-21**

**Ref: Bhakti Gems and Jewellery Limited (Script Code – 540545)**

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the financial year 2020-21 along with the Notice convening the Annual General Meeting scheduled to be held on Thursday, 30th September, 2021 at 11:00 A.M. The above is also available on the website of the Company at [www.bhaktijewellery.com](http://www.bhaktijewellery.com).

Thanking you,

**For, BHAKTI GEMS AND JEWELLERY LIMITED**

27.9.21. 2021. 11/11.

**AKSHAY SEVANTILAL MEHTA  
DIRECTOR  
[DIN: 02986761]**



Regd. Office :

209, Balaji Paragon, Besides Axis Bank, Swagat Char Rasta, Off. C. G. Road,  
Ahmedabad - 380 009 Gujarat • Phone : +91 79 2642 1701 - 02 - 03  
Email : [info\\_bhaktiornaments@yahoo.co.in](mailto:info_bhaktiornaments@yahoo.co.in) • Web : [www.bhaktijewellery.com](http://www.bhaktijewellery.com)



# 11<sup>TH</sup> ANNUAL REPORT

2020-21



**BHAKTI GEMS AND JEWELLERY LIMITED**



❖ **BOARD OF DIRECTORS**

Akshay Sevantilal Mehta	- Managing Director
Varshaben Akshaykumar Mehta	- Whole-Time Director
Meet Prafulchandra Mehta	- Non-Executive Director
Vijaykumar Bhikhabhai Patel	- Non-Executive Independent Director
Milan Chandrakant Dave	- Non-Executive Independent Director

❖ **CHIEF FINANCIAL OFFICER**

Sanketbhai Rajeshkumar Shah

❖ **COMPANY SECRETARY AND COMPLIANCE OFFICER**

Maitri Y. Thakkar (Appointed w.e.f 14th July, 2021)

❖ **AUDITORS**

**Parth Shah & Associates**

GF-9, Ankur Complex, B/h Townhall,  
Ellisbridge, Ahmedabad- 380006

❖ **REGISTERED OFFICE**

209, Shree Balaji Paragon, B/S Rock Regency Hotel,  
Opp. Axis Bank, Nr. Circle - P, C.G.Road,  
Ahmedabad Gujarat 380009 India

❖ **REGISTRAR AND SHARE TRANSFER AGENT**

**Skyline Financial Services Private Limited**

A 49, Gundecha Onclave, Kherani Road,  
Sankinaka, Mumbai, Maharashtra- 400072

**Notes:**

\*Mrs. Shalu Agrawal Singhania (ceased to be Company Secretary W.e.f 10<sup>th</sup> June, 2021)



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## Managing Director's Message to Stakeholders



Progress for me has never been a dream, it has always been a distant reality and once one milestone is achieved, there is always another one waiting to be crossed. It gives me immense pleasure to share with you the progress and the performance of the Company for the F.Y. 2020-21. As compared to the last year company has made more profits. While year 2020-21 is a year of extreme economic challenges for the world, a situation aggravated almost beyond measure by the unprecedented COVID-19 pandemic, your Company continued to play on its strengths and posted almost stable financial performance.

I would like to extend my sincere gratitude to each and every team member of Bhakti Gems and Jewellery Limited for their relentless efforts, who have responded beyond their call of duty during the nationwide lockdown. Our teams have demonstrated a strong sense of responsibility and have ensured that we continue with business as usual, despite the hardship.

**Warm Regards,  
Mr. Akshay Mehta  
Managing Director**



Regd. Office :

209, Balaji Paragon, Besides Axis Bank, Swagat Char Rasta, Off. C. G. Road,  
Ahmedabad - 380 009 Gujarat • Phone : +91 79 2642 1701 - 02 - 03  
Email : info\_bhaktiornaments@yahoo.co.in • Web : www.bhaktijewellery.com



## NOTICE OF 11<sup>TH</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the **11<sup>th</sup> Annual General Meeting** of the members of **Bhakti Gems and Jewellery Limited** ("the Company") will be held on **Thursday, the 30<sup>th</sup> day of September, 2021 at 11:00 A.M.** at the registered office of the Company situated at 209, Shree Balaji Paragon, B/s Rock Regency Hotel, Opp. Axis Bank, Near Circle - P, C. G. Road, Ahmedabad- 380009, Gujarat, India to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statement including Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2021 and statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with Board of Directors' and Auditors' Report thereon.
2. To appoint a Director in place of **Mr. Milan Chandrakant Dave (DIN: 07738753)**, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 3. Increase in Authorised Share Capital

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

**"RESOLVED THAT** pursuant to the provisions of section 61 read with section 64 and all other applicable provisions, if any, of Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and rules framed there under, the consent of the members of the company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 10, 04, 00,000 (Rupees Ten Crore Four Lakhs Only ) divided into 1,00,40,000 (One Crore Forty Thousand only) Equity Shares of Rs. 10/- each (Rupees Ten Only) each to Rs. 15,04,00,000 (Rupees Fifteen Crore Four Lakhs Only ) divided into 1,50,40,000 (One Crore Fifty Lakhs Forty Thousand only) Equity Shares of Rs. 10/- each (Rupees Ten Only) each ranking pari-pasu in all respect with the existing Equity Shares of the Company and Clause V of the Memorandum of Association.

#### 4. Alteration in Capital Clause of Memorandum of Association

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

**"RESOLVED FURTHER THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed there under, the consent of the members of the company, be and is hereby accorded for substituting Clause V of Memorandum of Association of the Company with the following clause."

**“V. The Authorised Share Capital of the Company is Rs. 15, 04, 00,000 (Rupees Fifteen Crore Four Lakhs Only) divided into 1,50, 40,000 (One Crore Fifty Lakhs Forty Thousand only) Equity Shares of Rs. 10/- each (Rupees Ten Only) each.”**

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company or a Committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions, difficulties or doubts that may arise in regard to the increase in Authorised Share Capital of the Company and consequent amendment in the Memorandum of Association of the Company as they may think fit.”

**5. To increase the limits of remuneration of Mr. Akshay Sevantilal Mehta, Managing Director of the Company**

To consider, and if thought fit, to pass with or without modification (s), the following **Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act'), the Consent of the Members be and is hereby accorded for revision in remuneration of Mr. Akshay Sevantilal Mehta (DIN: 02986761), Managing Director, with effect from 1<sup>st</sup> April, 2021 for the remaining period of his tenure.”

**“RESOLVED FURTHER THAT** the remuneration payable to Mr. Akshay Sevantilal Mehta, Managing Director with effect from 01<sup>st</sup> April, 2021 shall be as under:

- Salary: Not exceeding Rs. 12, 00,000/- p.a. with effect from April 1, 2021 inclusive of all perquisite.

**“RESOLVED FURTHER THAT** the consent and ratification of the Members of the Company be and is hereby accorded that Mr Akshay Sevantilal Mehta, Managing Director of the Company be paid remuneration by way of Salary, Perquisites and allowances not exceeding Rs. 12,00,000/- (Rupees Twelve Lakh) per annum for the remaining period in case the Company has no profits or its profit are inadequate.”

**“RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

**“RESOLVED FURTHER THAT** where in any financial year, during the currency of the tenure of Mr Akshay Sevantilal Mehta, Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.”

**“RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company shall remain unchanged.

**“RESOLVED FURTHER THAT** the Board of Director be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution.”

**6. To increase the limits of remuneration of Ms. Varshaben Akshaykumar Mehta, Whole Time Director of the Company**

To consider, and if thought fit, to pass with or without modification (s), the following **Special Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act'), the Consent of the Members be and is hereby accorded for revision in remuneration of Mrs. Varshaben Akshaykumar Mehta (DIN: 02988112), Whole Time Director, with effect from 1<sup>st</sup> April, 2021 for the remaining period of her tenure."

**"RESOLVED FURTHER THAT** the remuneration payable to Mrs. Varshaben Akshaykumar Mehta, Whole Time Director with effect from 1<sup>st</sup> April, 2021 shall be as under:

- Salary: Not exceeding Rs. 12, 00,000/- p.a. with effect from April 1, 2021 inclusive of all perquisite.

**"RESOLVED FURTHER THAT** the consent and ratification of the Members of the Company be and is hereby accorded that Mrs. Varshaben Akshaykumar Mehta, Whole Time Director of the Company be paid remuneration by way of Salary, Perquisites and allowances not exceeding Rs. 12,00,000/- (Rupees Twelve Lakh) per annum for the remaining period in case the Company has no profits or its profit are inadequate."

**"RESOLVED FURTHER THAT** the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time."

**"RESOLVED FURTHER THAT** where in any financial year, during the currency of the tenure of Mrs. Varshaben Akshaykumar Mehta, Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time."

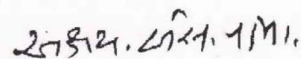
**"RESOLVED FURTHER THAT** except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company shall remain unchanged

**"RESOLVED FURTHER THAT** the Board of Director be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

**Place: Ahmedabad**

**Date: 07<sup>th</sup> September, 2021**

**BY ORDER OF THE BOARD OF DIRECTORS,  
BHAKTI GEMS AND JEWELLERY LIMITED**



**Registered Office**

209, Shree Balaji Paragon,  
B/S Rock Regency Hotel, Opp. Axis Bank,  
Near Circle - P, C.G. Road,  
Ahmedabad 380009 Gujarat

**Akshay Sevantilal Mehta**  
Managing Director  
[DIN: 02986761]

## **NOTES**

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company.
2. Members/Proxies should bring the duly filled Attendance Slip at the Annual General Meeting along with the Annual Report already circulated to them. Duplicate admission slips and or copies of the report and accounts will not be provided at the AGM venue.
3. Corporate Members intending to send their authorized representative(s) pursuant to section 113 of the Companies Act 2013 to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. A person authorized by resolution under Section 113(1) of the Companies Act, 2013, shall be entitled to exercise the same rights and powers, including the right to vote by proxy, on behalf of the body corporate which he/she represents.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **Friday 24<sup>th</sup> September, 2021 to Thursday, 30<sup>th</sup> September, 2021 (Both days inclusive).**
5. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
6. 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.
7. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, SKYLINE FINANCIAL SERVICES PVT. LTD for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
8. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. The Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 & the Register of Contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be made available for inspection by the members at the AGM venue during the continuance of the meeting.
10. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11 A.M. to 5.00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.

## 11. Procedure of Voting at the AGM

In addition to the remote e-voting facility as described below, the company shall arrange voting facility at the venue of AGM through Ballot Paper and the members attending the meeting, who have not already cast their votes by remote e-voting, will be able to exercise their right at the meeting. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again. Members will need to write on the ballot paper, inter alia, relevant Folio No., DP ID & Client ID and number of shares held etc.

## 12. E-Voting Facility:

- a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Circulars issued by the Ministry of Corporate Affairs dated 8 April 2020, 13 April 2020 and 5 May 2020 and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, as amended, the Company is pleased to provide to the members the facility of 'remote e-voting' (e-voting from a place other than venue of AGM) to exercise their vote at the 11<sup>th</sup> AGM and accordingly business as mentioned in this Notice shall be transacted through e-voting. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL. The Company has appointed CS Shikha Patel, Practising Company Secretary (Membership No. ACS: 43955; CP No: 16201), to act as the Scrutinizer for conducting the remote e- voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
- b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. **Thursday, 23<sup>rd</sup> September, 2021**, shall be entitled to avail the facility of remote e-voting system. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
- c) The remote e-voting will commence on **Monday, 27<sup>th</sup> September, 2021 at 9.00 A.M. and will end on Wednesday, 29<sup>th</sup> September 2021 at 5.00 p.m.** During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. **Thursday, 23<sup>rd</sup> September, 2021** may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- d) Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.

## 13. The instructions for shareholders voting electronically are as under:

### **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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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 [cs.spatelasso@gmail.com](mailto:cs.spatelasso@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

- a) 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 [compliancebhakti@gmail.com](mailto:compliancebhakti@gmail.com).
- b) 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 ([compliancebhakti@gmail.com](mailto:compliancebhakti@gmail.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.**
- c) Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- d) 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.

14. The Scrutiniser after conclusion of voting at the AGM, first count the votes cast at the meeting and unblock the votes cast through remote e-voting in presence of at least two witnesses not in the employment of the company and shall make within 48 hours of the conclusion of the AGM a Consolidated Scrutinizer's Report of the total votes cast in favour or against or invalid votes, if any, forthwith to the Chairman of the Company or any other director or person authorised, who shall countersign the same and declare the result of the voting forthwith.

15. The results so declared along with Scrutiniser's Report shall be placed on the Company's website

i.e. [www.bhaktijewellery.com](http://www.bhaktijewellery.com) and on the website of NSDL i.e. [www.nsdl.co.in](http://www.nsdl.co.in) and shall also be disseminated on the website of Stock Exchanges, where the Company's shares are listed.

16. Members holding shares in electronic form must inform about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Transfer Agent.

17. Members are requested to bring their copy of Annual Report at the meeting.

**18. Brief profile of the director/s seeking appointment/ re-appointment at Annual General Meeting**

Details under regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 issued by the Institute of Company Secretaries of India in respect of directors seeking re-appointment/appointment/ confirmation at the ensuing Annual General Meeting item no. 2 are as follows:

Name of Director	Mr. Milan Chandrakant Dave
Date of Birth	30/10/1964
Date of Appointment	16/02/2017

Qualification	B. Com
Experience	Mr. Milan Chandrakant Dave has a vast knowledge and Experience in Gold Markets since last 12 years.
Directorship held in other Companies	NIL
Membership/Chairmanships of Committee in other Public Companies	NIL
No. of shares held in the Company	NIL

### **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

#### **Item No. 03 and 04**

The Company proposes to issue shares on a Rights Issue basis to the existing equity shareholders of the company. To enable the company to issue rights shares, it is proposed to increase the existing Authorised Share Capital of the company from existing Rs. 10, 04, 00,000 (Rupees Ten Crore Four Lakhs Only) to Rs. 15,04,00,000 (Rupees Fifteen Crore Four Lakhs Only ) as per the resolution. The resolution seeks approval of members by amending the said clause V of the Memorandum of Association.

The present Authorised Share Capital of the company Rs. 10, 04, 00,000 (Rupees Ten Crore Four Lakhs Only) is insufficient for further issue of Right Shares by the company. Therefore it became necessary for the company to increase the Authorised Share Capital of the company.

Pursuant to section 61 and 13 of the Companies Act, 2013, the Company cannot increase its Authorized Share Capital without the consent of the members of the Company.

Therefore, it is proposed to obtain the consent of the members to increase its Authorised Share Capital.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the resolution.

#### **Item No. 05 and 06**

Mr. Akshay Sevantilal Mehta, is the Promoter and Managing Director of the company. He has been appointed as the Director since incorporation and designated as Managing Director of the Company with effect from 30<sup>th</sup> December, 2016. Mrs. Varshaben Akshaykumar Mehta is the Whole Time Director of the company. She has been designated as the Whole Time Director of the company with effect from 17<sup>th</sup> March, 2017.

Mr. Akshay Sevantilal Mehta, have successfully managed various phases of expansion and growth of our business and operations.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Akshay Sevantilal Mehta and Mrs. Varshaben Akshaykumar Mehta the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company has approved the proposal to increase the salary of Mr. Akshay Sevantilal Mehta and Mrs. Varshaben Akshaykumar Mehta Managing Director and Whole Time Director respectively subject to the approval of shareholders, as set out in the resolution being item no. 05 and 6 of the accompanying notice w.e.f. April 1, 2021 for the remaining period of their tenure.

Where in any financial year, during the currency of the tenure of Mr. Akshay Sevantilal Mehta as Managing Director and Mrs. Varshaben Akshaykumar Mehta as the Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to them by way of salary, perquisites and allowances as specified in the resolution being item no. 05 and 06 of the accompanying notice as remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profit, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:

(i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.

(ii) There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee at its meeting has already approved the above remuneration payable to Mr. Akshay Sevantilal Mehta, Managing Director and Mrs. Varshaben Akshaykumar Mehta, the Whole Time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration.

Except for the aforesaid revision in salary, all other terms and conditions of their appointment as Managing Director and Whole Time Director of the Company shall remain unchanged.

Considering Mr. Akshay Sevantilal Mehta's and Mrs. Varshaben Akshaykumar Mehta's experience in jewellery industry and the trend in the industry, the terms of their remuneration are considered to be fair, just and reasonable and are commended for your approval.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Akshay Sevantilal Mehta and Mrs. Varshaben Akshaykumar Mehta, are in any way, concerned or interested in the said resolution.

The Board commends the Special Resolution set out at Item No.5 and Item No. 06 of the accompanying Notice for the approval by the Members.

Statement containing the information as required under Section-II, Pari-II of Schedule V to the Companies Act, 2013

I.	General Information		
1	Nature of Industry	The Company is engaged in trading of precious metals and Jewellery Industry	
2	Date or expected date of Commencement of Commercial production	Commercial operations commenced in the year 2010.	
	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable	
	Financial performance based on given indicators	Particulars	2020-21 (as per Audited Financials Report)
		Paid up Capital	Rs. 10,02,63,450
		Reserves and Surplus	Rs. 5,03,40,474
		Total Revenue from Operations	Rs. 67,90,41,343
		Total Expenses	Rs. 67,60,60,809
		Profit before Tax	Rs. 34,15,968
		Tax Expenses including Deferred Tax	Rs. 7,89,154
		Profit after Tax	Rs. 26,26,814
	Foreign investments or collaborators, if any	Not applicable	
II	Information about the Appointee:		
	Background detail	Mr. Akshay Sevantilal Mehta has been on the board appointed as Managing Director of the company since 2016.	
	Past Remuneration (per annum)	Rs. 8,69,260/- per annum	
	Job profile and his suitability	As a Managing Director, Mr. Akshay Sevantilal Mehta, is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon them by the Board.  Mr. Akshay Sevantilal Mehta is of proven caliber and skill and having wide ranging experience in the industry.  Mr. Akshay Sevantilal Mehta, shall have all powers and duties as the Board may determine from time to time.	

	Remuneration proposed	Not exceeding Rs. 12,00,000/- per annum
	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	Taking into consideration the size of the Company, profile of Mr. Akshay Sevantilal Mehta, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies
	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>Besides the remuneration, Rent and borrowings (as mentioned in Annexure- B i.e Form AOC-2), Mr. Akshay Sevantilal Mehta does not have any other pecuniary relationship with the Company.</p> <p>Mr. Akshay Sevantilal Mehta is promoter of the Company and his shareholding as on March 31, 2021 is 44,93,957 shares in the share capital of the Company.</p>
<b>III</b>	<b>Other Information</b>	
	Reasons of loss or inadequate profits	At present the Company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.
	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
	Expected increase productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profit in measurable terms.

<b>I.</b>	<b>General Information</b>		
1	Nature of Industry	The Company is engaged in trading of precious metals and Jewellery Industry	
2	Date or expected date of Commencement of Commercial production	Commercial operations commenced in the year 2010.	
	In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable	
	Financial performance based on given indicators	<b>Particulars</b>	<b>2020-21 (as per Audited Financials Report) (In Lakh)</b>
		Paid up Capital	Rs. 10,02,63,450
		Reserves and Surplus	Rs. 5,03,40,474



		Total Revenue from Operations	Rs. 67,90,41,343
		Total Expenses	Rs. 67,60,60,809
		Profit before Tax	Rs. 34,15,968
		Tax Expenses including Deferred Tax	Rs. 7,89,154
		Profit after Tax	Rs. 26,26,814
	Foreign investments or collaborators, if any	Not applicable	
II	Information about the Appointee:		
	Background detail	Mrs. Varshaben Akshay Mehta has been on the board appointed as Whole Time Director of the company since 2017.	
	Past Remuneration (per annum)	Rs. 9,15,470/- per annum	
	Job profile and his suitability	<p>As a Whole Time Director, Mrs. Varshaben Akshay Mehta, is entrusted with to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon them by the Board.</p> <p>Mrs. Varshaben Akshay Mehta is of proven caliber and skill and having wide ranging experience in the industry.</p> <p>Mrs. Varshaben Akshay Mehta, shall have all powers and duties as the Board may determine from time to time.</p>	
	Remuneration proposed	Not exceeding Rs. 12,00,000/- per annum	
	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	Taking into consideration the size of the Company, profile of Mrs. Varshaben Akshay Mehta, responsibility shouldered by her and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies	
	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	<p>Besides the remuneration Mrs. Varshaben Akshay Mehta does not have any pecuniary relationship with the Company.</p> <p>Mrs. Varshaben Akshay Mehta is wife of Mr. Akshay Sevantilal Mehta who is the Managing Director of the company.</p> <p>Mrs. Varshaben Akshay Mehta is promoter of the Company and her shareholding as on March 31, 2021 is 8,23,153 shares in the share capital of the Company.</p>	

III	Other Information	
	Reasons of loss or inadequate profits	At present the Company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration.
	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
	Expected increase productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profit in measurable terms.

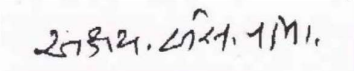
**Place: Ahmedabad**

**Date: 07<sup>th</sup> September, 2021**

**BY ORDER OF THE BOARD OF DIRECTORS,  
BHAKTI GEMS AND JEWELLERY LIMITED**

**Registered Office**

209, Shree Balaji Paragon,  
B/S Rock Regency Hotel, Opp. Axis Bank,  
Near Circle - P, C.G. Road,  
Ahmedabad 380009 Gujarat



**Akshay Sevantilal Mehta**

Managing Director  
[DIN: 02986761]



**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

**11<sup>th</sup> Annual General Meeting on Thursday, September 30, 2021**

Full Name of the members attending \_\_\_\_\_  
(In block capitals)

Ledger Folio. No. /Client Id No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_  
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 11<sup>th</sup> Annual General Meeting of Bhakti Gems and Jewellery Limited held at 209, Balaji Paragon, Besides Axis Bank, Swagat Char Rasta, Off. C.G Road, Ahmedabad-380009, Gujarat at 11:00 a.m. on Thursday, September 30, 2021.

\_\_\_\_\_  
Member's / Proxy's Signature

**Note:**

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Regd. Office :  
209, Balaji Paragon, Besides Axis Bank, Swagat Char Rasta, Off. C. G. Road,  
Ahmedabad - 380 009 Gujarat • Phone : +91 79 2642 1701 - 02 - 03  
Email : info\_bhaktiornaments@yahoo.co.in • Web : www.bhaktijewellery.com



**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: L36910GJ2010PLC060064  
Name of the Company: Bhakti Gems and Jewellery Limited  
Registered Office: 209, Shree Balaji Paragon, B/S Rock Regency Hotel, Opp. Axis Bank,  
Nr. Circle - P, C. G. Road, Ahmedabad Gujarat 380009 India

<b>Name of the member (s) :</b>	_____
<b>Registered Address:</b>	_____ _____
<b>Email Id :</b>	_____
<b>Folio No. / Client Id:</b>	_____
<b>DP ID:</b>	_____

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

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Email Id: \_\_\_\_\_

Signature \_\_\_\_\_ or failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Email Id: \_\_\_\_\_

Signature \_\_\_\_\_

Regd. Office :  
209, Balaji Paragon, Besides Axis Bank, Swagat Char Rasta, Off. C. G. Road,  
Ahmedabad - 380 009 Gujarat • Phone : +91 79 2642 1701 - 02 - 03  
Email : info\_bhaktiornaments@yahoo.co.in • Web : www.bhaktijewellery.com

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 Thursday, 30<sup>th</sup> September, 2021 at 11:00 A.M at the registered office of the Company situated at 209, Shree Balaji Paragon, B/s Rock Regency Hotel, Opp. Axis Bank, Near Circle - P, C. G. Road, Ahmedabad- 380009, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Voting	
ORDINARY BUSINESS		FOR	AGAINST
1	To receive, consider and adopt the Financial Statement including Audited Balance Sheet of the Company as at 31 <sup>st</sup> March, 2021 and statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with Board of Directors' and Auditors' Report thereon.		
2	To appoint a Director in place of Mr. Milan Chandrakant Dave (DIN: 07738753), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.		
SPECIAL BUSINESS			
3	Increase in Authorised Share Capital		
4	Alteration in Capital Clause of Memorandum of Association		
5	To increase the limits of remuneration of Mr. Akshay Sevantilal Mehta, Managing Director of the Company		
6	To increase the limits of remuneration of Ms. Varshaben Akshaykumar Mehta, Whole Time Director of the Company		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2021.

\_\_\_\_\_  
Signature of Shareholder

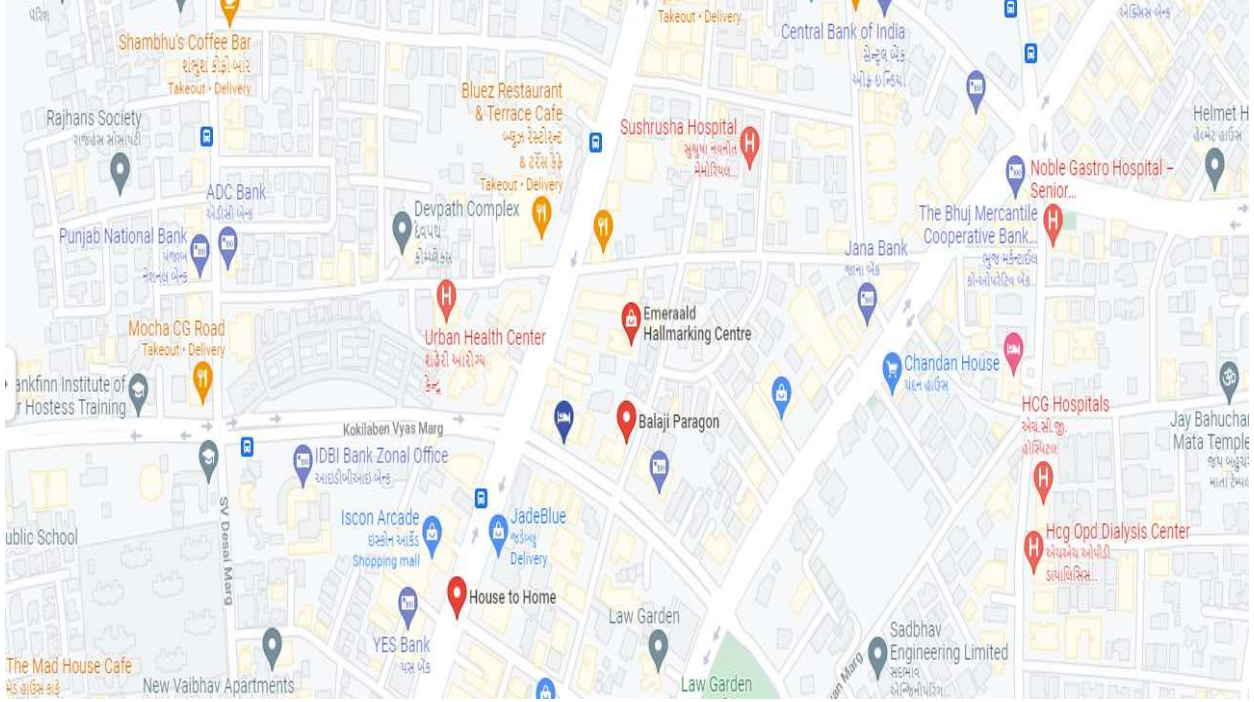
\_\_\_\_\_  
Signature of Proxy Holder (s)

**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.



### **Route Map for the venue of AGM**

209, Shree Balaji Paragon, B/s Rock Regency Hotel, Opp. Axis Bank, Nr. Circle-P,  
C.G Road, Ahmedabad, Gujarat 380009 India



#### **Regd. Office :**

209, Balaji Paragon, Besides Axis Bank, Swagat Char Rasta, Off. C. G. Road,  
Ahmedabad - 380 009 Gujarat • Phone : +91 79 2642 1701 - 02 - 03  
Email : [info\\_bhaktiornaments@yahoo.co.in](mailto:info_bhaktiornaments@yahoo.co.in) • Web : [www.bhaktijewellery.com](http://www.bhaktijewellery.com)

## **DIRECTOR'S REPORT**

**To.**  
**The Members,**  
**Bhakti Gems and Jewellery Limited**

Your Directors have pleasure in presenting their **11<sup>th</sup> Annual Report** on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2021.

### **1. FINANCIAL SUMMARY OR HIGHLIGHTS/ PERFORMANCE OF THE COMPANY**

The Financial performance of the company for the year ended 31<sup>st</sup> March, 2021 is summarized as follows:

(In Rs.)		
Particular	Year Ended On 31 <sup>st</sup> March, 2021	Year Ended On 31 <sup>st</sup> March, 2020
Income	67,94,76,777	55,12,70,605
Less: Expenditure	(67,59,19,846)	(54,81,57,737)
Profit/(Loss) Before Depreciation and Taxes	35,56,931	31,12,868
Less: Depreciation	1,40,963	1,12,191
Net Profit/(Loss) Before Tax	<b>34,15,968</b>	<b>30,00,677</b>
Less: Provision for Tax	-	-
Less: Current Tax	(7,00,000)	(7,00,000)
Deferred Tax	(89,154)	(25,450)
Profit/(Loss) After Tax	<b>26,26,814</b>	<b>22,75,227</b>

### **2. OPERATION AND REVIEW**

Your Company posted a total income of Rs. 67, 94, 76, 777 in the financial year ended on 31<sup>st</sup> March, 2021. Profit after tax is Rs. 26, 26, 814 in the financial year ended on 31<sup>st</sup> March, 2021.

### **3. CHANGE IN THE NATURE OF BUSINESS, IF ANY**

No change of business occurs during the year under review.

### **4. DIVIDEND**

The Board of Directors of your company has not recommended any dividend for the financial year ended on 31<sup>st</sup> March, 2021, with a view to conserve the profit of the company for investments in business operations.

### **5. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

Since there was no unpaid / unclaimed dividend, the provisions of Section 125 of the Companies Act, 2013 ("the Act") does not apply to the Company.

## 6. RESERVES

The amounts, as on the financial year ended of Reserves are Rs. 5, 03, 40,474/-

## 7. CHANGE IN SHARE CAPITAL

There is no change in the Capital Structure of the Company.

## 8. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES

The Company does not have any subsidiary or joint ventures or associate companies.

## 9. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board consists of five members as on 31 March 2021, two of whom are Promoters and Non-Independent Directors and the remaining three are Independent Directors.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial personnel of the company are mentioned below as on this Report:

Name	Designation	Date of Appointment	Date of Cessation
Mr. Akshay Sevantila Mehta	Managing Director	30/12/2016	-
Mrs Varshaben Akshay Mehta	Whole Time Director	17/03/2017	-
Mr. Meet Prafulchandra Mehta	Non-Executive Independent Director	24/07/2019	-
Mr. Vijaykumar Bhikhabhai Patel	Non-Executive Independent Director	17/03/2017	-
Mr. Milan Chandrakant Dave	Non-Executive Independent Director	16/02/2017	-
Mr. Sanket Rajeshkumar Shah	Chief Financial Officer	24/07/2019	-
*Mrs. Shalu Agrawal Singhania	Company Secretary & Compliance Officer	29/06/2019	10/06/2021
**Ms. Maitri Yogeshbhai Thakkar	Company Secretary & Compliance Officer	14/07/2021	-

\*During the year under review, Mrs. Shalu Agrawal Singhania resigned from the post of Company Secretary and Compliance officer of the company w.e.f 10th June, 2021 and Mr. Akshay Sevantilal Mehta, Managing Director acted as Compliance Officer till the date of appointment of new Company Secretary and Compliance Officer in the Company.

\*\* During the year under review Ms. Maitri Yogeshbhai Thakkar has been appointed as Company Secretary and Compliance Officer of the company with effect from 14<sup>th</sup> July, 2021.



Except above there is no other change in Board and Key Managerial Personnel of the company.

None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013.

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013 and 16 (b) of the Listing Regulations from Independent Directors confirming that they are not disqualified for continuing as an Independent Director.

- **RETIREMENT BY ROTATION**

In accordance with the provisions of the Companies Act, 2013 Mr. Milan Chandrakant Dave, Non-Executive Director of the company who is liable to retire by rotation, being eligible for reappointment, offers himself for reappointment. Appropriate resolutions for the re-appointment are being placed for your approval at the ensuing AGM.

## **10. MEETINGS OF BOARD**

Regular meetings of the Board are held, inter-alia, to review the financial results of the Company and other meetings for discuss and decide on various business policies, strategies and other businesses.

During the Financial Year under review, the Board of Directors of the Company met Seven times i.e. 15<sup>th</sup> April 2020, 31<sup>st</sup> July 2020, 12<sup>th</sup> September 2020, 29<sup>th</sup> October 2020, 09<sup>th</sup> November 2020, 23<sup>rd</sup> December 2020 and 15<sup>th</sup> January 2021.

The following table gives the attendance of the Directors at the Board meetings of the Company:

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Category &amp; Position</b>	<b>No. of Board meetings held during the year</b>	<b>No. of Board Meetings Attended</b>
1	Akshay Sevantilal Mehta	Managing Director	7	7
2	Varshaben Akshaykumar Mehta	Whole Time Director	7	7
3	Meet Prafulchandra Mehta	Non-Executive Independent Director	7	7
4	Vijaykumar Bhikhabhai Patel	Non-Executive Independent Director	7	7
5	Milan Chandrakant Dave	Non-Executive Independent Director	7	7

## **11. BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Various Committees.

## **12. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with explanation relating to material departures;
- (b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit/loss of the company for that period;
- (c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **13. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

The particulars as required under the provisions of Section 134 (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished considering nature of activities undertaken by the company during the year under review.

Further during the year under review, the Company has neither earned nor used any foreign exchange.

## 14. DISCLOSURE OF VARIOUS COMMITTEES OF BOARD OF DIRECTORS

### A. AUDIT COMMITTEE:

The Audit Committee of Directors was constituted pursuant to the provisions of Section 177 of the companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section.

#### ➤ Composition:

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	DESIGNATION	NUMBER OF MEETINGS	
			HELD	ATTENDED
Milan C. Dave	Non-Executive & Independent Director	Chairman	4	4
Vijaykumar B. Patel	Non-Executive & Independent Director	Member	4	4
Akshay Sevantilal Mehta	Managing Director	Member	4	4

#### ➤ Terms of reference:

The broad terms of reference of the Audit Committee are as under:

- Reviewing of the Company's financial reporting process and the disclosure of its financial information
- To ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment, remuneration and terms of appointment of external Auditor.
- Review and monitor the auditor's independence and performance and effectiveness of the audit process.
- Approval or any subsequent modification of transactions of the company with related parties
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Monitoring the end use of funds raised through public offers and related matters.
- Reviewing with management the Annual financial statements and half yearly and Quarterly financial results before submission to the Board.
- Reviewing periodically the adequacy of the internal control system.
- Discussions with Internal Auditor on any significant findings and follow up there on.

## B. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of Directors was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013. The Composition of the Committee is in conformity with the provisions of the said Section.

### ➤ Composition:

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	DESIGNATION	NUMBER OF MEETINGS	
			HELD	ATTENDED
Meet Prafulchandra Mehta	Non-Executive Director	Chairman	1	1
Milan C. Dave	Non-Executive & Independent Director	Member	1	1
Vijaykumar B. Patel	Non-Executive & Independent Director	Member	1	1

### ➤ Terms of reference:

The broad terms of reference of the Nomination and Remuneration Committee are as under:

- Formulation of the criteria for determining the qualifications, positive attributes and independence of Director;
- Devising a policy on Board diversity;
- Formulation of Remuneration policy;
- Review the structure, size and composition of the Board;
- Identifying and selection of candidates for appointment as Directors;
- Identifying potential individuals for appointment as Key Managerial Personnel and Senior Management;
- Formulation of criteria for evaluation of Independent Directors and the Board.

Policy of the Nomination and Remuneration forms an integral part of this Report. It is annexed herewith as per “Annexure C”.

## C. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee of Directors was constituted pursuant to the provisions of Section 178(5) of the Companies Act, 2013. The composition of the Committee is in conformity with the provisions of the said section.

### ➤ Composition:

NAME OF THE DIRECTORS	CATEGORY OF DIRECTORSHIP	DESIGNATION	NUMBER OF MEETINGS	
			HELD	ATTENDED
Milan C. Dave	Non-Executive & Independent Director	Chairman	1	1
Vijaykumar B. Patel	Non-Executive & Independent Director	Member	1	1
Akshay Sevantalil	Managing	Member		

Mehta	Director		1	1
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➤ **Details of Investor's grievances/ Complaints:**

The Company has not received any complaints during the year. The pending complaints of the Shareholders/Investors registered with SEBI at the end of the current financial year ended on 31st March, 2021 are NIL.

## **15. AUDITORS**

At the 08th AGM held on September 19, 2018 the Members approved appointment of M/s. Parth Shah and Associates, Chartered Accounts (FRN: 144251W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the AGM to be held in the year 2023.

The Board has duly reviewed the Statutory Auditors' Report of M/s. Parth Shah and Associates for the financial year ended on 31 March 2021 and the observations and comments, appearing in the report are self-explanatory and do not call for any further explanation/ clarification by the Board of Directors as provided under Section 134 of the Companies Act, 2013.

## **16. AUDITORS' REPORT**

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

## **17. SECRETARIAL AUDITOR**

In terms of Section 204 of the Act and Rules made there under practicing Company Secretary have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed to this report as "Annexure – A". The report is self-explanatory.

## **18. DISCLOSURE ABOUT COST AUDIT**

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.

## **19. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Company has an Internal Audit Department with adequate experience and expertise in internal controls, operating system and procedures. In discharging their role and responsibilities, the department also engages external audit firms, wherever deemed necessary.

The Internal Audit Department reviews the adequacy of internal control system in the company, its compliance with the operating systems and laid down policies and procedures. Based on the report of internal audit function, process owners undertake corrective actions in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

## **20. VIGIL MECHANISM**

The Company has established the vigil mechanism through Whistle Blower Policy for all the stakeholders of the Company, which also provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases as per the Policy. The details of the Whistle Blower Policy is available on the website of the Company i.e. [www.bhaktijewellery.com](http://www.bhaktijewellery.com).

## **21. RISK MANAGEMENT POLICY**

Pursuant to Section 134(3) (n) of the Companies Act 2013 & SEBI (LODR) Regulation, 2015, the Company has constituted a Business Risk Management Committee. At present the Company has not identified any element of risk which may threaten the existence of the Company.

## **22. EXTRACT OF ANNUAL RETURN**

In terms of Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at [www.bhaktijewellery.com](http://www.bhaktijewellery.com).

## **23. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of financial year and the date of Directors' Report.

## **24. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

No significant and material order has been passed by any regulators or courts or tribunals impacting the going concern status and company's operations in future. The company is doing reasonable growth and development.

## **25. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS.**

The company has adequate internal control systems in place. With a view to monitor the Company's performance as well as to make sure that internal checks and controls are operating properly, the company has appointed external firms of Chartered Accountant as Internal auditor. The audit committee ensures that the internal control systems are adequate and working effectively.

## **26. DEPOSITS**

Your Company has neither invited nor accepted any fixed deposit from the public during the year.

## **27. PARTICULARS OF LOANS GIVEN, GUARANTEES PROVIDED OR INVESTMENTS MADE UNDER SECTION 186**

The Company has not granted any loans, Investment made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the financial statement.

## **28. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

During the year under review, contracts or arrangements entered into with the Related Parties as defined under Section 188 of the Act were in ordinary course of business and on arms' length basis. Details of transactions pursuant to Section 134(3) (h) of the Act and Rule 8(2) of the Companies (Accounts) Rule, 2014 are annexed herewith as per "Annexure B".

However, there are no materially significant Related Party Transactions made by the Company with Promoters, Key Managerial Personnel or other Designated Persons which may have potential conflict with interest of the Company at large.

## **29. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 shall not be applicable to the Company.

## **30. LISTING**

The Equity Shares of the Company are listed on Bombay Stock Exchange. Further, the Company is regular in compliances of various clauses and regulations of the Listing Agreement and/or LODR.

## **31. PARTICULARS REGARDING EMPLOYEES:**

During the year under report, none of the employees was in receipt of remuneration exceeding the limit prescribed under Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

## **32. HUMAN RESOURCES**

Your Company treats its “human resources” as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

## **33. CORPORATE GOVERNANCE**

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, Report on Corporate Governance is not applicable on the Company as the Company is not having the paid up share capital exceeding Rs. 10 crore and Net worth is exceeding Rs. 25 cores.

## **34. INSIDER TRADING REGULATIONS**

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of conduct for prohibition of insider trading, as approved and adopted by the Directors and designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information during the period of Trading Window Closure. The Board is responsible for implementation of the Code. All Board of Directors and designated employees have confirmed compliance with the Code.

### 35. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as Required under Regulation 34 and Schedule V of the Listing Regulations, forms an integral part of this Report and provide Company's current working and future outlook. The Management Discussion and Analysis Report is annexed herewith as per "Annexure D".

### 36. ACKNOWLEDGEMENTS

Your Directors place on record their gratitude for the continuing support of Shareholders, Bankers, various government authorities, members and business associates for their continued support and valuable co-operation.

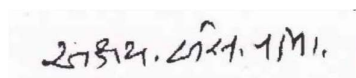
**Place: Ahmedabad**

**Date: 07<sup>th</sup> September, 2021**

**BY ORDER OF THE BOARD OF DIRECTORS,  
BHAKTI GEMS AND JEWELLERY LIMITED**

**Registered Office**

209, Shree Balaji Paragon,  
B/S Rock Regency Hotel, Opp. Axis Bank,  
Near Circle - P, C.G. Road,  
Ahmedabad 380009 Gujarat



**Akshay Sevantilal Mehta**  
Managing Director  
[DIN: 02986761]



**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of  
The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
BHAKTI GEMS AND JEWELLERY LIMITED (CIN: L36910GJ2010PLC060064)  
209, SHREE BALAJI PARAGON,  
B/S ROCKREGENCY HOTEL,  
OPP. AXIS BANK, NR. CIRCLE -P,  
C. G. ROAD, AHMEDABAD - 380009

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BHAKTI GEMS AND JEWELLERY LIMITED** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's 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 in electronic form in online system in view of the prevailing situation of COVID-19 in the country during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 2021 has 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as per Annexure - A for the Financial Year ended on 31<sup>st</sup> March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (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; and
- (h) The Securities and Exchange Board of India (Buyback of Securities Regulations, 2018;
- (i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013
- (j) The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015; and
- (k) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

As informed to us, there are no other Sector specific laws which are specifically applicable to the Company. However, it has been found that there were no instances requiring compliance with the provisions of the laws indicated at point (c), (d), (e), (g), (h) and (i) of para (v) mentioned hereinabove during the period under review.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
  - (ii) The Listing Agreement entered into by the Company with the Stock Exchange and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015;
- (vi) I further report that having regard to the compliance management system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof made available to me in electronic form, on test-check basis, the Company has compliance management system for the sector specific laws in textile sector applicable specifically to the Company, however in view of the prevailing situation of COVID-19 in the country, physical verification was not possible:

During the period under review the Company has endeavored to establish the compliance management system to adhere to the provisions of the Act, Rules, Regulations, Guidelines, Standards, mentioned hereinabove.





Further, I have relied on the representations made by the Company and its officers for systems and mechanisms formed by the Company for compliances of the laws and regulations mentioned hereinabove as applicable to the Company.

**I further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors as required under Listing Regulations, 2015. No 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. The Company had filed Form within prescribed time, as well as with payment of additional fees, during the year under Audit.

The company has endeavored to establish a system of sending adequate notice to all directors to schedule the Board Meetings, agenda and detailed notes on agenda at least seven days in advance, and a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes, wherever required.

**I further report that** the company has endeavored to establish 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.

**I further report that** during the audit period of the Company there were 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 more specifically related to:

- (a) Migration from SME Board to Main Board of BSE Limited pursuance to Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable SEBI (LODR) Regulations, 2015.

Place : Dhrangadhra

Date : 03/09/2021

For, PHD & ASSOCIATES  
Company Secretaries

CS Hitesh Patel  
(Proprietor)

ACS No.: A60830

C P No.: 22749

UDIN: A060830C000889790



**Note:** This report is to be read with my letter of even date which is annexed as Annexure - B and forms an integral part of this report.

Annexure - A

List of documents verified

1. Memorandum & Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors and Committees including Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee held during the period under report.
3. Minutes of General Body Meetings held during the period under report.
4. Statutory Registers/Records under the Act and rules made there under.
5. Agenda papers submitted to all the Directors / Members for the Board Meetings and Committee Meetings.
6. Declarations received from the Directors of the Company pursuant to the provisions of Section 184 of the Act.
7. Intimations/Disclosure/Declaration received from Directors under The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
8. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Act and attachments thereof during the period under report.
9. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement entered into by the Company with the Stock Exchange and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the period under report.
10. Various policies framed by the Company from time to time as required under the Act as well as Listing Agreement and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with circulars issued by the SEBI from time to time.







**Annexure - B**

To,  
The Members  
BHAKTI GEMS AND JEWELLERY LIMITED (CIN: L36910GJ2010PLC060064)  
209, SHREE BALAJI PARAGON,  
B/S ROCKREGENCY HOTEL,  
OPP. AXIS BANK, NR. CIRCLE -P,  
C. G. ROAD, AHMEDABAD - 380009

Sir,

**Sub:** Secretarial Audit Report for the Financial Year ended on 31<sup>st</sup> March, 2021.

My 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. My responsibility is to express an opinion on the secretarial records based on my audit.
2. I have followed the audit practices and processes 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I 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 are the responsibility of management. My examination was limited to the verification of procedures 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.

Place : Dhrangadhra  
Date : 03/09/2021

For, PHD & ASSOCIATES  
Company Secretaries

CS Hitesh Patel  
(Proprietor)  
ACS No.: A60830  
C P No.: 22749  
UDIN: A060830C000889790



**Annexure B**

**FORM NO. AOC 2**

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

**Form for Disclosure of particulars of contracts / arrangements entered into by the Company with Related Parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at Arm's Length Basis:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name(s) of the related party and nature of relationship	No such contracts or arrangements or transactions
b)	Nature of contracts / arrangements / transactions	
c)	Duration of the contracts / arrangements / transactions	
d)	Salient terms of the contracts / arrangements / transaction including the value, if any	
e)	Justification for entering into such contracts / arrangements / transactions	
f)	Date(s) of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

**2. Details of contracts or arrangements or transactions at Arm's Length Basis:**

Sr. No.	Particulars	Details			
a)	Name(s) of the related party and nature of relationship	<b>Mr. Akshay Sevantilal Mehta</b>			<b>Mrs. Varsha Akshay Mehta</b>
b)	Nature of contracts / arrangements / transactions	Remuneration of Rs. 7,20,000	Rent Paid Of Rs. 4,80,000	Unsecured Loan Taken of Rs. 2,64,00,310	Remuneration Paid of Rs. 600,000
c)	Duration of the contracts / arrangements / transactions	N.A	N.A	N.A	N.A
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	N.A	N.A	N.A	N.A
e)	Date(s) of approval by the Board, if any	15/01/2021	15/04/2020	15/04/2020	15/01/2021
f)	Amount paid as advances, if any	N.A	N.A	N.A	N.A

**Place: Ahmedabad**

**Date: 07<sup>th</sup> September, 2021**

**BY ORDER OF THE BOARD OF DIRECTORS,  
BHAKTI GEMS AND JEWELLERY LIMITED**

**Registered Office**

209, Shree Balaji Paragon,  
B/S Rock Regency Hotel, Opp. Axis Bank,  
Near Circle - P, C.G. Road,  
Ahmedabad 380009 Gujarat

*20.09.2021*

**Akshay Sevantilal Mehta**  
Managing Director  
[DIN: 02986761]

## **Annexure C**

### **Policy of Nomination and Remuneration Committee of the Company**

#### **Policy for Identification of Persons for Appointment and Removal as Director and Senior Managerial Personnel**

The Committee shall:

1. Identify and ascertain the honesty, reliability, qualification, expertise and experience of the person for appointment as Director or Senior Managerial Personnel and recommend the Board accordingly.
2. The Committee must ensure itself regarding the capabilities and eligibilities of the proposed appointee(s) and must ensure that the proposed appointee shall be able to devote the required time as may be necessary.
3. The Committee shall be at discretion to decide whether qualification, expertise and experience possessed by the person is adequate for the proposed position.
4. Any other assessment as may be required must be carried out by the Committee and on being satisfied with the overall eligibility of the person, the Committee shall recommend his/ her appointment to the Board accordingly.
5. With respect to Independent Directors of the Company, the Committee shall additionally ensure the independence of the Director as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.
6. The Committee may recommend to the Board with the reasons recorded in writing, the removal of Director or Senior Managerial Personnel based on any disqualification that may be applicable as per the provisions of the Companies Act, 2013 and the Rules made thereunder or for any other reasons as may be justified by the Committee.

#### **Terms of Appointment**

The terms of Appointment of Managing Director / Whole Time Directors and Independent Directors of the Company shall be as per the provisions of the Companies Act, 2013 and the Rules made thereunder.

#### **Retirement**

The Managing Director / Whole Time Directors of the Company shall be subject to retirement as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. The Committee will be at its discretion to recommend retention of Directors even after they have attained the retirement age for the benefit of the Company subject to fulfilment of the requirements as mentioned in the Companies Act, 2013.

#### **Policy for Evaluation of Performance of the Board, its Committees and Individual Directors**

1. Evaluation of performance of the Board and Individual Directors:
  - a) Achievement of financial / business targets as fixed by the Board;
  - b) Proper development, management and execution of business plans;



- c) Display of leadership qualities i.e. correctly anticipating business trends and opportunities;
- d) Establishment of an effective organization structure;
- e) Participation in the Board / Committee Meetings;
- f) Integrity and maintenance of confidentiality;
- g) Any other criteria that may be considered necessary for the evaluation of the performance of the Board as may be considered by the Committee.

2. Evaluation of performance of Committee:

- a) Discharge of its functions and duties as per its terms of reference;
- b) Effectiveness of the suggestions and recommendations received;
- c) Conduct of its meeting and procedures followed in this regard.

3. Review of the Implementation of this policy: The Committee shall review the implementation and compliance of this policy at least once a year.

**Policy for Remuneration to Directors and Key Managerial Personnel**

The remuneration of Directors and Key Managerial Personnel must be in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder. The Committee must ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.

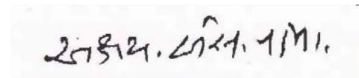
**Place: Ahmedabad**

**Date: 07<sup>th</sup> September, 2021**

**BY ORDER OF THE BOARD OF DIRECTORS,  
BHAKTI GEMS AND JEWELLERY LIMITED**

**Registered Office**

209, Shree Balaji Paragon,  
B/S Rock Regency Hotel, Opp. Axis Bank,  
Near Circle - P, C.G. Road,  
Ahmedabad 380009 Gujarat



**Akshay Sevantilal Mehta**  
Managing Director  
[DIN: 02986761]

## **Annexure D**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

#### **Business Overview**

We are engaged in the wholesale business of Gold Jewellery. Our registered office and business of operations is based in Ahmedabad. We essentially sell gold based chains, bracelets and necklaces. We outsource the manufacturing of our jewellery through job workers based in Ahmedabad and Mumbai. The major raw material used for making our products is gold and silver. We procure gold and silver majorly through the bullion market and partially from the local markets in Ahmedabad. Gold bars and other necessary material are provided to the job workers who are based either in Ahmedabad and Mumbai. However, no formal agreement has been executed with either of these job workers. The finished jewellery is sold by our marketing and sales team directly to other jewellery stores. Our jewellery is widely sold throughout Gujarat only through B2B marketing and / or Direct / Outbound marketing strategy.

We are a customer-centric Company, our prime focus is to attain the utmost client satisfaction by offering them quality assured products. Moreover, our ethical trade practices, transparent business dealings and timely delivery of products help us in maintaining cordial relations with our customers. Our Company strives at all times to provide products that offer our customers the designs with superior finish and quality.

#### **Our Competitive Strengths**

- Quality Products
- Use of efficient internal processes to leverage our sales
- Wide Range of our Products
- Established Brand Name
- Experience of our Promoters
- Experienced Management Team & efficient Work Force
- Strong and Long term Relationship with our Clients

#### **Our Business Strategies**

- Continue to maintain Strong Relation with existing Customers
- Enhancing Operating Effectiveness and Efficiency
- Active and regular Participation in trade fairs and Exhibitions

#### **Human Resources and Industrial Relations**

Human Resources play a critical role in driving the Company's strategies and growth. The Company endeavours to become the best place to work for its employees and to provide them with a nurturing environment that is essential for their growth. The Company has implemented comprehensive and well-structured HR Policies to ensure employee growth both at personal and professional levels. The Company's talent pool comprises a diverse set of experienced and skilled people who play key roles in enhancing business efficiency, devising strategies, setting up systems and evolving business as per industry requirements. The Company provides a safe, conducive and productive work environment to its people. Overall, the Company provides a nurturing work environment to a diverse set of workforce. The total number of employees as on 31<sup>st</sup> March, 2021 was 15 (Fifteen).

#### **Risk & Concerns**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Key business risks and mitigation strategy are highlighted below:

- 1) **Business Risk:** To mitigate the risk of high dependence on any one business for revenues, the Company has adopted a strategy of launching new products / services.
- 2) **Legal & Statutory Risk:** The Company Secretary, Compliance and Legal Functions advises the Company on issues relating to compliance with law and to pre-empt violations of the same. The Company Secretary submits a quarterly report to the Board on the Company's initiatives to comply with the laws of various jurisdictions. The Company also seeks independent legal advice wherever necessary.
- 3) **Human Resource Attrition Risk:** The Company's key assets are its employees and in a highly competitive market, it is a challenge to address attrition. The Company continues to accord top priority to manage employee attrition by talent retention efforts and offering a competitive salary and growth path for talented individuals.
- 4) **Others:** The Company is exposed to risks and fluctuations of foreign exchange rates, raw material prices and overseas investments exposures.

### **Internal Control System**

The Company maintains a proper and adequate system of internal controls, which provides for automatic checks and balances. The Company's resilience and focus is driven to a large extent by its strong internal control systems for financial reporting. The Company follows strict procedures to ensure high accuracy in recording and providing reliable financial and operational information, meeting statutory compliances. The Company's internal team and Audit Committee closely oversee business operations. These responsibilities include the design, implementation and maintenance of adequate internal financial controls to ensure an orderly and efficient conduct of its business. The Committees also ensure adherence to the 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. Any deviations are promptly reported to the management. Various risk mitigation measures are then devised to bring risk exposure levels in line with risk appetite. Timely and adequate measures are undertaken to ensure uninterrupted functioning of the business.

**Place: Ahmedabad**

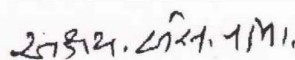
**Date: 07<sup>th</sup> September, 2021**

**BY ORDER OF THE BOARD OF DIRECTORS,**

**BHAKTI GEMS AND JEWELLERY LIMITED**

### **Registered Office**

209, Shree Balaji Paragon,  
B/S Rock Regency Hotel, Opp. Axis Bank,  
Near Circle - P, C.G. Road,  
Ahmedabad 380009 Gujarat



**Akshay Sevantilal Mehta**

Managing Director

[DIN: 02986761]

# **Bhakti Gems and Jewellery Limited**

## **Statutory Audit Report F.Y. 2020-21**

--: Auditors :--

**PARTH SHAH AND ASSOCIATES.**

**(Chartered Accountants)**

**GF – 9, Ankur Complex, B/h. Town Hall,  
Ellisbridge, Ahmedabad – 380006**

**Email – [psa010217@gmail.com](mailto:psa010217@gmail.com)**

**M. 9687364546**



## **Independent Auditor's Report**

**To the Members of Bhakti Gems and Jewellery Limited**

**Report on the Standalone Financial Statements**

### **Opinion**

We have audited the accompanying Standalone financial statements of **Bhakti Gems and Jewellery Limited** ('the Company'), which comprise the Balance Sheet as at **31<sup>st</sup> March, 2021** the Statement of Profit and Loss (including other comprehensive income) and Cash Flow statement for the year then ended, and notes to financial Statement including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us , the aforesaid standalone financial statement 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 Companies (Indian Accounting Standards) Rules 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of state of affairs of the company as at **31<sup>st</sup> March, 2021** and its profit (including other comprehensive income) and its cash flow for the year ended on that date.

### **Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) 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 Standalone 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 standalone 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Key Audit Matters**

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

We have determined that there are no key audit matters to be communicated in our report.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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 a 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 Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance, including cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern 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 are responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone 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 a high level of assurance, but is not a guarantee that an 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 standalone 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 misstatement of the standalone 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 internal control.
- Obtain an understanding of internal financial control 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 the 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 a 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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone 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 the standalone 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 precludes 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, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the "**Annexure A**", a statement on the matters specified in the paragraph 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 purposes of our audit.
  - (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 Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor's 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 explanations given to us:
  - i. The Company does not have any pending litigation which would impact its financial position.
  - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which are required to be transferred to the Investor Education and Protection Fund by the company.

**For, Parth Shah and Associates**

**Chartered Accountants**

**FRN No. 144251W**

**Sd/-**

**Parth N. Shah**

**(Proprietor)**

**Mem. No: 173468**

**UDIN : 21173468AAAAIU2110**

**Date: 30/06/2021**

**Place: Ahmedabad**



## **“Annexure - A “to” the Auditors’ Report**

The Annexure referred to in Independent Auditors’ Report to the members of the Company on the standalone financial statements for the year ended **31<sup>st</sup> March 2021**, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are not held in the name of the Company. As the company has, taken immovable property on rent from the directors.
- (ii) The Company is regular in maintaining physical inventory in accordance with paragraph 3(ii) of the Order applicable to the Company.
- (iii) The Company has not granted any loans to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii)
  - (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the book of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
  - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31<sup>st</sup> March 2021 for a period of more than six months from the date they became payable.
- (viii) The Company has taken loan from ICICI Bank for business purpose. The company has not make any default in repayment of loan.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanations given to us, the company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For, Parth Shah and Associates**  
**Chartered Accountants**  
**FRN No. 144251W**

**Sd/-**

**Parth N. Shah**  
**(Proprietor)**  
**Mem. No: 173468**  
**UDIN : 21173468AAAAIU2110**

**Date: 30/06/2021**  
**Place: Ahmedabad**

## **ANNEXURE B TO THE AUDITOR'S REPORT**

Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **Bhakti Gems and Jewellery limited** ('the Company') as of **31<sup>st</sup> March 2021** 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 issued by the Institute of Chartered Accountants of India ('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 the 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.

### **Auditors' 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 on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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' judgment, 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 authorizations of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 **31<sup>st</sup> March 2021**, 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 issued by the Institute of Chartered Accountants of India.

**For, Parth Shah and Associates**  
**Chartered Accountants**  
**FRN No. 144251W**

**Sd/-**  
**Parth N. Shah**  
**(Proprietor)**  
**Mem. No: 173468**  
**UDIN : 21173468AAAAIU2110**

**Date: 30/06/2021**  
**Place: Ahmedabad**

# Bhakti Gems and Jewellery Limited

Statement of Assets & Liabilities as at 31<sup>st</sup> March , 2021

Particulars	Note No.	2021	2020
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(i) Property, Plant And Equipment	1	2,455,512	1,686,745
(ii) Intangible Assets		-	-
(iii) Capital Work in Progress		-	-
(iv) Intangible assets under development		-	-
<b>Non-Current Financial Assets</b>			
(a) Non-Current Investments		-	-
(b) Trade Receivables, Non-Current		-	-
(c) Loans, Non-Current		-	-
(d) Other Non-Current Financial Assets		-	-
Deffered tax assets (net)		-	-
<b>Total Non Current Assets</b>		<b>2,455,512</b>	<b>1,686,745</b>
<b>(2) Current Assets</b>			
Inventories		169,222,876	70,380,259
<b>Current Financial Assets</b>			
(a) Current investments		-	-
(b) Trade receivables	2	43,929,579	56,580,619
(c) Cash and cash equivalents	3	584,208	2,615,363
(d) Bank Balance other than Cash and cash equivalents		-	-
(e) Loans, Current	4	-	10,633,230
(f) Other Current Financial Assets		-	-
<b>Total Current Financial Assets</b>		<b>44,513,787</b>	<b>69,829,212</b>
Current Tax Assets (net)		-	-
Other Current Assets	5	10,041,831	9,286,349
<b>Total Current Assets</b>		<b>223,778,494</b>	<b>149,495,820</b>
<b>Total Assets</b>		<b>226,234,007</b>	<b>151,182,566</b>
<b>EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
Equity Share Capital	6	100,263,450	100,263,450
Other Equity	7	50,340,474	47,863,660
<b>Total Equity</b>		<b>150,603,924</b>	<b>148,127,110</b>
<b>(2) Liabilities</b>			
<b>Non-Current Liabilities</b>			
<b>Non-Current Financial Liabilities</b>			
(a) Borrowings , non current		-	-
(b) Trade Payables , non current		-	-
(c) Other non current financial liabilities		-	-
<b>Total Non-Current Financial Liabilities</b>		<b>-</b>	<b>-</b>
Provision, non current		-	-
Deffered tax liabilities (net)		77,743	77,743
Other non current liabilities		-	-
<b>Total Non-Current Liabilities</b>		<b>77,743</b>	<b>77,743</b>
<b>Current Liabilities</b>			
<b>Current Financial Liabilities</b>			
(a) Borrowings , current	8	73,703,745	-
(b) Trade Payables , current	9	-	-
(i) Total Outstanding dues of Micro Enterprises and Small Enterprises		-	-
(ii) Total Outstanding dues of creditors other than Micro and Small Enterprises		481,175	1,673,528
(c) Other current financial liabilities		-	-
<b>Total Current Financial Liabilities</b>		<b>74,184,920</b>	<b>1,673,528</b>
Other Current liabilities	10	211,420	194,995
Provision, current	11	1,156,000	1,109,190
Current tax liabilities (net)		-	-
<b>Total Current Liabilities</b>		<b>75,552,340</b>	<b>2,977,713</b>
<b>Total Liabilities</b>		<b>75,630,083</b>	<b>3,055,456</b>
<b>Total Equity and Liabilities</b>		<b>226,234,007</b>	<b>151,182,566</b>
<b>NOTES TO ACCOUNTS</b>	20		
<i>Notes attached there to form an integral part of Statement of Assets &amp; Liabilities</i>			
<i>As per Report of Even Date</i>			
<b>For , Parth Shah and Associates</b>		<b>For, Bhakti Gems and Jewellery Limited</b>	
<b>Chartered Accountants</b>			
<b>FRN No. 144251W</b>			
<b>Sd/-</b>		<b>Sd/-</b>	
<b>Parth N. Shah</b>		<b>Akshay S. Mehta</b>	
<b>(Proprietor)</b>		<b>( Managing Director)</b>	
<b>Mem. No. : 173468</b>		<b>DIN : 02986761</b>	
<b>UDIN : 21173468AAAAIU2110</b>		<b>DIN : 02988112</b>	
<b>Place: Ahmedabad</b>		<b>Sd/-</b>	
<b>Date : 30/06/2021</b>		<b>Sanket R. Shah</b>	
		<b>(CFO)</b>	

# Bhakti Gems and Jewellery Limited

## Statement of Profit & Loss for the Period Ended on 31<sup>st</sup> March, 2021

Sr. No.	Particulars	Note No.	Year ended March 31, 2021	Year ended March 31, 2020
	<b>Income</b>			
I	Revenue from operations	12	679,041,343	550,391,319
II	Other Income	13	435,434	879,286
III	<b>Total Income (I +II)</b>		<b>679,476,777</b>	<b>551,270,605</b>
	<b>Expenses</b>			
IV	Cost of materials consumed	14	765,489,241	511,362,640
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	15	(98,842,617)	26,118,669
	Employee Benefit Expense	16	3,391,315	3,536,997
	Financial Costs	17	908,488	683,743
	Depreciation and Amortization Expense	18	140,963	112,191
	Other Expenses	19	4,973,419	6,455,688
	<b>Total Expenses (IV)</b>		<b>676,060,809</b>	<b>548,269,928</b>
V	Profit before exceptional items and tax	(III - IV)	<b>3,415,968</b>	<b>3,000,677</b>
VI	Exceptional Items		-	-
VII	Profit before tax (V - VI)		<b>3,415,968</b>	<b>3,000,677</b>
VIII	<b>Tax expense:</b>			
	(1) Current tax		700,000	700,000
	(2) Earlier tax		89,154	-
	(3) Deferred tax		-	25,450
IX	Profit(Loss) from the period from continuing operations	(VII-VIII)	<b>2,626,814</b>	<b>2,275,227</b>
X	Profit/(Loss) from discontinuing operations before tax		-	-
XI	Tax expense of discounting operations		-	-
XII	Profit/(Loss) from Discontinuing operations (X-XI)		-	-
XIII	Profit/(Loss) for the period (IX + XII)		<b>2,626,814</b>	<b>2,275,227</b>
XIV	Other Comprehensive Income net of tax		-	-
XV	<b>Total Comprehensive Income for the year</b>		<b>2,626,814</b>	<b>2,275,227</b>
XVI	<b>Details of equity share capital</b>			
	Paid up equity share capital		100,263,450	100,263,450
	Face value of equity share capital		10/-	10/-
XVII	<b>Earning per share:</b>			
	<b>Earning per equity share for continuing operations</b>			
	(1) Basic earnings (loss) per share from continuing operations		0.27	0.23
	(2) Diluted earnings (loss) per share from continuing operations		0.27	0.23
	<b>Earning per equity share for discontinued operations</b>			
	(1) Basic earnings (loss) per share from discontinued operations		-	-
	(2) Diluted earnings (loss) per share from discontinued operations		-	-
	<b>Earning per equity share:</b>			
	(1) Basic earnings (loss) per share from continuing and discontinued operations		0.27	0.23
	(2) Diluted earnings (loss) per share from continuing and discontinued operations		0.27	0.23

### NOTES TO ACCOUNTS

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Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement

As per Report Of Even Date

For , Parth Shah and Associates

Chartered Accountants

FRN No. 144251W

For, Bhakti Gems and Jewellery Limited

Sd/-

Parth N. Shah

(Proprietor)

Mem. No. : 173468

UDIN : 21173468AAAAIU2110

Place: Ahmedabad

Date : 30/06/2021

Sd/-

Akshay S. Mehta  
( Managing Director)

DIN : 02986761

Sd/-

Varshaben A. Mehta  
(Whole Time Director)

DIN : 02988112

Sd/-

Sanket R. Shah  
(CFO)

**Bhakti Gems and Jewellery Limited**  
**Cash Flow Statement For The Year Ended 31<sup>st</sup> March, 2021**

PARTICULARS	AS AT 31.03.2021	AS AT 31.03.2020
<b>A. Cash Flow from Operating Activity</b>		
Profit before Taxation	3,415,968	3,000,677
Add : Non Cash & Non Operating Expenses		
Depreciation Expense	140,963	112,191
Finance Cost	908,488	683,743
Interest Income	(435,434)	(254,382)
Other Income	-	(624,904)
Operating Profit before Working Capital Changes	4,029,985	2,917,325
Adjustment for;		
(Increase) / Decrease in Inventory	(98,842,617)	26,118,668
(Increase) / Decrease in Debtors	12,651,040	14,626,031
(Increase) / Decrease in Loans & Advances	10,633,230	(9,057,760)
(Increase) / Decrease in Current Assets	(755,482)	(514,451)
(Increase) / Decrease in Short Term Borrowings	73,703,745	(30,276,540)
Increase / (Decrease) in Current Liabilities & Provisions	16,425	(31,195)
Increase / (Decrease) in Trade Payables	(1,192,353)	(1,506,180)
Increase / (Decrease) in Provisions	46,810	863,380
Cash Generated from Operation	290,783	3,139,278
Taxes Paid	789,154	700,000
<b>Net Cash Flow from Operating Activities</b>	<b>(498,371)</b>	<b>2,439,278</b>
<b>B. Cash Flow from Investing Activity</b>		
(Increase) / Decrease in Fixed Assets (net)	(909,728)	(190,456)
(Increase) / Decrease in Investments & Accrued Interest Thereon	-	-
Finance Cost	(908,488)	(683,743)
Interest Income	435,434	254,382
Other Income	-	624,904
<b>Net Cash Flow from Investing Activities</b>	<b>(1,382,782)</b>	<b>5,087</b>
<b>C. Cash Flow from Financing Activity</b>		
Proceeds from Issue of Shares	-	-
Adjustments in Reserves and Surplus	(150,000)	-
<b>Net Cash Flow from Financing Activities</b>	<b>(150,000)</b>	<b>-</b>
Net Increase / (Decrease) in Cash & Cash Equivalents	<b>(2,031,155)</b>	<b>2,444,368</b>
Opening Balance of Cash & Cash Equivalents	2,615,363	170,995
Closing Balance of Cash & Cash Equivalents	584,208	2,615,363
Net Increase / (Decrease) in Cash & Cash Equivalents	<b>(2,031,155)</b>	<b>2,444,368</b>
<b>For , Parth Shah and Associates</b>	<b>For, Bhakti Gems and Jewellery Limited</b>	
<b>Chartered Accountants</b>		
<b>FRN No. 144251W</b>		
 <b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>Parth N. Shah</b>	<b>Akshay S. Mehta</b>	<b>Varshaben A. Mehta</b>
<b>(Proprietor)</b>	<b>( Managing Director)</b>	<b>(Whole Time Director)</b>
<b>Mem. No. : 173468</b>	<b>DIN : 02986761</b>	<b>DIN : 02988112</b>
<b>UDIN : 21173468AAAAIU2110</b>		
 <b>Place: Ahmedabad</b>	<b>Sd/-</b>	
<b>Date : 30/06/2021</b>	<b>Sanket R. Shah</b>	
	<b>(CFO)</b>	

# Bhakti Gems and Jewellery Limited

Notes Forming Integral Part of the Assets & Liabilities as at 31<sup>st</sup> March, 2021

## Note : 1 Property , Plant & Equipments

Amount in `Rs

Sr. No	Particulars	Gross Block				Depreciaton				Net Block	
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2021	WDV as on 31.03.2020
(i)	<b>Property, Plant and Equipment</b>										
1	Software	115,121	250,000	-	365,121	55,006	30,008	-	85,014	280,107	60,115
2	Computer	232,934	26,694	-	259,628	107,402	22,513	-	129,915	129,713	125,532
3	Air Conditioner	428,316		-	428,316	96,459	15,763	-	112,222	316,094	331,857
4	Furniture	114,500		-	114,500	21,746	4,406	-	26,152	88,348	92,754
5	Bar code system	145,026		-	145,026	34,309	5,259	-	39,568	105,458	110,717
6	Office equipment	60,146	22,565	-	82,711	17,809	2,547	-	20,356	62,355	42,337
7	Mobile	29,552	55,847	-	85,399	9,444	2,281	-	11,725	73,674	20,108
8	Camera	45,800	-	-	45,800	8,912	1,752	-	10,664	35,136	36,888
9	CCTV Camera	81,857	-	-	81,857	14,480	3,200	-	17,680	64,177	67,377
10	Weighing Scale	45,750	-	-	45,750	5,889	1,893	-	7,782	37,968	39,861
11	Printer	13,400	-	-	13,400	6,795	1,071	-	7,866	5,534	6,605
12	Vehicle	833,777	-	-	833,777	96,357	-	-	96,357	737,420	737,420
13	Canon Lid Scanner	3,900	17,000	-	20,900	632	1,908	-	2,540	18,360	3,268
14	Wagnor Car	-	537,622	-	537,622	-	47,796	-	47,796	489,826	-
15	Ro Machine	12,500	-	-	12,500	594	566	-	1,160	11,340	11,906
	<b>TOTAL</b>	<b>2,162,579</b>	<b>909,728</b>	<b>-</b>	<b>3,072,307</b>	<b>475,834</b>	<b>140,963</b>	<b>-</b>	<b>616,797</b>	<b>2,455,512</b>	<b>1,686,745</b>



# Bhakti Gems and Jewellery Limited

Notes Forming Integral Part of the Assets & Liabilities as at 31st March, 2021

## Note : 2 Trade Recievables

Sr. No.	Particulars	2021	2020
(A)	<u>Outstanding for More than six months</u>		
1	Secured, Considered Good :	-	-
(B)	<u>Outstanding for less than six months</u>		
1	Unsecured, Considered Good :		
1	Balance of Trade Receivable	43,929,579	56,580,619
	<b>Total in `</b>	<b>43,929,579</b>	<b>56,580,619</b>

## Note : 3 Cash & Cash Equivalent

Sr. No.	Particulars	2021	2020
(A)	<u>Cash-in-Hand</u>		
1	Cash Balance	148,234	208,109
	<b>Sub Total (A)</b>	<b>148,234</b>	<b>208,109</b>
(B)	<u>Bank Balance</u>		
1	YES Bank	-	240,193
2	ICICI Bank	435,974	2,167,061
	<b>Sub Total (B)</b>	<b>435,974</b>	<b>2,407,254</b>
	<b>Total in ` { A+B}</b>	<b>584,208</b>	<b>2,615,363</b>

## Note : 4 Loans , Current

Sr. No.	Particulars	2021	2020
(A)	<u>From Bank</u>	-	-
1	FD with ICICI Bank	-	5,000,000
(B)	<u>From Others</u>		
1	Bhakti Ornaments Loan A/c	-	1,450,000
2	Laxmi Bunglow	-	1,975,067
3	Infinite Construction	-	858,163
4	Anandiben B. Desai	-	1,150,000
5	TDS on Professional Fees	-	200,000
	<b>Total in ` { A+B}</b>	<b>-</b>	<b>10,633,230</b>

## Note : 5 Other Current Assets

Sr. No.	Particulars	2021	2020
(A)	<u>Other Current Assets</u>		
1	Misc. Expense (To the extent not written off)	4,352,860	553,527
2	TDS Receivable	586,010	31,784
3	Prepaid Expenses	16,282	62,029
4	Advance Tax	350,000	750,000
5	Income Tax A Y 2015-16	1,401,000	1,401,000
6	GST Receivable	333,567	836,231
7	Claim Outstanding	-	670,035
	<b>Total in `</b>	<b>10,041,831</b>	<b>9,286,349</b>

# Bhakti Gems and Jewellery Limited

Notes Forming Integral Part of the Assets & Liabilities as at 31<sup>st</sup> March, 2021

## Statement of Change in Equity

### Equity Share Capital

Particulars	Amount
<b>As at April 01, 2019</b>	<b>87185600</b>
Changes in equity share capital	13077850
<b>As at March 31, 2020</b>	<b>100263450</b>
Changes in equity share capital	-
<b>As at March 31, 2021</b>	<b>100263450</b>

### Other Equity

Particulars	Reserves and Surplus		Total
	Securities Premium Reserve	Retain Earnings	
<b>As at April 01, 2019</b>	<b>54547041</b>	<b>4119242</b>	<b>58666283</b>
Profit for the year	-	2275227	2275227
Other Comprehensive Income	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>-</b>	<b>2275227</b>	<b>2275227</b>
Increase / Decrease in Securities Premium Reserve	13077850	-	13077850
Other Adjustments	-	-	-
<b>As at March 31, 2020</b>	<b>41469191</b>	<b>6394469</b>	<b>47863660</b>
Profit for the year	-	2626814	2626814
Other Comprehensive Income	-	-	-
<b>Total Comprehensive Income for the year</b>	<b>-</b>	<b>2626814</b>	<b>2626814</b>
Increase / Decrease in Securities Premium Reserve	-	-	-
Other Adjustments	-	150,000	150,000
<b>As at March 31, 2021</b>	<b>41469191</b>	<b>8871283</b>	<b>50340474</b>

### Note : 6 Equity Share Capital

Sr. No.	Particulars	2021	2020
(A)	<b>AUTHORIZED CAPITAL</b>		
1	10040000 Equity Shares of Rs. 10/- each	100,400,000	100,400,000
		100,400,000	100,400,000
(B)	<b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</b>		
	<i>To the Subscribers of the Memorandum</i>		
1	10026345 Equity Shares of Rs.10/- each	100,263,450	100,263,450
	<b>Total in `</b>	<b>100,263,450</b>	<b>100,263,450</b>

Following Shareholders hold equity shares more than 5% of the total equity shares of the Company.

Sr. No.	SHARE HOLDER'S NAME	2021	2020
1	Akshay Sevantilal Mehta	4,493,957	5,191,843
		44.82%	51.78%
2	Varshaben Akshay Mehta	823,153	823,153
		8.21%	8.21%
4	Vivid Offset Printers Limited	-	819,560
		-	8.17%

# Bhakti Gems and Jewellery Limited

Notes Forming Integral Part of the Assets & Liabilities as at 31<sup>st</sup> March, 2021

## Note : 7 Other Equity

Sr. No.	Particulars	2021	2020
1	Capital Reserve	-	-
2	Capital Redemption Reserve	-	-
3	Securities Premium reserve	41,469,191	41,469,191
4	Debenture Redemption Reserve	-	-
5	Revaluation Reserve	-	-
6	Shares Option Outstanding Account	-	-
7	Other Reserve (Special Reserve)	-	-
8	Surplus (Profit & Loss Account)	8,871,283	6,394,469
	Balance brought forward from previous year	6,394,469	4,119,242
	Less: Tax on Regular Assessment Paid / Short Provision Adj	-	-
	Add: Excess Provision Reversed	-	-
	Less: Adjustment of Earlier Period	150,000	-
	Less: Profit / (Loss) for the period	2,626,814	2,275,227
	<b>Total in `</b>	<b>50,340,474</b>	<b>47,863,660</b>

## Note : 8 Borrowings , Current

Sr. No.	Particulars	2021	2020
<b>(A) From Bank</b>			
1	ICICI Bank	46,703,435	-
<b>(B) From Others</b>			
1	Akshay Mehta	26,400,310	-
2	Meet Mehta	600,000	-
	<b>Total in `</b>	<b>73,703,745</b>	<b>-</b>

## Note : 9 Trades Payable , Current

Sr. No.	Particulars	2021	2020
<b>(A) Sundry Creditors for Materiel/Supplies:</b>			
1	Advance from Customers	58,811	1,673,528
<b>(B) Sundry Creditors for Expenses and Others</b>			
1	Balance of Sundry Creditors for Expenses	422,364	-
	<b>Total in `</b>	<b>481,175</b>	<b>1,673,528</b>

## Note : 10 Other Current Liabilities

Sr. No.	Particulars	2021	2020
<b>(A) Other Current Liabilities</b>			
1	TDS Payable	137,727	194,995
2	TCS Payable	73,693	-
	<b>Total in `</b>	<b>211,420</b>	<b>194,995</b>

## Note : 11 Provisions, Current

Sr. No.	Particulars	2021	2020
<b>(A) Other Provisions</b>			
1	Provision for Income Tax	700000	900000
2	Audit Fees Payable	40,000	35000
3	Unpaid Accounting Fees	-	40000
4	Unpaid Electricity Expenses	-	4340
5	Unpaid Telephone Expenses	-	850
6	Unpaid Rent	40,000	-
7	Unpaid Remuneration / Salary	376,000	129000
	<b>Total in `</b>	<b>1,156,000</b>	<b>1,109,190</b>

# Bhakti Gems and Jewellery Limited

**Notes Forming Part of Statement of Profit & Loss Accounts for the year ended 31<sup>st</sup> March, 2021**

**Note : 12 Revenue from Operations**

Sr. No.	Particulars	2021	2020
1	Sales	679,041,343	550,391,319
	<b>Total in `</b>	<b>679,041,343</b>	<b>550,391,319</b>

**Note : 13 Other Income**

Sr. No.	Particulars	2021	2020
1	Interest on Mutual Fund	-	151,432
2	Interest on FD	28,767	72,500
3	Other Interest Income	406,667	30,450
4	Stone Charge Income	-	41,980
5	Other Income	-	582,924
	<b>Total in `</b>	<b>435,434</b>	<b>879,286</b>

**Note : 14 Cost of Material Consumed**

Sr. No.	Particulars	2021	2020
a)	<b>PURCHASES OF RAW MATERIALS AND STORES</b>		
1	Purchase	765,408,916	511,334,500
2	Direct Expenses	80,325	28,140
	<b>Total in `</b>	<b>765,489,241</b>	<b>511,362,640</b>

**Note : 15 Change in Inventories**

Sr. No.	Particulars	2021	2020
1	Opening Stock	70,380,259	96,498,928
2	Closing Stock	169,222,876	70,380,259
	<b>Total in `</b>	<b>(98,842,617)</b>	<b>26,118,669</b>

**Note : 16 Employment Benefit Expenses**

Sr. No.	Particulars	2021	2020
1	Salary Expenses	2,071,315	1,752,267
2	Directors Remuneration	1,320,000	1,784,730
	<b>Total in `</b>	<b>3,391,315</b>	<b>3,536,997</b>

**Note : 17 Financial Cost**

Sr. No.	Particulars	2021	2020
1	Bank Charges & Interest Expenses	908,488	683,743
	<b>Total in `</b>	<b>908,488</b>	<b>683,743</b>

# Bhakti Gems and Jewellery Limited

**Notes Forming Part of Statement of Profit & Loss Accounts for the year ended 31<sup>st</sup> March, 2021**

**Note : 18 Depreciation & Amortised Cost**

Sr. No.	Particulars	2021	2020
1	Depreciation	140,963	112,191
	Total in `	<b>140,963</b>	<b>112,191</b>

**Note : 19 Other Administrative Expenses**

Sr. No.	Particulars	2021	2020
1	Audit Fees	40,000	40,000
2	Electricity Expenses	39,610	84,770
3	Insurance Expenses	174,834	47,764
4	Rent Expenses	480,000	630,000
5	Municipal Taxes	26,235	67,004
6	Exhibition Expenses	598,202	859,546
7	Office Expenses	15,070	149,052
8	Telephone Expenses	3,125	13,991
9	ROC , BSE & NSDL Expenses	322,512	324,900
10	Loss / Profit on Gold Rate Exchange	-	3,835,382
11	Repairing & Maintenance Expenses	164,980	233,704
12	Other Expenses	1,912,636	147,575
13	Misc. Expenses	1,088,215	-
14	Legal & Professional Fees	108,000	22,000
	Total in `	<b>4,973,419</b>	<b>6,455,688</b>

**Significant Accounting Policies and Notes forming parts of Accounts**

**Note : 20**

**NOTES ON ACCOUNTS**

1. Previous year's figures are regrouped/rearranged wherever necessary.
2. Provision for Taxation for the current year has been made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.
3. The balances of Loans and Advances are subject to their confirmation and reconciliation if any.
4. All the Opening Balances are taken as per previous year audit report.
5. Contingent liability in respect of claims against the company not acknowledged as debts against which the company has counter claims aggregating to Rs. is Nil.
6. In the opinion of the Board, the current assets, loans and advances are approximately of the value stated in the Balance sheet, if realized in the ordinary course of business.
7. Information pursuant to paragraph 2, 3, 4, 5 of Part II of the schedule III is given as under so far as it applies to the company.

a) Payment to Statutory Auditors

	Current Year	Previous Year
1. Audit Fees	40000/-	40000/-

8. There is no adjustment required to be made to the profits or loss for complying with ICDS notified u/s 145(2).

**For, Parth Shah And Associates.**  
**Chartered Accountants**  
**FRN No:- 144251W**

**For And On Behalf Of The Board**

**Sd/-**  
**Parth N. Shah**  
**(Proprietor)**  
**Mem. No.: 173468**  
**UDIN : 21173468AAAAIU2110**  
**Place: Ahmedabad**  
**Date: 30/06/2021**

<b>Sd/-</b> <b>(Managing Director)</b>	<b>Sd/-</b> <b>(Whole Time Director)</b>
<b>Sd/-</b> <b>(CFO)</b>	

## **Significant Accounting Policies**

### **A. Basis of preparation of Financial Statements**

The Financial statements are prepared under the historical cost convention and on accrual basis in accordance with applicable Indian Accounting Standards referred to in section 133 of The Companies Act, 2013 and other relevant provision of the Act.

Accounting policies not specifically referred to otherwise are consistent and in accordance with the generally accepted accounting principles

### **B. Revenue Recognition**

Sales are recorded exclusive of Taxes.

### **C. Fixed Assets**

Fixed assets are stated at cost of acquisition or construction less accumulated depreciation, including financial cost till such assets are ready for its intended use.

### **D. Depreciation**

Depreciation is charged on written down value method as per Companies Act 2013.

### **E. Impairment of Assets**

Impairment of assets if any is ordinarily assessed by comparing recoverable value of individual assets with its carrying cost.

### **F. Inventories**

Inventories are valued at cost or net realizable value whichever is lower. Cost in respect of inventories is ascertained on Weighted Average Method.

### **G. Investments**

Long Term Investments are stated at cost. Provision for diminution if any in value of assets is only made when the same is of permanent nature.

### **H. Retirement Benefits**

- i As certified by the management, the company has no liability under the Provident Fund & Super Annuation Fund as the said acts do not apply to the company.
- ii It is explained to us that the company does not provide for any leave encashment and any liability arising thereon shall be paid and dealt with in the books of accounts at the actual time of payment.

#### **I. Prior Period Items**

Significant items of Income or Expenditure, which relates to the prior accounting periods, are accounted in the Profit and Loss Account under the head “prior year Adjustments” other than those occasioned by the events occurring during or after the close of the year and which are treated as relatable to the current year.

#### **J. Borrowing Cost**

Borrowing cost on working capital is charged against the profit & loss account in which it is incurred.

Borrowing costs that are attributable to the acquisition or construction or manufacture of qualifying assets are capitalized as a part of the cost of such assets till the date of acquisition or completion of such assets. In respect of suspended project for extended period, borrowing costs are not capitalized for such period.

#### **K. Taxes on Income**

Taxes on income of the current period are determined on the basis of taxable income and credits computed in accordance with the provisions of the Income tax Act, 1961.

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

#### **L. Provision, Contingent liabilities and contingent assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but the same is disclosed in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

#### **M. Related Party Transactions:-**

In accordance with the requirements of relevant Indian Accounting Standards, the following transactions are considered as Related Party transactions:-

<b>Sr. No.</b>	<b>Name</b>	<b>2020-21</b>	<b>Relationship</b>	<b>Nature of transaction</b>
1.	Akshay S Mehta	720000/-	Director	Remuneration paid
2.	Varsha A Mehta	600000/-	Director	Remuneration paid
3.	Akshay S Mehta	480000/-	Director	Rent paid
4.	Akshay S Mehta	26400310/-	Director	Unsecured Loan Taken



**N. Foreign Currency Transaction**

There are no such foreign currency transactions during the year.

**O. C/F Value of Import Raw Materials: NIL**

**P. Expenditure in Foreign Currency: NIL**

**Q. Earning per Share:** The Earning Per Share has been computed as under:

(a) Profit after tax	Rs. 2626814/-
(b) Equity Share (In Number)	No. 10026345
(c) Nominal value of share	Rs. 10 per share
(d) EPS	Rs. 0.27

**For, Parth Shah And Associates**  
**Chartered Accountants**  
**FRN No:- 144251W**

**For And On Behalf Of The Board**

**Sd/-**

**Sd/-**

**Sd/-**

**Parth N. Shah**  
**(Proprietor)**  
**Mem. No.: 173468**  
**UDIN : 21173468AAAAIU2110**  
**Place: Ahmedabad**  
**Date: 30/06/2021**

**(Managing Director)**

**(Whole Time Director)**

**Sd/-**

**(CFO)**