

KENVI JEWELS LIMITED

(CIN: L52390GJ2013PLC075720)

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

Email: compliance.kjl@gmail.com

Date: 18/04/2022

To

The General Manager-Listing

Corporate Relationship Department

The BSE Limited

Phiroz Jeejeebhoy Tower

Dalal Street, Mumbai-400001

Sub: Notice of Postal Ballot

REF: Disclosure pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015

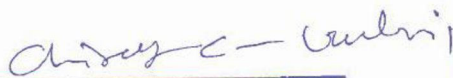
Scrip code: 540953

Dear Sir/ Madam,

In compliance to the Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find attached the Postal Ballot Notice, seeking approval of the members of the Company by way of remote e-voting process, for resolutions as set out in notice of Postal Ballot. Postal Ballot Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company / Depositories, as on Friday, April, 15th 2022 ("Cut-off Date"). The copy of the said notice is also available on the website of the Company i.e. www.kenvijewels.com.

Thanking You,

FOR, KENVI JEWELS LIMITED



CHIRAG CHAMPAKLAL VALANI
Managing Director
(DIN: 06605257)



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NOTICE OF POSTAL BALLOT

**Pursuant To Section 110 of Companies Act, 2013 read with Rule 22 of the companies
(Management and Administration) Rules, 2014)**

To
The Members of the Company

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013(hereinafter referred to as "the Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules")(Including any Statutory Modification(s) or re-enactment thereof, for the time being in force) the Company is seeking the consent of the shareholders by passing the special resolution and ordinary resolution through process of postal ballot pursuant to Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable SEBI(LODR) Regulations, 2015 for migration from BSE SME Board to Main Board of BSE Limited and appointment of statutory auditors of the company.

The Explanatory Statement pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration. In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of Postal ballot, they shall be deemed to have been passed as special resolution at an Extra Ordinary General Meeting. The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolution.

The Board of Directors of the company has appointed M/s. Shikha Patel & Associates, Practicing Company Secretary, Ahmedabad (COP No. 16201), as the scrutinizer for conducting the postal ballot process in a fair and transparent manner. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot form(s) should reach the Scrutinizer not later than 05.00 P.M. (IST) on Thursday, 19th May, 2022.

The Scrutinizer will submit his report to the chairman or any Director or company Secretary of the Company. The result of Postal Ballot shall be declared on or before 21st May, 2022 at the Company's registered office. The results will be communicated to the BSE Limited.

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RESOLUTION:

1. Migration from SME Board to main Board of BSE Limited

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

Note: In accordance with Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable SEBI (LODR) Regulations, 2015, the below mentioned Special Resolution shall be acted upon if and only if the votes cast by the shareholders other than promoters in favour of the proposal amount to at least two Times the number of votes cast by shareholders other than promoter shareholders against the proposal.

“RESOLVED THAT pursuant to provisions laid down in Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time), applicable SEBI (LODR) Regulations, 2015 and sections and rules framed under the Companies Act 2013, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company’s present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised jointly and severally to deal with any Government or semi-government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited. “

“RESOLVED FURTHER THAT Board of Directors and the Company Secretary of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

2. Appointment of M/s Bhagat & Co., Chartered Accountants (Firm Registration No.- 127250W) as statutory auditors to fill the casual vacancy caused due to resignation of M/s Parth Shah & Associates

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

“RESOLVED THAT pursuant to Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or enactment thereof for the time being in force) M/s Bhagat & Co. Firm Registration No.: 127250W), be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Parth Shah & Associates (Firm Registration No.: 144251W).

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RESOLVED FURTHER THAT M/s Bhagat & Co. Firm Registration No.: 127250W, be and are hereby appointed as Statutory Auditors of the Company from this Extra-Ordinary General Meeting and that they shall hold office of Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting at a remuneration as may be fixed by Board of Directors of the Company in consultation with the said Auditors.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with the Registrar of Companies.”

By Order of the Board
For, KENVI JEWELS LIMITED

S/d
Chirag Champaklal Valani
Managing Director
DIN: 06605257

Date: 16/04/2022
Place: Ahmedabad

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Notes

1. Explanatory Statements pursuant to section 102 of the companies Act, 2013 in respect of all the business specified above is annexed.
2. In terms of section 110 of the companies act, 2013 read with the Rule 22 of the companies (Management and administration) Rules, 2014 the items of business as set out in the Notice are sought to be passed by Postal Ballot.
3. M/s Shikha Patel & Associates, Practicing Company Secretaries has been appointed as Scrutinizer for conducting the postal Ballot in accordance with the law in a fair and transparent manner.
4. This Notice along with the Postal Ballot Form shall be sent by email to those members who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent. Notice along with the Postal Ballot Form shall be sent through electronic mode to those Members, whose name appears in the register of members/list of beneficial owners maintained by National Securities Depository Limited (NSDL) /Central Depository Services (India) Limited (CDSL") as on cut off date Friday, April 15th, 2022. Shareholders can fill the Postal Ballot Forms and send it to Scrutinizer M/s Shikha Patel & Associates, Practicing Company Secretaries (CP No. 16201) on cs.spatelasso@gmail.com on or before 5.00 P.M on Thursday, 19th May, 2022
5. You are requested to carefully read the instructions printed in the postal Ballot form and return the form duly completed with the assent (for) or Dissent (against) to Scrutinizer on or before 5.00 PM (IST) on 19th May, 2022 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the members.
6. The shareholders are requested to exercise their voting rights by using the attached original postal Ballot form only.
7. Members are requested to kindly mention their Folio Number/ client ID Number (In case of Demat shares) in all their correspondence with the company's Register in order to reply to their queries promptly.
8. The Scrutinizer will submit his report of votes polled through Postal Ballot, to the Chairman or any Director or company secretary. The Chairman will, or in his absence, any Director or Company Secretary Will announce the result of Voting by Postal Ballot on or before 21st May, 2022 and the resolutions will be taken as passed effectively on the date of announcement of the result by chairman or director or company secretary as the case may be. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final. The Results of the Postal Ballot will be intimated to the Stock Exchanges on which the shares of the company are listed.

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

Item no.-1

The Company has been listed and traded on the SME Platform of BSE Limited since 23rd October, 2018 and hence eligible to migrate on to the Main Board as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) and applicable SEBI (LODR) Regulations, 2015. Also listing on the Main Board of BSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listing from BSE SME Platform to Main Board of BSE Limited as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution except to their shareholding, if any, in the company.

Board of Directors of the Company recommended passing resolution set out in Item No. I of the Notice as a Special Resolution for the migration of the company from BSE SME platform to Main Board of BSE Limited.

Item no.-2

As envisaged by the section 139(8) of the Companies Act, 2013 ("Act") casual vacancy caused by the resignation of auditors can only be filled up by the Company in the general meeting. Board recommends that M/s Bhagat & Co. (Firm Registration Number. 127250W) be appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Parth Shah & Associates, till the conclusion of ensuing annual general meeting of the Company.

M/s. Bhagat & Co (Firm Registration Number. 127250W) have conveyed their consent and eligibility to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under Companies Act, 2013.

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No directors, Key Managerial Personnel and their relatives are concerned and interested in the aforesaid resolution except to the extent of their shareholding and managerial interest in the Company.

Your Directors recommend the passing of the aforesaid resolution as an ordinary resolution.

By Order of the Board
For, Kenvi Jewels Limited

S/d
Chirag Champaklal Valani
Managing Director
DIN: 05254111

Date: 16-04-2022
Place: Ahmedabad

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POSTAL BALLOT FORM

Sr. No	Particulars	Details
1.	Name(s) of Shareholder(s) (Including joint holders, if any)	
2.	Registered address of the Sole / First named Shareholder:	
3.	Registered Folio No. / DP ID No./ Client ID No.:	
4.	No. of Shares (s) held :	

I/ We hereby exercise my / our vote in respect of the resolution to be passed through Postal Ballot as stated in the Notice of the company by sending my/ our assent or dissent to the said Resolution by placing the tick (✓) mark in the appropriate box below:

Item No.	Brief Particulars of the Resolution	No of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Special Resolution for Migration from BSE SME platform to Main Board of BSE Limited			
2	Ordinary Resolution for Appointment of Statutory Auditor			

Date:

Place

(Signature of Shareholder)

INSTRUCTIONS

1) Members desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send to scrutiniser on cs.spatelasso@gmail.com. The voting period will commence on and from Tuesday, April, 19th, 2022 and ends on Thursday, May 19, 2022

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- 2) The Form should be completed and signed by the Shareholder. In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence by the next named Shareholder (as per specimen signature registered with the company).
- 3) Duly Completed Postal Ballot Forms should reach the Scrutinizer not later than 5.00 P.M, on 19th May, 2022 through email. Postal Ballot Forms received thereafter will be strictly treated as if the reply from shareholder has not been received.
- 4) Voting rights shall be reckoned on the number of shares registered in the name of the shareholders as on Friday 15th April, 2022.
- 5) Postal Ballot Form signed in the representative capacity must be accompanied by the requisite certified true copy of power of Attorney/Resolutions of Board of Directors. If the same is\are already registered with Company, please quote Registration No. beneath the signature.
- 6). Unsigned Postal Ballot Forms will be rejected.