



KENVI JEWELS LIMITED

Corporate Information

BOARD OF DIRECTORS

Mr. Chirag Champaklal Valani	Managing Director
Mrs. Hetalben Chiragkumar Valani	Whole-Time Director
Mr. Amitkumar Bharatbhai Prajapati	Non-Executive Independent Director
Mr. Sanni Shaileshbhai Shah	Non-Executive Independent Director
Mr. Krunal Dilipbhai Shah	Non-Executive Independent Director (w.e.f. 06/07/2021)
Mr. Vidhutkumar Shankarlal Shah	Non-Executive Independent Director (upto 06/07/2021)

CHIEF FINANCIAL OFFICER

Mr. Mayur Satyanarayan Sharma

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Nikita Sharma

STATUTORY AUDITORS

M/s. Parth Shah and Associates
Chartered Accountants

BANKERS TO THE COMPANY

Axis Bank Limited
Ground Floor, Mangalam Complex
Opp. Odhav Talav BRTS, Odhav
Ahmedabad - 382415
Gujarat, India

REGISTERED OFFICE

14, Nav Durga Complex
Opp. Nav Durga Society
Ambicanagar, Odhav
Ahmedabad - 382415
Gujarat, India

REGISTRAR & TRANSFER AGENT

KFin Technologies Private Limited
Karvy Selenium Tower B
Plot 31-32, Gachibowli
Financial District, Nanakramguda
Hyderabad - 500032



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KENVI JEWELS LIMITED

Managing Director's Message to Stakeholders



It gives me immense pleasure to share with you an update on the performance of your Company for the F.Y. 2020-21. As compared to last year, the Company has made more profits. While year 2021 was 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 stable financial performance.

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

Warm Regards
Chirag Valani
Managing Director



KENVI JEWELS LIMITED

NOTICE is hereby given that the **8th ANNUAL GENERAL MEETING** of the members of **KENVI JEWELS LIMITED** ("the Company") will be held as scheduled below:

Date: 30th September 2021

Day: Thursday

Time: 3:00 p.m.

Place: At the Registered Office of the Company situated at 14, Nav Durga Complex, Opp. Nav Durga Society, Ambicanagar, Odhav, Ahmedabad - 382415, Gujarat

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements for the year ended 31st March 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To Appoint a Director in place of Mr. Chirag Champaklal Valani (DIN: 06605257), 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. Appointment of Mr. Krunal Dilipbhai Shah as a Director (Non-Executive Independent) of the Company.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and Schedule IV to the said Act, Mr. Krunal Dilipbhai Shah (DIN: 09225831) who was appointed as an Additional Director (Non-Executive Independent) of the Company w.e.f. 6th July 2021 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five consecutive years.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to file necessary e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be necessary to give effect to the above resolution.

4. Revision in remuneration payable to Mr. Chirag Champaklal Valani, Managing Director of the Company.

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **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 payable to Mr. Chirag



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Champaklal Valani (DIN: 06605257), Managing Director, with effect from April 1, 2021 till the remaining period of his tenure ending on August 15, 2022.

RESOLVED FURTHER THAT the remuneration payable to Mr. Chirag Champaklal Valani shall not exceed Rs. 12,00,000/- per annum inclusive of all perquisites.

RESOLVED FURTHER THAT the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Chirag Champaklal Valani, Managing Director of the Company, be paid remuneration by way of Salary, Perquisites and Allowances not exceeding Rs. 12,00,000/- (Rupees Twelve Lakhs only) per annum, till the remaining period of his tenure, in case the Company has no profits or its profits 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. Chirag Champaklal Valani, 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 remuneration, all other terms and conditions of his appointment as Managing Director of the Company shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors 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: 7th September 2021

BY ORDER OF THE BOARD OF DIRECTORS OF
KENVI JEWELS LIMITED

Registered Office:
14, Nav Durga Complex
Opp. Nav Durga Society
Ambicanagar, Odhav
Ahmedabad - 382415, Gujarat

Chirag C. Valani
Managing Director
DIN: 06605257



KENVI JEWELS LIMITED

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER.

The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/Authorisation document authorising their representative to attend and vote on their behalf at the AGM.
3. Members/Proxies/Authorised Representatives are requested to bring their Attendance Slip, which is enclosed herewith. Members, who hold shares in electronic form, are requested to write their DP ID and Client ID number/s and those who hold shares in physical form, are requested to write their Folio Number/s in the Attendance Slip for attending the AGM to facilitate identification of Membership at the AGM.
4. The Register of Members and Share Transfer Books shall remain closed from 24th September 2021 to 30th September 2021 (both days inclusive) for the purpose of Annual General Meeting (AGM).
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company/ RTA.
6. 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.
7. The Shareholders holding Shares in Physical form are advised to seek their shareholding changed to dematerialized form since in terms of SEBI and Stock Exchange guidelines, no physical shares can be traded in the Stock Exchanges.
8. This is to bring to the notice of the Shareholders that the request for effecting transfer of securities held in Physical form (except in case of transmission or transposition) would not be entertained and shall not be processed by the Company / RTA of the Company w.e.f. 1st April 2019 pursuant to SEBI Press Release No. 12/2019 dated 27th March 2019.



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9. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
10. 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.
11. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.
12. 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, KFin Technologies Private Limited for shares held in physical form and to their respective Depository Participants (DPs) for shares held in electronic form.
13. 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. Stock Exchanges permit 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. The Annual Report of the Company will also be available on the Company's website www.kenvijewels.com.
14. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11:00 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.
15. The Company being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, Company is not required to provide remote e-voting facility to its members.
16. **BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING**

Details as required 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 are as follows:

Particulars	Mr. Chirag C. Valani	Mr. Krunal D. Shah
Date of Birth	26/08/1982	04/09/1991
Date of Appointment	24/06/2013	06/07/2021
Qualification	Matriculation	Graduate
Brief Profile and Nature of Expertise	Mr. Chirag C. Valani is the Promoter, Founder Director and Managing Director of the Company. He has 20 years of experience in jewellery industry. His in-depth	Mr. Krunal Shah is a Commerce Graduate having extensive knowledge in the areas of Preparation of Accounts and Finalising of



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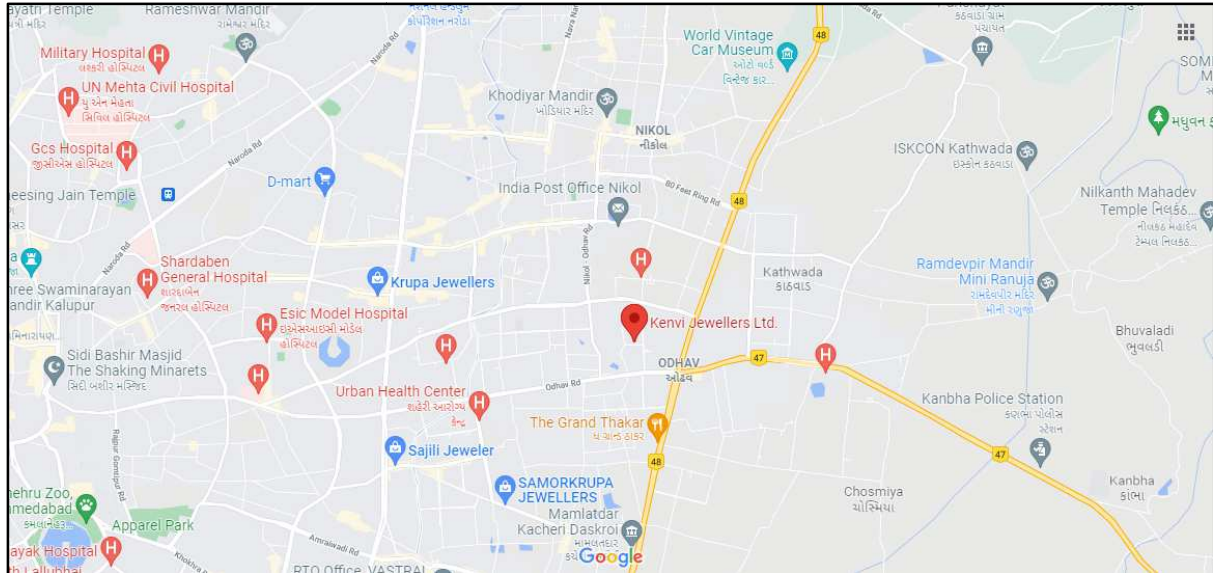
	knowledge of jewellery industry has contributed immensely to the growth of the Company. Currently, he is looking after the business development and the overall operations of the Company. He also responsible in strengthening the sales and marketing strategy of the Company.	Balance Sheets and Profit & Loss Accounts.
Terms & Conditions of Appointment / Re-appointment	Subject to such terms and conditions of appointment as Managing Director	For a period of five years commencing from 6 th July 2021 and on such terms and conditions of appointment as an Independent Director
Remuneration last drawn	Rs. 3,60,000	N.A.
Relationships between Directors inter-se	Mr. Chirag C. Valani is Husband of Mrs. Hetalben C. Valani	--
Directorship held in other companies	--	--
Membership/Chairmanship of Committee in other Companies	--	--
No. of shares held in the Company	56,55,790	--
No. of Board Meetings attended during the Year	5 out of 5	N.A.



KENVI JEWELS LIMITED

Route Map to the Venue of Annual General Meeting

Kenvi Jewels Limited, 14, Nav Durga Complex Opp. Nav Durga Society, Ambicanagar, Odhav, Ahmedabad - 382415





KENVI JEWELS LIMITED

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

ITEM NO. 3:

Mr. Krunal Shah (DIN: 09225831) was appointed as an Additional Director under the category of Non-Executive Independent of the Company w.e.f. 6th July 2021. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Krunal Shah holds office up to the date of ensuing Annual General Meeting. Due notice under Section 160 of the Companies Act, 2013 has been received to propose him as a candidate for the office of Director of the Company.

The Board is also of the opinion that based on the declarations submitted by Mr. Krunal Shah, he fulfills the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Krunal Shah does not hold any equity share of the Company. The period of office of Mr. Krunal Shah shall not be liable to determination by retirement of Directors by rotation. Brief profile of Mr. Krunal Shah in terms of Regulation 36(3) of the Listing Regulations is forming part of this notice. Mr. Krunal Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board recommends passing of the resolution as set out in Item No. 3 of this Notice. None of the Director of the Company except Mr. Krunal Shah is concerned or interested in this resolution.

ITEM NO. 4:

Mr. Chirag Champaklal Valani (DIN: 06605257), is the Promoter and Managing Director of the Company. He has been appointed as the Director since June' 2013 and designated as Managing Director of the Company with effect from August 16, 2017.

Mr. Chirag Champaklal Valani has successfully managed various phases of expansion and growth of our business and operations. He has vast experience in Jewellery Industry and has been instrumental in formulating growth strategy of our Company.

Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Chirag Champaklal Valani, 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. Chirag Champaklal Valani, Managing Director, subject to the approval of shareholders, as set out in the resolution being item no. 4 of the accompanying notice with effect from April 1, 2021 till the remaining period of his tenure ending on August 15, 2022.

Where in any financial year, during the currency of the tenure of Mr. Chirag Champaklal Valani as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 4 of the accompanying notice, 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 within the limits arrived at in accordance with the requirements of the said section II, subject to the following: