

**BHAKTI GEMS AND JEWELLERY LIMITED**

**(CIN: L36910GJ2010PLC060064)**

**Registered Office:** FF/02, 413/1 Kalp Bhakti House, Nr Narayan Society,  
B/h Axis Bank, C G Road, Ahmedabad, Ashram Road P.O,  
Ahmedabad, City Taluka, Gujarat, India, 380009

**Website:** [www.bhaktijewellery.com](http://www.bhaktijewellery.com)

**Email ID:** [compliancebhakti@gmail.com](mailto:compliancebhakti@gmail.com) ; **Contact No.:** 9428508418

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**Date: - 25/06/2024**

**To,**  
**The General Manager- Listing**  
**The Corporate Relation Department,**  
**BSE Limited**  
**PJ Tower, 25th Floor, Dalal Street,**  
**Mumbai-400 001.**

**Subject: Intimation of Notice of Extra Ordinary General Meeting**

**Ref: Bhakti Gems and Jewellery Limited (Scrip Code - 540545)**

Dear Sir/Madam,

We would like to inform you that Extra Ordinary General Meeting will be held on **Saturday, 20<sup>th</sup> day of July, 2024** at the Registered Office of the Company situated at FF/02, 413/1 Kalp Bhakti House, Nr Narayan Society, B/h Axis Bank, C G Road, Ahmedabad Ashram Road P.O City Taluka Ahmedabad 380009, Gujarat, India.

We are enclosing herewith notice of Extra Ordinary General Meeting of the Company. The Notice is available on the website of the Company i.e. [www.bhaktijewellery.com](http://www.bhaktijewellery.com).

The details as required under PARA-A of Schedule HI of SEBI Listing Regulations Read with SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are attached herewith.

We request you to kindly take the above information on your record.

Thanking you,

**For, Bhakti Gems and Jewellery Limited**

**AKSHAY SEVANTILAL MEHTA**

**Managing Director**

**(DIN: 02986761)**

## **BHAKTI GEMS AND JEWELLERY LIMITED**

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**Registered Office:** FF/02, 413/1 Kalp Bhakti House, Nr Narayan Society,  
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### **Details of Material Event:**

<b>Particulars</b>	<b>Details</b>
Date of notice / call letters / resolutions etc.;	20 <sup>th</sup> June, 2024
Brief details viz. agenda (if any) proposed to be taken up, resolution to be passed, manner of approval proposed etc.	1. To approve the appointment of Mr. Jaimin Kanubhai Rami (DIN: 10599731) as an Independent Director 2.To approve the appointment of Mr. Manishkumar Sevantilal Zaveri (DIN: 03455585) as an Independent Director

**BHAKTI GEMS AND JEWELLERY LIMITED**  
Extra ordinary General Meeting ("EOGM")

**BHAKTI GEMS AND JEWELLERY LIMITED**

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**Website:** [www.bhaktijewellery.com](http://www.bhaktijewellery.com)

**Email ID:** [compliancebhakti@gmail.com](mailto:compliancebhakti@gmail.com); **Contact No.:** 9428508418

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**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**NOTICE is hereby given that the Extra Ordinary General Meeting ("EOGM") of the Members of Bhakti Gems And Jewellery Limited will be held on Saturday, 20<sup>th</sup> July, 2024 at 11:00 A.M. (IST) at FF/02, 413/1 Kalp Bhakti House, Nr Narayan Society, B/h Axis Bank, C G Road, Ahmedabad, Ashram Road P.O, Ahmedabad, City Taluka, Gujarat, India, 380009 to transact the following business:**

**SPECIAL BUSINESS:**

**Item no. 1:**

**To approve the appointment of Mr. Jaimin Kanubhai Rami (DIN: 10599731) as an Independent Director:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); Mr. Jaimin Kanubhai Rami (DIN: 10599731), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 23<sup>rd</sup> April, 2024 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, for a term of five (05) years, with effect from 23<sup>rd</sup> April, 2024.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to sign and file required e-forms with Registrar of Companies, Ministry of Corporate Affairs and to do all acts, deeds, matters and things may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

**Item no. 2:**

**To approve the appointment of Mr. Manishkumar Sevantilal Zaveri (DIN: 03455585) as an Independent Director:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 161(1) of the Companies Act, 2013 (the Act), Regulation 17 (1C) of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 read with Articles of Association of the Company and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force); Mr. Manishkumar Sevantilal Zaveri (DIN: 03455585), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from 23<sup>rd</sup> April, 2024 and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, for a term of five (05) years, with effect from 23<sup>rd</sup> April, 2024.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to sign and file required e-forms with Registrar of Companies, Ministry of Corporate Affairs and to do all acts, deeds, matters and things may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

**Place: Ahmedabad**  
**Date: 20<sup>th</sup> June, 2024**

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

**Registered Office:**  
FF/02,413/1 Kalp Bhakti House,  
Nr Narayan Society, B/h Axis Bank,  
CG Road, Ahmedabad Ashram Road  
P.O City Taluka Ahmedabad GJ 380009 IN

**SD/-**  
**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 Extra Ordinary General Meeting. Duplicate admission slips and or copies of the report and accounts will not be provided at the EGM 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, 12<sup>th</sup> July, 2024 to Saturday, 20<sup>th</sup> July, 2024 (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. A Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
7. 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.
8. 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.
9. 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 Notice 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.
10. 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 EGM venue during the continuance of the meeting.

11. 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.
12. The Notice calling the EGM has been uploaded on the website of the Company i.e. [www.bhaktijewellery.com](http://www.bhaktijewellery.com) . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) . The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) .

### **13. Procedure of Voting at the EGM:**

In addition to the remote e-voting facility as described below, the company shall arrange voting facility at the venue of EGM 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.

### **14. 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 EGM) to exercise their vote at the EGM 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 EGM will be provided by NSDL. The Company has appointed M/s. SS Lunkad & Associates, Practising Company Secretary (Membership No. FCS: 54915; CP No: 20418), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, 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, 12<sup>th</sup> July, 2024** 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) Once the vote on are solution is cast by the member, such member shall not be allowed to change it subsequently.

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

The remote e-voting period begins on Wednesday, 17<sup>th</sup> July, 2024 at 9.00 A.M. and will end on Friday, 19<sup>th</sup> July, 2024 at 5.00 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, 12<sup>th</sup> July, 2024, may, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 12<sup>th</sup> July, 2024.

### 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:

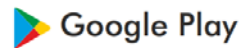
Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal 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 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</li></ol>



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 **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.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting

	<p>page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

**B) Login Method for e-Voting for 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.com](mailto:evoting@nsdl.com) 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [sushmitatch@gmail.com](mailto:sushmitatch@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.
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: 022 - 4886 7000 or send a request to Ms. Sarita Mote at [evoting@nsdl.com](mailto:evoting@nsdl.com)

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

1. 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) .
2. 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 shareholder 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.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

**THE MANNER IN WHICH PERSONS WHO HAVE ACQUIRED SHARES AND BECOME MEMBERS OF THE COMPANY AFTER THE DISPATCH OF NOTICE MAY OBTAIN THE LOGIN ID AND PASSWORD: -**

Any person who acquires shares and becomes shareholder of the Company after dispatch of the notice and holding shares as of the cut-off date may cast their votes by following the instructions and process of e-voting as provided above.

**Place: Ahmedabad**  
**Date: 20<sup>th</sup> June, 2024**

**Registered Office:**  
FF/02,413/1Kalp Bhakti House,  
Nr Narayan Society, B/h Axis Bank,  
CG Road, Ahmedabad Ashram Road  
P.O City Taluka Ahmedabad GJ 380009 IN

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

**SD/-**  
**Akshay Sevantilal Mehta**  
Managing Director  
[DIN:02986761]

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

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The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the businesses mentioned in the accompanying Notice.

**Item 1:**

Mr. Jaimin Kanubhai Rami was appointed as an Additional Independent Director of the Company by the Board of Directors at its Meeting held on 23<sup>rd</sup> April, 2024. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association, he is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Jaimin Kanubhai Rami, as a candidate for the office of a Director.

Mr. Jaimin Kanubhai Rami is having overall 12 years of experience in the field of Business Administration. He possess organizational skills, communication skills, critical thinking and teamwork skills.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Jaimin Kanubhai Rami has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mr. Jaimin Kanubhai Rami as Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as an Independent Director for a term of 5 years w.e.f. 23<sup>rd</sup> April, 2024.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Jaimin Kanubhai Rami as an Independent Director is now being placed before the Members in this General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Jaimin Kanubhai Rami is interested and concerned in the Resolution mentioned at Item No. 1 of the Notice. Other than Mr. Jaimin Kanubhai Rami, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 1 of the Notice.

The Directors recommend the Special resolution for the approval of the Members of the Company.

**Item 2:**

Mr. Manishkumar Sevantilal Zaveri was appointed as an Additional Independent Director of the Company by the Board of Directors at its Meeting held on 23<sup>rd</sup> April, 2024. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association, he is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Manishkumar Sevantilal Zaveri, as a candidate for the office of a Director.

Mr. Manishkumar Sevantilal Zaveri is having overall 27 years of experience in the field of Business Administration. He possess excellent communication skills, Strategic thinking, leadership and problem-solving skills.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Manishkumar Sevantilal Zaveri has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mr. Manishkumar Sevantilal Zaveri as Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as an Independent Director for a term of 5 years w.e.f. 23<sup>rd</sup> April, 2024.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, appointment of Mr. Manishkumar Sevantilal Zaveri as an Independent Director is now being placed before the Members in this General Meeting for their approval.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office during normal business hours on any working day of the Company.

Mr. Manishkumar Sevantilal Zaveri is interested and concerned in the Resolution mentioned at Item No. 2 of the Notice. Other than Mr. Manishkumar Sevantilal Zaveri, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at Item No. 2 of the Notice.

The Directors recommend the Special resolution for the approval of the Members of the Company.

**Place: Ahmedabad**  
**Date: 20<sup>th</sup> June, 2024**

**Registered Office:**  
FF/02,413/1 Kalp Bhakti House,  
Nr Narayan Society, B/h Axis Bank,  
CG Road, Ahmedabad Ashram Road  
P.O City Taluka Ahmedabad GJ 380009 IN

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

**SD/-**  
**Akshay Sevantilal Mehta**  
Managing Director  
[DIN:02986761]

**ATTENDANCE SLIP**

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

**Extra Ordinary General Meeting on Saturday, July 20<sup>th</sup>, 2024**

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 Extra Ordinary General Meeting of Bhakti Gems and Jewellery Limited held at FF/02, 413/1 Kalp Bhakti House, Nr Narayan Society, B/h Axis Bank, C G Road, Ahmedabad Ashram Road, P.O City Taluka Ahmedabad GJ 380009IN on Saturday, July 20<sup>th</sup>, 2024 at 11:00 A.M.

\_\_\_\_\_

Member's/Proxy's Signature

**Note:**

- 1) Members are requested to bring their copies of the Notice of meeting 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.



**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: FF/02, 413/1 Kalp Bhakti House, Nr Narayan Society, B/h Axis Bank, C G Road, Ashram Road P.O City Taluka Ahmedabad 380009 IN

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

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Saturday, July 20<sup>th</sup>, 2024 at 11:00 A.M. at the registered office of the Company situated at FF/02, 413/1 Kalp Bhakti House, Nr Narayan Society, B/h Axis Bank, C G Road, Ahmedabad Ashram Road P.O City Taluka Ahmedabad GJ380009 IN and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Voting	
		FOR	AGAINST
	<b>SPECIAL BUSINESS</b>		
1.	To approve the appointment of Mr. Jaimin Kanubhai Rami (DIN: 10599731) as an Independent Director		
2.	To approve the appointment of Mr. Manishkumar Sevantilal Zaveri (DIN: 03455585) as an Independent Director		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

\_\_\_\_\_

**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 EGM

FF/02, 413/1 Kalp Bhakti House, Nr Narayan Society, B/h Axis Bank, C G Road, Ahmedabad, Ashram Road P.O, Ahmedabad, City Taluka, Gujarat, India, 380009.

