



KENVI JEWELS LIMITED

CIN: L52390GJ2013PLC075720

Registered Office: Shop No. 121 & 122 Super Mall Complex, Nr Lal Bunglow, CG Road,
Ahmedabad-380006 Gujarat
Tele. No.: 079-22973199

Email: compliance.kjl@gmail.com

Website: www.kenvijewels.com

Corporate Information

BOARD OF DIRECTORS

Mr. Chirag Champaklal Valani	Managing Director
Mrs. Hetalben Chiragkumar Valani	Executive Director
Mr. Amitkumar Bharatbhai Prajapati	Non-Executive Independent Director
Mr. Sanni Shaileshbhai Shah	Non-Executive Independent Director
Mr. DIPEN MINESHBHAI PATEL	Non-Executive Independent Director (w.e.f 30/05/2023)

CHIEF FINANCIAL OFFICER

Mr. Mayur Satyanarayan Sharma

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Nikita Sharma (Resignation w.e.f 12th April, 2022)
Mrs. Atula Patel (Appointment w.e.f 3rd October, 2022)
Mrs. Atula Patel (Resignation w.e.f 3rd March, 2023)
Mr. KEYURI JINESH SHAH (Appointment w.e.f 09th June, 2023)

STATUTORY AUDITORS

M/s. Parth Shah and Associates

Chartered Accountants
(Resignation w.e.f 15th April, 2022)

M/S. BHAGAT & CO.

CHARTERED ACCOUNTANT
(Appointed w.e.f 15th April, 2022)

BANKERS TO THE COMPANY

Axis Bank Limited

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

REGISTERED OFFICE

**Shop No. 121 & 122,
Super Mall Complex,
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Ahmedabad-380006.**



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REGISTRAR & TRANSFER AGENT

KFin Technologies Private Limited

Karvy Selenium Tower B

Plot 31-32, Gachibowli

Financial District, Nanakramguda

Hyderabad - 500032





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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. 2022-23. As compared to last year, the Company has made more profits. While year 2022-23 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



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Notice is hereby given that the **10th Annual General Meeting (AGM)** of the Members of **KENVI JEWELS LIMITED** is scheduled to be held on **Friday, 29th September, 2023** at 04:00 PM. through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following businesses. As set out in the Notice of 10th AGM. Which is being circulated for convening the AGM. The company already dispatched the Annual Report for the financial report 2022-23 along with the notice convening 10th AGM, through electronic mode to the shareholder whose email addresses are registered with the company and / or Depositories in accordance with the circulars issue by the ministry of corporate Affairs and Securities and Exchange Board of India. The Annual Report along With the notice of 10th AGM also available on the website of National Depository services limited (NSDL) at www.evoting.nsdl.com

Date: 29th September 2023

Day: Friday

Time: 4:00 p.m.

To transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements for the year ended 31st March 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To Appoint a Director in place of Mrs. Hetalben C. Valani (DIN: 06605369), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors of the Company and to fix their remuneration and in this Regard , 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 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Bhagat & Co., Chartered Accountants (ICAI Firm Registration No. 127250W), be and are hereby appointed as Statutory Auditors of the Company for term of 5 (five) years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 14th Annual General Meeting to be held in the year 2027, at a remuneration of Rs. 27,500 /- per annum (Rupees Twenty Seven Thousand Five Hundred Only) for the financial year 2022-23, with the power to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, revision including upward revision in the remuneration during the remaining tenure of four years, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

RESOLVED FURTHER THAT any of the director of the company, be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

SPECIAL BUSINESS:

4. "RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under



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and in accordance with the applicable provisions of the Articles of Association of the Company and subject to the approval of members of the Company, the consent of Board of Directors be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 12,86,10,000/- (Twelve Crore Eighty Six Lakh Ten Thousand only) divided into 12,86,10,000 (Twelve Crore Eighty Six Lakh Ten Thousand only) equity shares of Rs. 1/- (Rupees One only) each to Rs. 15,36,10,000 /- (Fifteen Crore Thirty Six Lakh Ten Thousand only) divided into 15,36,10,000 (Fifteen Crore Thirty Six Lakh Ten Thousand only) equity shares of Rs. 1/- (Rupees One only) each by the creation of additional 2,50,00,000 (Two Crore Fifty Lakh only) equity shares of Rs. 1/- (Rupees One only) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

The Authorized Share Capital of the Company is Rs. 15,36,10,000 /- (Fifteen Crore Thirty Six Lakh Ten Thousand only) divided into 15,36,10,000 (Fifteen Crore Thirty Six Lakh Ten Thousand only) equity shares of Rs. 1/- (Rupees One only) each.

RESOLVED FURTHER THAT Any Director of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

Place: Ahmedabad
Date: 6th September 2023

BY ORDER OF THE BOARD OF DIRECTORS OF
KENVI JEWELS LIMITED

Registered Office:
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Nr. Lal Bunglow, C.G. Road, Ahmedabad-380006.

Chirag C. Valani

Managing Director
DIN: 06605257



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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, September 23, 2023 to Thursday, 29th September, 2023 (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, Kfin Technologies 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. 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



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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.

9. 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.
10. 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.

11. 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 05th 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 Neelam Rathi, Practising Company Secretary (Membership No. FCS: 10993; CP No: 12454), 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. Friday, 22 September, 2023, 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 Tuesday, 26th September, 2023 at 9.00 A.M. and will end on Friday, 28th September 2023 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, 22nd September, 2023 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.

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

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



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proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2023.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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