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NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting (EOGM) of members of the **P. N. GADGIL & SONS LIMITED** (the Company) will be held at Abhiruchi Mall, S. No. 59 /1-C, Wadgaon (BK), Sinhgad Road, Pune 411041 on Monday, 10th October, 2022 at 11.00 a.m. to consider and transact the following business:

SPECIAL BUSINESS:

Appointment of Statutory Auditors to fill casual Vacancy

To consider, and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) (i), 142 read with the Companies (Audit and Auditors) Rules, 2014 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 re-enactment thereof for the time being in force), and upon recommendation of the Board, approval of the members be and is hereby accorded for appointment of **M/s Khandelwal Jain & Associates**, Chartered Accountants, Pune (Firm Reg. No. 139253W) as the Statutory Auditors of the Company, as made by the Board, to fill up the casual vacancy caused by the resignation of company's Auditors viz. **M/s. Shah & Taparia, Chartered Accountants, (Firm Registration Number 109463W), Mumbai** on such remuneration as may be determined by and between the Auditors and the Chairman of the Board of Directors of the company from time to time and that they shall hold the office as such till the conclusion of this 6th Annual General Meeting of the Company.

Date: 16-09-2022

Place: Pune

By Order of the Board

Sd/-

Apurva Joshi

Company Secretary

Flat No. 4, Building No. 17

Konark Aangan,

Opp. Chintamani Nagar Part – II,

Bibvewadi, Pune - 411037

M. No. A32972

P. N. Gadgil & Sons Limited

Address: Abhiruchi Mall, S.No.59 /1-C, Wadgaon (BK), Sinhgad Road Pune 411041, Maharashtra, India

CIN: U36911PN2017PLC173262 **Contact:** 020-24612000, 020-67520200 **Email:** info@pngadgilandsons.com

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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. The proxy form, in order to be effective, must be deposited at the registered office of the company not less than 48 hours before commencement of the meeting.
3. 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 up to the date of the Extra Ordinary General Meeting. All documents referred to in the notice are open for inspection at the Registered Office of the Company during office hours between 10.30 a.m. to 11.30 a.m. on all working days up to the date of the Extra Ordinary General Meeting.
4. The Statement relating to special business as mentioned in the Notice pursuant to provisions of Section 102 of the Companies Act, 2013 (the Act) is annexed hereto.
5. The detailed address of venue of meeting with route map and nearest landmark is attached herewith. Pick up 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/or to Company's Registrar, 'LINK INTIME INDIA PRIVATE LIMITED' at 247 Park, C – 101, 1st Floor, L.B.S. Marg, Vikhroli – (West) Mumbai – 400 083 and to their respective Depository Participants (DP) for shares held in electronic form.

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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. 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.
10. Members may also note that the notice of the Extra Ordinary General Meeting will be available on the Company's website www.pngadgilandsons.com.
11. 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: 16-09-2022

Place: Pune

By Order of the Board

Sd/-

Apurva Joshi

Company Secretary

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STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

The following Explanatory Statement sets out in terms of Section 102 of the Companies Act, 2013, all material facts relating to Special Business mentioned in the accompanying Notice dated **16th September, 2022**

M/s. Shah & Taparia Chartered Accountants, (Firm Registration Number 109463W), Mumbai have tendered their resignation as Statutory Auditors of the Company w.e.f 25.07.2022 i.e. till the conclusion of the 5th Annual General Meeting, due to preoccupation with other assignments and logistical reasons, resulting into a casual vacancy in the office of Statutory Auditors as envisaged by Section 139(8) (i) of the Companies Act, 2013 ("Act").

Casual vacancy caused by the resignation of auditor can be filled by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Board of Directors at its meeting held on 25th July, 2022 and as per recommendation of the Audit Committee and pursuant to the provisions of section 139(8) of the Companies Act, 2013, has appointed **M/s. Khandelwal Jain & Associates, Chartered Accountants, (Firm Registration Number 139253W), Pune** as the Statutory Auditors of the Company to fill up such casual vacancy caused by the resignation of **M/s Shah & Taparia Chartered Accountants, (Firm Registration Number 109463W), Mumbai**, subject to approval of the members at the General Meeting, at such remuneration as may be determined and recommended by the Audit Committee in consultation with Auditors and duly approved by the Board of Directors of the Company to be obtained by way of an ordinary resolution, within 3 months from the date of resignation by the Auditors, pursuant to the said Section.

M/s. Khandelwal Jain & Associates, Chartered Accountants, (Firm Registration Number 139253W), Pune have conveyed their consent letter and eligibility certificate to act 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 the Companies Act, 2013.

All documents referred to in the notice are open for inspection at the Registered Office of the Company during office hours between 10.30 a.m. to 11.30 a.m. on all working days up to the date of the Extra Ordinary General Meeting.

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The Board accordingly recommends this **Ordinary Resolution** for your approval.

None of the Directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise in these Resolution.

Date: 16-09-2022

Place: Pune

By Order of the Board

Sd/-

Apurva Joshi

Company Secretary

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P. N. GADGIL & SONS LIMITED

(CIN - U36911PN2017PLC173262)

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

Email Id: info@pngadgilandson.com website: www.pngadgilandsons.com

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

ATTENDANCE SLIP

[To be presented at the entrance]

Extra Ordinary General Meeting on Monday, 10th October, 2022 at 11.00 A.M.
At Abhiruchi Mall, S.No.59 /1-C, Wadgaon (BK), Sinhgad Road 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 Extra Ordinary General Meeting of the Company held on
Monday, 10th October, 2022 at 11.00 A.M. at Abhiruchi Mall, S.No.59 /1-C, Wadgaon (BK), Sinhgad Road
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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Email Id: info@pngadgilandson.com website: www.pngadgilandsons.com

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

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:

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 the Extra Ordinary General Meeting of the Company held on Monday, 10th October, 2022 at 11.00 A.M. at Abhiruchi Mall, S.No.59

P. N. Gadgil & Sons Limited

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/1-C, Wadgaon (BK), Sinhgad Road Pune - 411041 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | Resolution | Vote (For or Against) |
|--------------------------|--|-----------------------|
| Ordinary Business | | |
| 1. | To appoint Statutory Auditors of the Company | |

Signed thisday of..... 2022

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.

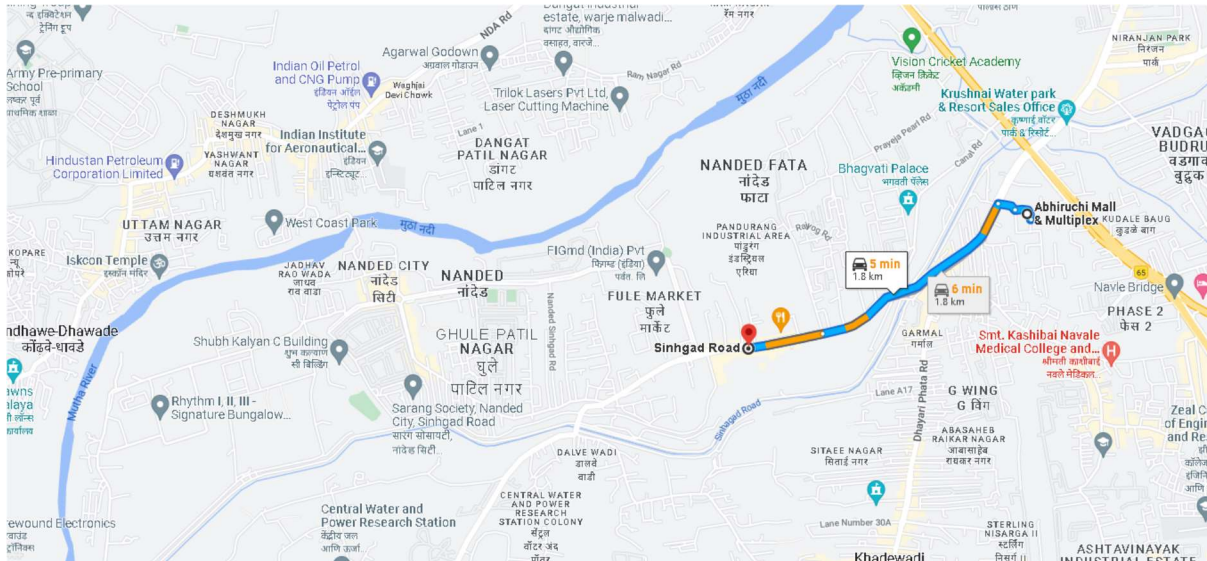
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Route Map



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