



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

**Subject: Submission of Notice of Annual General Meeting under Regulation 30 of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

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

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of Annual General Meeting of the Company to be held on Thursday 30<sup>th</sup> September, 2021 at 11:00 A.M. The aforesaid notice along with instructions for e-voting instructions is being sent to all eligible shareholders through permitted mode and is also available on the website of the Company at [www.bhaktijewellery.com](http://www.bhaktijewellery.com)

This is for your information and records.

Thanking You,

For, BHAKTI GEMS AND JEWELLERY LIMITED

27/9/21. 11:11 AM.

AKSHAY SEVANTILAL MEHTA  
DIRECTOR  
[DIN: 02986761]





## 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.

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

#### **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**

**Registered Office**

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

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

SD/-

Akshay S. 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>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <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>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. 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>4. 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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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

<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)</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
<b>II</b>	<b>Information about the Appointee:</b>	
	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	<p>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.</p> <p>Mr. Akshay Sevantilal Mehta is of proven caliber and skill and having wide ranging experience in the industry.</p> <p>Mr. Akshay Sevantilal 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 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**

**Registered Office**

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

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

SD/-

Akshay S. 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)

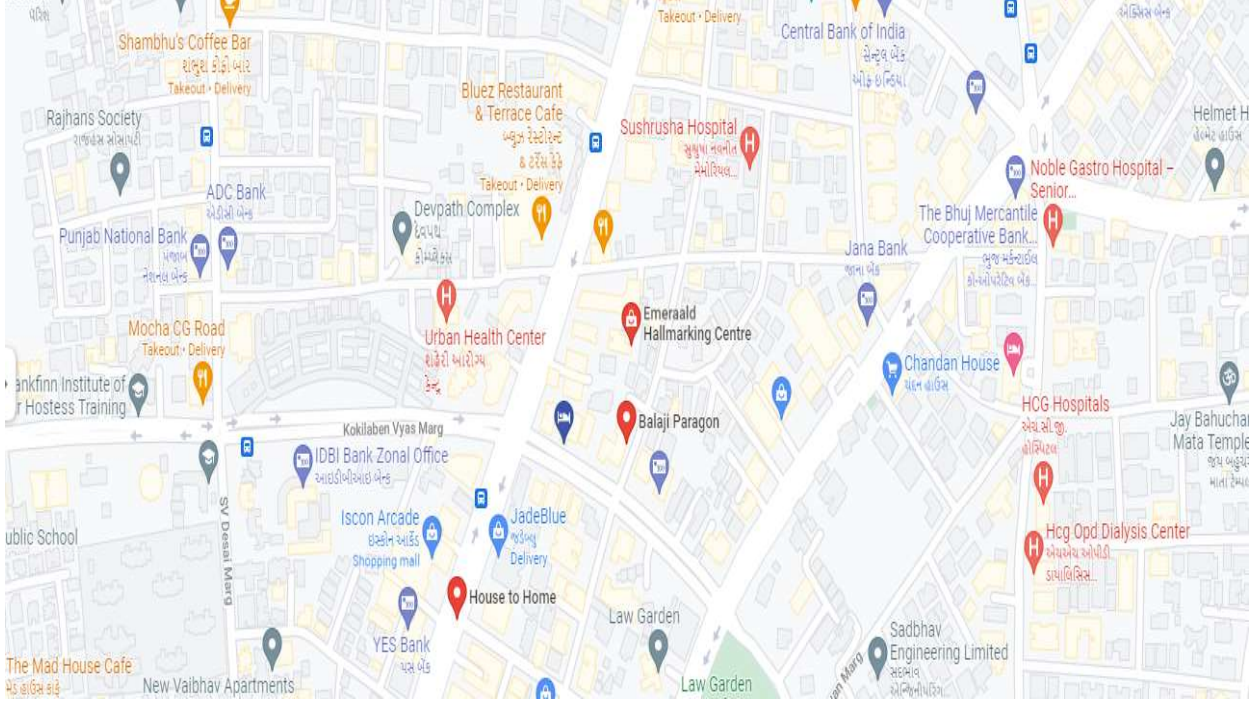
**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.





### **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,  
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