

REF: EIGHTY/BSE-SME/2022/22

Date: 25.08.2022

To,
Corporate Relation Department,
The BSE Limited, Mumbai,
1st Floor, Routounda Building,
Dalal Street, Mumbai 400001,

Scrip Code: 543518
Trading Symbol: Eighty

Dear Sir/Madam,

Sub: Intimation of Annual General Meeting of the Company.

Pursuant to provision of Regulation 50 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, it is hereby informed that the Annual General Meeting of the Company is schedule to be held on **Tuesday, September 20, 2022 at 11:30 A.M at the A.T Palace, Sadar Bazar, Near Kotwli Chowk, Raipur (C.G) 492001.**

The Notice of Annual General Meeting is attached herewith.

Kindly take the same on record.

Thanking You,

Yours Faithfully,
For, Eighty Jewellers Limited
(Formerly known as Eighty Jewellers Private Limited)


(Nikesh Bardia)
Managing Director
DIN: 01008682



(Formerly known as Eighty Jewellers Private Limited)

Regd Offc: Anup Plaza, Sadar Bazar, Raipur (C.G) 492001

CIN: L27205CT2010PLC022055 Telephone No.: 0771-2234737

Website: www.eightyjewels.in Email id: info@eightyjewels.in

NOTICE OF 12TH ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting (AGM) of the Members of **EIGHTY JEWELLERS LIMITED** will be held on **Tuesday, 20th September, 2022 at 11:30 A.M at A.T. Palace, Sadar Bazar, Near Kotwali Chowk, Raipur (C.G) 492001** to transact following Business:

ORDINARY BUSINESS

1. To consider, approve and adopt the Audited Financial Statement of the Company comprising the Balance Sheet as on March 31, 2022, Statement of Profit & Loss and Notes thereto for the financial year ended on March 31, 2022 together with the Report of the Board of Directors and Auditors' thereon.

“RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Mrs. Ankita Barida (DIN: 09331383), as a Director, who retire by rotation and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Ankita Barida (DIN: 09331383), Non- Executive Director, who retires by rotation at this meeting, be and is hereby re-appointed as such to the extent she requires to be retired by rotation.”

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3. To consider and appoint M/s. Singhal & Sewak, Chartered Accountants (Firm Regn No.: 01051C) as the Statutory Auditor of the Company for a period of 5 consecutive years, to consider and if thought fit, to pass, with or without modification(s), the following resolution:

“RESOLVED THAT pursuant to provision of section 139 and 142 of Companies Act, 2013 read with rule 3 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Singhal and Sewak, Chartered Accountants (Firm Regn No: 01051C), Raipur (C.G) be and is hereby appointed as the Statutory Auditors of the Company for a period of Five Years commencing from Financial Year 2022-23 and they shall hold office from the conclusion of this 12th Annual General Meeting until the conclusion of 17th Annual General Meeting to be held for the Year 2026-27 on a remuneration as may be decided mutually by Board of Directors in consultation with Audit Committee and Statutory Auditors.”

SPECIAL BUSINESS

4. To approve the remuneration payable to Mr. Nikesh Bardia, 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 sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for revising the terms of remuneration payable to Mr. Nikesh Bardia, Managing Director as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed Rs. 48,00,000 (Rupees Forty Eight Lakhs Only) per year with effect from 01st September, 2022 to 31st August, 2025 for a period of 3 (three) years, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the total remuneration payable per annum may exceed the maximum permissible limit specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other as may be prescribed.

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RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities shall be paid to Mr. Nikesh Bardia, Managing Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. To approve the remuneration payable to Mr. Nitin Kumar Bardia, Wholetime 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 sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for revising the terms of remuneration payable to Mr. Nitin Kumar Bardia, Wholetime Director as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed Rs. 48,00,000 (Rupees Forty Eight Lakhs Only) per year with effect from 01st September, 2022 to 31st August, 2025 for a period of 3 (three) years, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the total remuneration payable per annum may exceed the maximum permissible limit specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other as may be prescribed.

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RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities shall be paid to Mr. Nitin Kumar Bardia, Wholtime Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. To approve payment of commission to Mrs. Ankita Bardia, Non- Executive Director of the Company.

To consider and if thought fit to pass with or without modification(s) the following resolution as **SPECIAL RESOLUTION:**

“**RESOLVED THAT** in accordance with the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the approval of the Board of Directors (hereinafter referred to as “the Board”) of the Company on the recommendation of Nomination & Remuneration Committee the approval of the Members of the company be and is hereby accorded for payment of commission to Ms. Ankita Bardia, Non-Executive Director Rs. 3,60,000 per annum with effect from 1st September, 2022, provided that such variation or increase is within specified limit as under the relevant provisions of Section 196, 197 and Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the approval of the shareholders of the company be and is hereby accorded for the commission payable to, including the commission to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of the Mrs. Ankita Bardia as Director of the company, the company can pay the commission as specified above to Mrs. Ankita Bardia as and when required, subject to any approvals as may require for the payment of same.

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RESOLVED FURTHER THAT the above remuneration shall be in addition to the fee payable to the director(s) for attending the meetings of the Board or a Committee thereof and reimbursement of expenses for attending the Board and other meetings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard.”

For and on behalf of the Board of Directors of
Eighty Jewellers Limited
(Formerly known as Eighty Jewellers Private limited)

Place: Raipur

Date: 25.08.2022

Sd/-

Nikesh Bardia

Managing Director

DIN: 01008682

**Address: Anup Plaza, Sadar Bazar,
Raipur (C.G) 492001**

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NOTES FOR MEMBERS' ATTENTION:

1. The Explanatory Statement, which sets out details pursuant to Section 152 of Companies Act, 2013 read with Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) is also annexed.
2. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. All the documents referred to in the accompanying notice and explanatory are open for inspection at the Registered Office of the Company during business hours from Monday to Saturday up to the date of this Annual General Meeting of the Company.
4. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
5. The notice of AGM along with Annual Report for 2021-22 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
6. This notice along with Annual Report for 2021-22 is being sent to all members of the Company whose name appears in the Register of Members/ list of beneficiaries received from the depositories as on August 19, 2022.
7. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorized representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed.

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8. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being www.eightyjewels.in. Kindly bring your copy of Annual Report to the meeting.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. A route map showing direction to reach the venue of the AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.
11. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2015, however, pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, SS-2 (Secretarial Standards on General Meeting) issued by the Institute of company Secretaries of India ("ICSI") and the provisions of the MCA Circulars and the SEBI Circulars, the business may be transacted through electronic voting system and the Company is providing for voting by electronic means (E-voting) to its members through remote e-voting platform provided by the NSDL to cast their votes.
12. The members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice.
13. Members voting rights shall be in proportion to his/her paid up share capital of the company. In case of joint holders attending the meeting together, only whose name appearing first, will be entitled to vote.
14. The persons whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on Tuesday, 13th September, 2022 i.e cutoff date only shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting.
15. The members may cast their votes on electronic voting system from place other than the venue of the Meeting (remote E-voting). The remote E-voting period shall commence at 09:00 AM on Saturday, 17th September, 2022 and will end at 05:00 PM on Monday, 19th September, 2022. During this period, the shareholders of the company holding shares either in physical form or in dematerialized form as on Cutoff date i.e 13th September, 2022 may cast their vote electronically. The E-voting module shall be disabled by the NSDL thereafter.

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16. In addition the facility for voting through Ballot Papers shall also be made available at the AGM and the members attending the AGM who have not cast their votes through Remote e-voting shall be eligible to vote at the Annual General meeting.

17. The Company has appointed M/s. Anil Agrawal & Associates, Companies Secretaries, to act as Scrutinizer, to scrutinize the entire e-voting process as well as voting in the Annual General meeting in a fair and transparent manner. The Scrutinizer shall immediately, after the conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and not later than 3 days from the conclusion of meeting, make a Scrutinizer's report of the votes cast in favour or against, if any, to the Chairman of the Company, who shall Counter sign the same. The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Website of the Company www.eightyjewels.in immediately after the result is declared by the Chairman and communicated to BSE Limited.

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

The remote e-voting period begins on Saturday, 17th September, 2022 at 09:00 A.M. and ends on Monday, 19th September, 2022 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 their record date (cut-off date) i.e. Tuesday, 13th September, 2022, 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 13th September, 2022.

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




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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.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:https://www.evoting.nsd.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 Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL</p>

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	<p>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.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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 e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication,

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	user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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

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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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.

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Step 1: 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

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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.

b) “Physical User Reset Password” (If you are holding shares in physical mode) option available on 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 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.

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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 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 agrawal4all@gmail.com with a copy marked to evoting@nsdl.co.in. 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.

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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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at 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:**

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 (info@eightyjewels.in)
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 (info@eightyjewels.in). 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.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.



(Formerly known as Eighty Jewellers Private Limited)

Regd Offc: Anup Plaza, Sadar Bazar, Raipur (C.G) 492001

CIN: L27205CT2010PLC022055 Telephone No.: 0771-2234737

Website: www.eightyjewels.in Email id: info@eightyjewels.in

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE

COMPANIES ACT, 2013

ITEM NO. 4 & 5:

Based on the recommendation of the Board, the members at its Extra Ordinary General Meeting ('EOGM') held on December 06, 2021, approved the appointment and remuneration payable to Mr. Nikesh Bardia as Managing Director and Mr. Nitin Kumar Bardia as Whole-time Director of the Company effective from December 06, 2021 for a period of 5 years ending on November 05, 2026.

Further, the members had authorized the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Nikesh Bardia and Mr. Nitin Kumar Bardia, but such remuneration payable shall be within the limits specified in the Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act').

As per Section 197 and other applicable provisions of the act, the remuneration payable to the executive director(s) taken together in any financial year shall not exceed the limit of 10% of net profit and overall managerial remuneration payable to all directors shall not exceed the limit of 11% of net profit of the Company.

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate/no profits, may subject to certain conditions including the passing of a SPECIAL RESOLUTION, pay such remuneration to its managerial personnel in excess of limit for a period of 3 years as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

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As the Company is in the growth trajectory, the Company may or may not have adequate profits or may incur loss. As an enabling action, it is proposed to take approval of shareholders by way of Special Resolution in terms of section 197 and Schedule of the Act read with Rules made thereunder, for payment of remuneration to the Mr. Nikesh Bardia and Mr. Nitin Kumar Bardia, for a period of 3 years w.e.f 01st September 2022.

Accordingly, the Board recommends the resolution set forth in Item No. 4 & 5 to approve and increase in the limit of managerial remuneration payable to Mr. Nikesh Bardia and Mr. Nitin Kumar Bardia, Directors in excess of limit prescribed, by way of Special Resolution.

Except Mr. Nikesh Bardia & Mr. Nitin Kumar Bardia, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution number 04 & 05 respectively.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, clause (A) of the Act are as under:

A. Mr. Nikesh Bardia

1. General Information

1.	Nature of Industry	Engaged in manufacturing and Trading of Precious Gems & Jewellery.
2.	Date or expected date of commencement of commercial production	Existing Company in operation since incorporation i.e. 2010.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable

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4.	Financial performance based on given indicators	Amount (In Lakhs)	
		Particular	For Financial Year Ended 31st March, 2022
		Gross Turnover	11,727.97
		Less: Total Expenditure	(11,423.00)
		Profit before Tax	304.98
		Less: Provision for Tax	(97.15)
	Profit/ (loss) After Tax	207.83	
5.	Foreign Investments or collaborations, if any	NIL	

2. Information about the Director:

1.	Background details	Mr. Nikesh Bardia is the Managing Director of the Company since December, 2021. He is Graduated in Bachelor of Engineering: Electronics and Telecommunications Raipur Institute of Technology, Raipur, (C.G), Diploma in Management (PGDM) from Institute of Management Development & Research, Pune & Diamond Graduate Diploma from The International Diamond Laboratories. He has also completed his certified Diamond Grading course. He is associated with the Company since incorporation.
2.	Past remuneration	During the financial year ended 31 st March, 2022 he has received remuneration of Rs. 48,00,000 per annum.
3.	Recognition or awards	<ul style="list-style-type: none"> i) Indian Achievers Award 2010 ii) JCI TOBIP Award 2014 (Sector) iii) JCI TOBIP Award 2014 (Zone)

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4.	Job profile and his suitability	Mr. Nikesh Bardia, aged 40 years has been associated with the Company as promoter and Director since incorporation. As on 6 th December, 2021 he was designated as the Managing Director of the Company. He has more than 17 year experience in the field of Development of Strategies and it's implementation in Diamond and Jewellery Sector.
5.	Remuneration proposed	Upto Rs. 48,00,000 (Rupees Forty Eight Lakhs only) per annum.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Nikesh Bardia, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Nikesh Bardia has a relationship with the Company as Managing Director. He holds 41.06% of shares of the Company. Further he has following relationship with other Managerial Personnel: <ul style="list-style-type: none"> i) Mr. Tilok Chand Bardia- Chief Operating Officer and Promoter- Father ii) Mr. Nitin Kumar Bardia- Chief Financial Officer and Whole Time Director (KMP) – Brother iii) Mrs. Ankita Bardia- Non-Executive Director- Spouse

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3. Other information:

1.	Reason for loss or inadequate profits	In the Financial Year 2021-22, the Company made a profit of Rs. 207.83 Lacs. The performance for the year under review was adversely affected due to the Covid-19 pandemic all over the world. It has hit the Jewelry market severely by disrupting the supply chain, delaying the import, export, and affecting the jewellery industry.
2.	Steps taken or proposed to be taken for improvement	To cater to the said shortfall, the company has adopted various measures like working with Channel partners, introductions of more designs and product range and venturing into new outlets and retails shops.
3.	Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.

B. Mr. Nitin Kumar Bardia

1. General Information

1.	Nature of Industry	Engaged in manufacturing and Trading of Precious Gems & Jewellery.
2.	Date or expected date of commencement of commercial production	Existing Company in operation since incorporation i.e. 2010.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable

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4.	Financial performance based on given indicators	Amount (In Lakhs)	
		Particular	For Financial Year Ended 31st March, 2022
		Gross Turnover	11,727.98
		Less: Total Expenditure	11,423.00
		Profit before Tax	304.98
		Less: Provision for Tax	97.15
		Profit/ (loss) After Tax	207.83
5.	Foreign Investments or collaborations, if any	NIL	

2. Information about the Director:

1.	Background details	Mr. Nitin Kumar Bardia is the Wholetime Director of the Company since December, 2021. He is graduated from Pt. Ravishankar University and holds Master’s Degree in Business Administration from Middlesex University, London UK. He is associated with the Company since incorporation.
2.	Past remuneration	During the financial year ended 31 st March, 2022 he has received remuneration of Rs. 48,00,000 per annum.
3.	Job profile and his suitability	Mr. Nitin Kumar Bardia, aged 43 years has been associated with the Company as promoter and Director since incorporation. As on 6 th December, 2021 he was designated as the Whole Time Director and appointed as the Chief Financial Officer of the Company. He has more than 20 year experience in the field of business development, sales, and finance functions of our Company.

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4.	Remuneration proposed	Upto Rs. 48,00,000 (Rupees Forty Eight Lakhs only) per annum.
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Nitin Kumar Bardia, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
6.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	<p>Mr. Nitin Kumar Bardia has a relationship with the Company as Wholetime Director. He holds 24.17% of shares of the Company. Further he has following relationship with other Managerial Personnel:</p> <ul style="list-style-type: none"> i) Mr. Tilok Chand Bardia- Chief Operating Officer – Father ii) Mr. Nikesh Bardia- Managing Director- Brother iii) Mrs. Ankita Bardia- Non-Executive Director- Sister-in-law

3. Other information:

1.	Reason for loss or inadequate profits	In the Financial Year 2021-22, the Company made a profit of Rs. 207.83 Lacs. The performance for the year under review was adversely affected due to the Covid-19 pandemic all over the world. It has hit the Jewelry market severely by disrupting the supply chain, delaying the import, export, and affecting the jewellery industry.
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2.	Steps taken or proposed to be taken for improvement	To cater to the said shortfall, the company has adopted various measures like working with Channel partners, introductions of more designs and product range and venturing into new outlets and retails shops.
3.	Expected increase in productivity and profits in measurable terms	It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.

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ITEM NO. 6:

Mrs. Ankita Bardia, was appointed and designated as Non-Executive Director of the Company at its Annual General Meeting held on 12th October, 2021.

Further, Considering the Contribution of Mrs. Ankita Bardia and progress made by the Company under her guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 22nd August, 2022, approved the commission of Ms. Ankita Bardia as enumerated in the Resolution.

As the Company is in the growth trajectory, the Company may or may not have adequate profits or may incur loss. As an enabling action, it is proposed to take approval of shareholders by way of Special Resolution in terms of section 197 and Schedule of the Act read with Rules made thereunder for giving commission in excess of 1% of the net profits.

Other than Mrs. Ankita Bardia, none of the Directors, Key Managerial Personnel of the Company and their relatives, is concerned or interested in the Resolution stated in Item No. 6.

Pursuant to the recommendations of Nomination and Remuneration Committee, your directors recommend the Resolution set out in Item No.6 as a Special Resolution for your approval.

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BRIEF PROFILE OF DIRECTORS RETIRING BY ROTATION/ SEEKING

APPOINTMENT/REAPPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Details of Directors as required in Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in Secretarial Standards-II on General Meetings.

Name	Mrs. Ankita Bardia
Date of Birth, Age	09/08/1988, 34
Director Identification Number	09331383
Educational Qualification	Graduated, Bachelors of Commerce
Experiences	She has experience of over 10 years working in the field of Gems & Jewellery.
Expertise in specific functional areas	Sales
Date of Appointment	12.10.2021
Directorship held in another Listed Company in India	NIL
Membership in Committees	Nomination and Remuneration Committee: Eighty Jewellers Limited
Shareholding in Eighty Jewellers Limited	2,000 Shares
Number of board meeting attended during the year	Seven
Sitting fees/ Commission	NIL
Relationship with other Directors, manager and other Key Managerial Personnel of the Company	<ul style="list-style-type: none"> i) Mr. Tilok Chand Bardia, Chief Financial Officer : Father-in-law ii) Mr. Nitin Kumar Bardia, Chief Financial Officer and Wholetime Director: Brother-in-law iii) Mr. Nikesh Bardia, Chairman & Managing Director: Spouse

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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]

Annual General Meeting held on Tuesday, 20th September 2022

CIN: L27205CT2010PLC022055

Name of the company: Eighty Jewellers Limited

Registered office: Anup Plaza, Sadar Bazar, Raipur (C.G) 492001

Name of the member (s):
Registered address :
E-mail Id:
Folio No/ Client Id :
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

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2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 12th Annual General Meeting (AGM) of the Members of Eighty Jewellers Limited will be held on **Tuesday, 20th September, 2022 at 11:30 A.M. at A.T. Palace, Sadar Bazar, Near Kotwali Chowk, Raipur (C.G) 492001**, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
ORDINARY BUSINESS			
1	Adoption of Audited Financial Statement for The Financial Year 2021-22 and the reports of the Board of Directors and Auditors thereon.		
2	Appointment of Mrs. Ankita Barida (DIN: 09331383), as a Director, who retire by rotation and being eligible, offers herself for re-appointment.		
3	Appointment of M/s. Singhal & Sewak, Chartered Accountants (Firm Regn No.: 01051C) as the Statutory Auditor of the Company for a period of 5 consecutive years.		

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SPECIAL BUSINESS			
4	To approve the remuneration payable to Mr. Nikesh Bardia, Managing Director of the Company		
5	To approve the remuneration payable to Mr. Nitin Kumar Bardia, Wholetime Director of the Company		
6	Approval of payment of commission to Mrs. Ankita Bardia, Non-Executive Director of the Company		

Signed this..... day of..... 20....

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.

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Attendance Slip

(To be handed over at the Registration Counter)

Annual General Meeting held on Tuesday, 20th September, 2022

Registered Folio / DP ID & Client ID

Name and address of the Shareholder

1. I, hereby record my presence at 12th Annual General Meeting (AGM) of the Members of Eighty Jewellers Limited will be held on **Tuesday, 20th September, 2022 at 11:30 A.M. at A.T. Palace, Sadar Bazar, Near Kotwali Chowk, Raipur (C.G) 492001.**
2. Signature of Shareholder/Proxy Present:
3. Shareholder/ Proxy holder wishing to attend the meeting must bring the duly signed attendance Slip to the meeting.
4. Shareholder/Proxy Holder attend the meeting is requested to bring his/her copy of the Annual Report.

Note: Please complete the Attendance slip and hand it over at the Registration counter at the venue

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VENUE OF THE MEETING

A.T. PALACE,
SADAR BAZAR, NEAR KOTWALI CHOWK, RAIPUR (C.G) 492001

