

P. N. GADGIL & SONS LIMITED

(Previously known as P. N. Gadgil & Sons)

CIN U36911PN2017PLC173262

Registered Office: Abhiruchi Mall, S.No.59 /1-C, Wadgaon (BK),
Sinhgad Road, Pune – 411041

Tel: +91 20 24612000 | Fax: 020 24612185

Email: info@pngsl.com | Website: www.pngadgilandsons.com

NOTICE

NOTICE is hereby given that the Second Annual General Meeting (AGM) of P. N. GADGIL & SONS LIMITED (Previously known as P. N. Gadgil & Sons) will be held at the office of the company at **S. No. 37/1 & 37/2 near Lokmat News Paper, Vadgaon Khurd, Pune- 411041** on **Monday, 27th May, 2019** at **12:30 PM** to consider and transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Reports of the Directors and Auditors thereon.
2. To declare dividend on equity share at the rate of 25% for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Amit Yeshwant Modak (DIN: 00396631), who retires by rotation and being eligible, offers himself for re-appointment.

Date: 30th April, 2019
Place: Pune

By Order of the Board
P. N. Gadgil & Sons Limited

Sd/-
Avanti Gulavani
Company Secretary
M.No. A28956
Flat no. 202, Rahul
Vihar A, Lane No. 8
Dhanukar Colony,
Kothrud, Pune 411038

NOTES:

1. A 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 THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/ AUTHORITY, AS APPLICABLE. A COPY OF PROXY FORM HAS BEEN ENCLOSED HEREWITH.
2. Members desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
3. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial period ending 31st March, 2019 are being sent by e-mail to those Members who have registered their e-mail address with the Company, unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode. The Company requests those Members who have not yet registered their e-mail addresses, to register the same directly with their DP's, in case shares are held in electronic form or with the Company, in case shares are held in physical form.

4. Relevant documents referred to in the Notice, Register of Directors / Key Managerial Personnel (KMP) and their shareholding maintained under Section 170 of the Companies Act 2013 and Register of Contracts maintained under Section 189 of the Companies Act 2013 and other relevant registers and the copies of agreement i.e. Letter of appointment as mentioned in Section 190 are available for inspection by the members at the Registered Office of the Company during normal business hours on working days except on holidays. The said Registers will also be available for inspection by the members at the AGM.
5. The detailed address of venue of meeting with route map and nearest landmark is attached herewith. Pick and drop facility will be available half an hour before and after the conclusion of the meeting from/to the registered office of the Company.
6. Members are requested to notify the Company immediately the changes, if any, in the address in full with the postal area, pin code number, quoting their folio no. to the Company for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.
7. Members / proxies should carry valid ID proof such as PAN, Voter ID, Passport, Driving License, Aadhar card etc along with duly filled Attendance Slip enclosed herewith for attending the meeting.
8. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company, for admission to the meeting venue.
9. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration..
10. In view of the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
11. At the 1st Annual General Meeting of the Company held on 27th July, 2018, the members approved appointment of M/S Shah and Taparia, Chartered Accountants (Registration No. 109463W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 6th Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting if so required by the Companies Act 2013. Vide notification dated May 7, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 2nd Annual General Meeting.
12. Members may also note that the notice of the 2nd Annual General Meeting and the Annual Report will be available on the Company's website www.pngadgilandsons.com.
13. 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.

Date: 30th April, 2019
Place: Pune

By Order of the Board
P. N. Gadgil & Sons Limited

Sd/-
Avanti Gulavani
Company Secretary
M.No. A28956
Flat no. 202, Rahul Vihar
A, Lane No. 8 Dhanukar
Colony, Kothrud, Pune
411038

Annexure 1 to Item Nos. 03 of the Notice

Details of Directors seeking re-appointment at the Annual General Meeting scheduled to be held on 27th May, 2019
(In pursuance of Secretarial Standard 2 of ICSI)

Sr. No.	Name of Director	Mr. Amit Modak
1.	DIN	00396631
2.	Designation	Whole Time Director and Chief Executive Officer
3.	Date of Birth	11/05/1960
4.	Age	59
5.	Nationality	Indian
6.	Date of first appointment on the Board	06/11/2017
7.	Change in Designation	05/12/2017
8.	Shareholding in P. N. Gadgil & Sons Limited	55,372 equity shares
9.	List of Directorship held in other Companies	Puneet Shares and Finance Private Limited
10.	Qualifications	B.com, DTL, LLB, PGDIFM
11.	Experience	He has considerable experience as a Financial consultant and acting as intermediary in stock market of more than 25 years. He is presently working as Chief Executive officer. He's total experience in jewellery is more than 20 years He has been involved in day to day operations of the Company and has been responsible for marketing, corporate affairs, and bullion procurement of the Company
12.	Terms and Conditions of re-appointment	He is liable to retire by rotation and offer himself for re-appointment. Other terms and conditions will remain same.
13.	No of Board meetings attended during the financial period	9
14.	Chairman / Member in the Committees of the Board of Companies in which he is a director	P. N. GADGIL & SONS LIMITED : Member of Audit Committee, Corporate Social Responsibility Committee, Initial public Offer Committee, Stakeholder Relationship Committee. Chairman and member of Borrowing Committee
15.	Relationship with other Directors, manager and other Key managerial personnel of the Company	Relative of Mr. Aditya Amit Modak, CFO of the Company

Date: 30th April, 2019
Place: Pune

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Phone No. – +91 20 24612000 Fax No. – 020 24612185

ATTENDANCE SLIP

[To be presented at the entrance]

Annual General Meeting on Monday, the 27th May, 2019 at 12:30 P.M.
at S. No. 37/1 & 37/2 near Lokmat New Paper, Vadgaon, Khurd, Pune- 411041

Folio No.....DP ID No.....Client ID.....

No. of Shares held

Name of the MemberSignature.....

Name of Proxy Holder.....Signature.....

I / We hereby record my / our presence at the Annual General Meeting of the Company held on Monday, the 27th May, 2019 at 12:30 P.M. at S. No. 37/1 & 37/2 near Lokmat New Paper, Vadgaon, Khurd, Pune- 411041

Note:

1. Only Member / Proxy holder can attend the Meeting.
2. Please fill up the attendance slip and hand it over at the entrance of the meeting hall.

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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]

Name of the Member(s):

Registered address:

E-mail Id:

Folio No:

Clint ID/DP ID:

I/ We being the member of, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

or failing him

2. Name

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote for me/us and on my/our behalf at 2nd Annual General Meeting of members of the Company, to be held on Monday, 27th May, 2019 at 12:30 P.M. at S. No. 37/1 & 37/2 near Lokmat New Paper, Vadgaon, Khurd, Pune- 411041 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	Vote (For or Against)
Ordinary Business		
1.	Adoption of financial statements	
2.	Declaration of Dividend	
3.	Appointment of Mr. Amit Yeshwant Modak as a Director liable to retire by rotation	
4.	Ratification of the appointment of Statutory Auditors	

Signed thisday of..... 2019

Affix
Revenue
Stamp of
Re. 1/-

Signature of Shareholder:

Signature of Proxy holder(s):

Note:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.

P. N. Gadgil & Sons Ltd.
Sr. No. 37/1, 37/2,
Ajinkyatara Industrial Estate,
Next to Lokmat Press Office
Sinhagad Road, Wadgaon Khurd,
Pune, Maharashtra 411041

For queries, contact us :
tel : 202 - 24612000 / 67520200

