

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

- (i) \* Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- \* Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- Abhiruchi Mall, S.No.59 /1-C, Wadgaon (BK),  
Sinhgad Road  
Pune  
Pune  
Maharashtra  
411011
- (c) \*e-mail ID of the company
- (d) \*Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)
- | Type of the Company | Category of the Company   | Sub-category of the Company   |
|---------------------|---------------------------|-------------------------------|
| Public Company      | Company limited by shares | Indian Non-Government company |
- (v) Whether company is having share capital  Yes  No
- (vi) \*Whether shares listed on recognized Stock Exchange(s)  Yes  No

(b) CIN of the Registrar and Transfer Agent

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikh  
roli (West), NA

(vii) \*Financial year From date  (DD/MM/YYYY) To date  (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted  Yes  No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C13	Other manufacturing including jewellery, musical instruments, medical instruments,	42.89
2	G	Trade	G1	Wholesale Trading	57.11

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### (i) \*SHARE CAPITAL

#### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	60,000,000	33,770,599	33,770,599	33,770,599
Total amount of equity shares (in Rupees)	600,000,000	337,705,990	337,705,990	337,705,990

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	60,000,000	33,770,599	33,770,599	33,770,599
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	600,000,000	337,705,990	337,705,990	337,705,990

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	3,334	33,767,265	33770599	337,705,990	337,705,990	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0

iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	3,334	33,767,265	33770599	337,705,990	337,705,990	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <input type="text"/>						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <input type="text"/>						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes  No  Not Applicable

Separate sheet attached for details of transfers

Yes  No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>			
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Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
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Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
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Ledger Folio of Transferor				<input type="text"/>			
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Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

Ledger Folio of Transferee				<input type="text"/>			
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Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	

**(iv) \* Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

84,435,787,620

**(ii) Net worth of the Company**

7,235,350,381

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	33,744,198	99.92	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	33,744,198	99.92	0	0

**Total number of shareholders (promoters)**

3

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	26,401	0.08	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	



	<b>Total</b>	26,401	0.08	0	0
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**Total number of shareholders (other than promoters)**

13

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

16

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	13	13
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	0	2	0	99.91	0
<b>B. Non-Promoter</b>	1	4	1	4	0.01	0
(i) Non-Independent	1	1	1	1	0.01	0
(ii) Independent	0	3	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>3</b>	<b>4</b>	<b>3</b>	<b>4</b>	<b>99.92</b>	<b>0</b>

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

9

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Govind Vishwanath Ga	00616617	Whole-time directo	18,531,856	
Renu Govind Gadgil	07412955	Whole-time directo	15,207,342	
Amit Yeshwant Modak	00396631	Whole-time directo	2,372	
Udaya Narayan Kalkun	08007781	Director	0	
Ashish Chandrakant Kl	00098473	Director	0	
Ranjeet Sadashiv Natu	02892084	Director	0	
Ashok Namdeo Gokhal	02415119	Director	0	
Aditya Amit Modak	BACPM0013N	CFO	100	
Neha Dharendra Boid	AXEPD7572K	Company Secretar	0	29/06/2024

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS****A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	07/08/2023	16	9	99.93

**B. BOARD MEETINGS**

\*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/04/2023	7	4	57.14
2	24/06/2023	7	5	71.43
3	07/08/2023	7	7	100
4	07/11/2023	7	6	85.71
5	12/02/2024	7	6	85.71

### C. COMMITTEE MEETINGS

Number of meetings held

16

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Corporate Soc	10/04/2023	4	4	100
2	Corporate Soc	07/08/2023	4	4	100
3	Corporate Soc	07/11/2023	4	4	100
4	Corporate Soc	19/01/2024	4	4	100
5	Nomination & I	10/04/2023	4	4	100
6	Nomination & I	24/06/2023	4	3	75
7	Nomination & I	07/08/2023	4	4	100
8	Borrowing Cor	26/07/2023	3	3	100
9	Borrowing Cor	06/10/2023	3	3	100
10	Borrowing Cor	07/11/2023	3	3	100

### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 29/07/2024 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Govind Vishwa	5	5	100	11	11	100	Yes

2	Renu Govind (	5	5	100	3	3	100	Yes
3	Amit Yeshwan	5	5	100	13	13	100	Yes
4	Udaya Naraya	5	2	40	0	0	0	Yes
5	Ashish Chand	5	3	60	9	7	77.78	Yes
6	Ranjeet Sadas	5	4	80	8	8	100	Yes
7	Ashok Namde	5	4	80	7	7	100	Yes

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Govind Vishwanath	Whole-Time Dire	60,000,000	140,000,000	0	0	200,000,000
2	Renu Govind Gadgi	Whole-Time Dire	48,000,000	127,000,000	0	0	175,000,000
3	Amit Yeshwant Mod	Whole-Time Dire	2,799,600	36,275,600	0	0	39,075,200
	Total		110,799,600	303,275,600	0	0	414,075,200

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Aditya Amit Modak	CFO	976,000	5,208,495	0	0	6,184,495
2	Neha Dharendra Boi	Company Secre	590,513	0	0	0	590,513
	Total		1,566,513	5,208,495	0	0	6,775,008

Number of other directors whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ashish Chandrakan	Independent Dir	0	0	0	30,000	30,000
2	Ashok Namdeo Gok	Independent Dir	0	0	0	40,000	40,000
3	Ranjeet Sadashiv N	Independent Dir	0	0	0	40,000	40,000
4	Udaya Narayan Kal	Non-Executive D	0	0	0	20,000	20,000
	Total		0	0	0	130,000	130,000

**XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES**

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

**XII. PENALTY AND PUNISHMENT - DETAILS THEREOF**

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

**XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment**

Yes  No

**XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES**

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow  Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

## Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

### To be digitally signed by

Director

Govind  
Vishwanath  
Gadgil

DIN of the director

0\*6\*6\*1\*

### To be digitally signed by

VISHWAS  
VASANT  
BOKIL

Company Secretary

Company secretary in practice

Membership number

5\*5\*

Certificate of practice number

3\*4\*

### Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

### List of attachments

List of Shareholders.pdf  
PNG MGT 8 - 24.pdf  
Clarification Note.pdf  
UDINdocumentdetails.pdf  
UDIN details.pdf

Remove attachment

Modify

Check Form

Prescrutiny

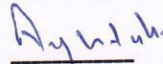
Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

## List of shareholders as on 31st March, 2024

Sr. No.	Name of the shareholders			Folio Number	DP-ID-Client Id Account Number	Number of shares held	Class of shares	Shareholding in (%)
	First Name	Middle Name	Surname					
1	Renu	Govind	Gadgil	1	IN300280-10687620	1,874,008	Equity shares	45.03
					12058100-00175321	13,333,334		
2	Govind	Vishwanath	Gadgil	2	IN300280-10687613	1,865,189	Equity shares	54.88
					12058100-00175315	16,666,667		
3	Anjali	Vishwanath	Gadgil	47	IN300280-10687663	5,000	Equity shares	0.01
4	Satish	Digambar	Kuber	3	12033200-47735766	2,105	Equity shares	0.01
5	Shrikant	Digambar	Kuber	4	12058100-00235570	2,105	Equity shares	0.01
6	Sunil	Dattatray	Pathak	5	12058100-00213677	2,039	Equity shares	0.01
7	Prafulla	Dharmaraj	Wagh	6	12058100-00173400	2,105	Equity shares	0.01
8	Niranjan	Moreshwar	Deole	7	12058100-00211743	2,039	Equity shares	0.01
9	Amit	Yeshwant	Modak	8	IN300280-10021602	2,372	Equity shares	0.01
10	Jyoti	Mukesh	Shah	12	13040300-00130257	1,667	Equity shares	0.00
10	Jyoti	Mukesh	Shah	12	12032300-02274514	1,667	Equity shares	0.00
11	Samruddhi	Sushil Kumar	Bapat	15	IN301098-10751229	100	Equity shares	0.00
12	Manasi	Nikhil	Kulkarni	18	IN301549-52836013	100	Equity shares	0.00
13	Mangal	Omnarayan	Bhangdiya	43	Physical shares	3,334	Equity shares	0.01
14	Manoj	Madhav	Phulambrikar	57	IN301098-10833881	3,334	Equity shares	0.01
15	Aditya	Amit	Modak	62	IN300280-10676730	100	Equity shares	0.00
16	Shripal	Bhikamchand	Oswal	63	IN300280-10447449	3,334	Equity shares	0.01
<b>Total</b>						<b>33,770,599</b>		<b>100.00</b>

For P. N. Gadgil &amp; Sons Limited



Amit Modak

Whole-Time Director (DIN: 00396631)

Address: 65, Indra Nagar C.H.S., Yashada,  
Deccan Gymkhana, Erandawane, Pune 411004

Date: 04/09/2024

Place: Pune

**P. N. GADGIL & SONS LTD.**

CIN : U36911PN2017PLC173262 (Formerly known As "P. N. GADGIL &amp; SONS")

Registered Office : abhiruchi 59/1c wadgaon bk. sinhagad road pune 411041 india +91 20 24612000 fax 020 24612185

info@pngsl.com contact@pngsl.com www.pngadgilandsons.com

**Vishwas Bokil**  
**Company Secretary**  
Multicon Square,  
Office No. 301 to 306,  
3rd Floor, Gulawani Maharaj Road,  
Near Mhatre Bridge Signal Square,  
Opp. Suhrud Building,  
Erandwane, Pune 411004  
[bokilvishvas@gmail.com](mailto:bokilvishvas@gmail.com)  
Cell: 98222 54210  
Off: 95525 89210

**Form No. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of  
Companies (Management and Administration) Rules, 2014]

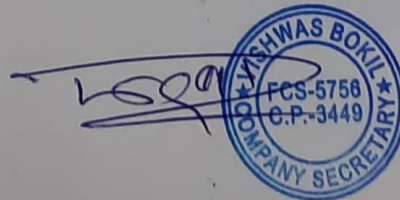
**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

I have examined the registers, records and books and papers of **P. N. GADGIL & SONS LIMITED** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on **31<sup>st</sup> March, 2024**. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

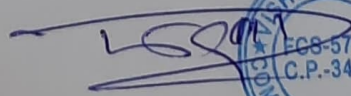
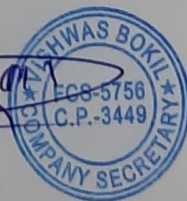
B. during the aforesaid financial year, the Company:

1. has generally complied with provisions of the Act & Rules made there under in respect of its status under the Act;
2. has generally complied with provisions of the Act & Rules made there under in respect of maintenance of registers/records & making entries therein within the time prescribed therefore;
3. has generally complied with provisions of the Act & Rules made there under in respect of filing of forms and returns as stated in **Annexure A** to this certificate, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities as the case may be, within the prescribed time or with delay or otherwise as stated in the said annexure;
4. has generally complied with provisions of the Act & Rules made there under in respect of calling/ convening/ holding meetings of Board of Directors, its committees and the meeting of the members of the company on due dates as stated in the Annual Return as on **31<sup>st</sup> March 2024** in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minutes Books, Register maintained for the purpose and the same have been signed. During the year under certification, the Board of Directors has not passed any resolutions by circulation or by postal ballot;
5. was not required to close its Register of Members;
6. has not made any advances / loans to its directors and/or persons or firms or companies referred in Section 185 of the Act;





7. has complied with provisions of the Act & Rules made there under in respect of contracts/arrangements with related parties as specified in Section 188 of the Act;
8. The Company is not required to issue security certificates as shares can be transferred in the DEMAT mode only. The Company has not received any proposal for issuance of duplicate share certificates or for splitting, and not received any proposal for transfer and transmission of shares and hence the question of compliance with the related provisions does not arise. The Company has not issued or allotted shares/ securities and also there were no instances of buy back of securities/ alteration or reduction of share capital/ conversion of shares / securities. The Company has not issued any preference shares and debentures, hence comment with respect to redemption of preference shares and debentures is not offered;
9. The Company was not required to keep in abeyance rights to dividend, rights shares, bonus shares. The Company was not required to keep transfers of shares pending.
10. has not declared any dividend and hence no payment of dividend / transfer of unpaid / unclaimed dividend was required to be made. There was no other amount required to be transferred to Investor Education and Protection Fund;
11. has complied with provisions of the Act & Rules made there under in respect of signing of audited financial statements as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. has complied with provisions of the Act & Rules made there under in respect of constitution/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; There were no appointments/ cessation / retirement, re-appointment/ change in designation/ casual vacancies during the year under certification.
13. has complied with provisions of the Act & Rules made there under in respect of appointment of Auditors as per the provisions of Section 139 of the Act. There was no casual vacancy occurred.
14. was not required to seek approval/s from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. has complied with provisions of the Act & Rules made there under in respect of deposits accepted amounting to Rs. 3,77,50,000/- and repaid Rs. 7,41,00,000/- (including pre-matured repayment of deposits of Rs. 2,11,50,000/-) during the year 2023-24. The Company has not renewed any of deposits during the aforesaid period.
16. has complied with provisions of the Act & Rules made there under in respect of borrowings from its directors, members, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable.
17. has complied with the provisions of the Act & Rules made in respect of investments made in the bodies corporate falling under the provisions of Section 186 of the Act. The Company has not given any loans or provided guarantees or securities to other bodies corporate or persons;

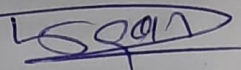
  


18. There was no alteration made in the Memorandum of Association and Articles of Association of the Company during the year under certification.

Place: Pune

Date: 19/09/2024

Signature:



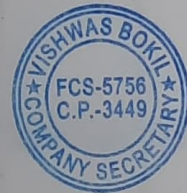
Name of Company Secretary in practice: **Vishwas Bokil**

C.P.No.: **3449**

**FCS : 5756**

UDIN : F005756F001257347

Peer Review No.: 4193/2023

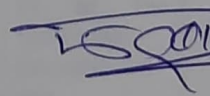
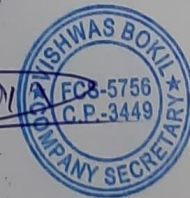


**FORM NO MGT 8 - P. N. GADGIL & SONS LIMITED**

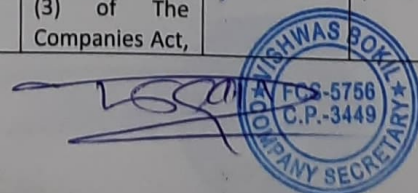
**ANNEXURE A**

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities during the financial period ending on **31<sup>st</sup> March 2024**.

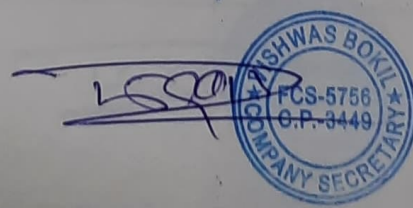
Sr. No.	Form No.	Description of Event	Date of Event	Section	Date of Filing	Within Time/ With Delay
1.	MSME 1	Submission of Half Yearly return in respect of outstanding payments to Micro or Small Enterprises for the period of 01 October 2022 to 31 March 2023	31/03/2023	405	25/04/2023	In Time
2.	PAS-6	Reconciliation of Share Capital Audit Report (Half-yearly) from 01.10.2022 to 31.03.2023	31/03/2023	Rule 9A Prospectus & Allotment Rules 2014	08/05/2023	In Time
3.	DPT-3	Return of Deposit and Particulars of transactions by a company not considered as deposit	31/03/2023	Rule 16 & Rule 16 A of the Companies (Acceptance of Deposits) Rules, 2014.	07/12/2023	*With delay
4.	DPT-3	Return of Deposit and Particulars of transactions by a company not considered as deposit (Resubmitted on receipt of query raised from MCA on earlier Form DPT-3 Submitted through SRN AA6323887)	31/03/2023	Rule 16 & Rule 16 A of the Companies (Acceptance of Deposits) Rules, 2014.	25/01/2024	**With Delay
5.	CHG-1	Modification of charge in favour of Federal Bank Limited for Rs. 75 Crores	23/05/2023	77	21/06/2023	In Time

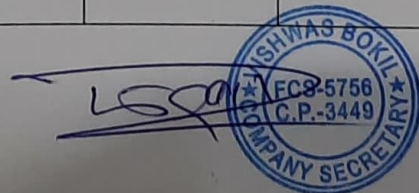
6.	CHG-1	Modification of charge in favour of Federal Bank Limited for Rs. 97.50 Crores	23/05/2023	77	22/06/2023	With Delay
7.	CHG-1	Modification of charge in favour of Federal Bank Limited by way of providing additional Collateral Security of immovable property.	07/07/2023	77	03/08/2023	In Time
8.	CHG-1	Creation of charge in favour of Federal Bank Limited for Rs. 35 Crores	07/07/2023	77	03/08/2023	In Time
9.	CHG-1	Modification of charge in favour of Yes Bank Limited for Rs. 50 Crores	26/07/2023	77	24/08/2023	In Time
10.	MGT-14	Submission of resolution passed in Borrowing Committee regarding renewal and enhancement of credit facilities amounting to Rs. 2,17,50,00,000 from The Federal Bank Limited	30/03/2023	Pursuant to 117(1) & 179(3) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	26/04/2023	In Time
11.	MGT-14	Submission of resolution passed in Board Meeting regarding Appointment of M/s Bokil Punde & Associates as the Secretarial Auditor of the Company	10/04/2023	Pursuant to 117(1) & 179 (3) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	02/06/2023	With Delay
12.	MGT-14	Submission of resolutions passed in Board Meeting regarding 1) Approval of financial Statement for the year ended 31st March, 2023 & 2) Approval of Directors Report for the year ended 31 March, 2023	24/06/2023	Pursuant to 117(1) & 179 (3) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	17/07/2023	In Time
13.	MGT-14	Submission of resolution passed in Borrowing Committee regarding Enhancement of credit	26/07/2023	Pursuant to 117(1) & 179 (3) of The Companies Act,	19/08/2023	In Time



		facilities in the form of Overdraft facility limit from Rs. 300 million to an extent of Rs. 500 million from The Yes Bank Limited		2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014		
14.	MGT-14	Submission of Special resolutions passed in Annual General Meeting regarding 1) Revision in Remuneration of Mr. Govind Vishwanath Gadgil (DIN :00616617), Whole Time Director for period 1st April 2023 to 31 <sup>st</sup> March 2026. & 2) Revision in Remuneration of Mrs. Renu Govind Gadgil (DIN: 07412955), Whole Time Director for a period 1st April 2023 to 31st March 2026 & 3) Revision in Remuneration of Mr. Amit Yeshwant Modak (DIN: 00396631), Whole Time Director for a period 1 <sup>st</sup> April 2023 to 31 <sup>st</sup> March 2026	07/08/2023	Pursuant to 117(1) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	19/08/2023	In Time
15.	MGT-14	Submission of resolution passed in Borrowing Committee regarding Enhancement of credit facility amounting to Rs. 125,00,00,000/- from Yes Bank Limited	06/10/2023	Pursuant to 117(1) & 179 (3) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	31/10/2023	In Time
16.	MGT-14	Submission of resolution passed in Borrowing Committee regarding Availing of various credit facility amounting to Rs. 1,10,00,00,000/- from HDFC Bank Limited	07/11/2023	Pursuant to 117(1) & 179 (3) of The Companies Act, 2013 and Rule 24 of The Companies (Management and Administration) Rules, 2014	04/12/2023	In Time
17.	CHG-4	Satisfaction Of charge in favour of SVC Co-Operative Bank Limited of Rs. 125 Crores	31/03/2023	82	21/04/2023	In Time



18.	CHG-4	Satisfaction Of charge in favour of Federal Bank Limited of Rs. 15.55 Crores	03/07/2023	82	31/07/2023	In Time
19.	CHG-4	Satisfaction Of charge in favour of ICICI Bank Limited of Rs. 75 Crores	14/12/2023	82	29/12/2023	In Time
20.	CHG-4	Satisfaction Of charge in favour of Federal Bank Limited of Rs. 25 Crores	28/12/2023	82	13/01/2024	In Time
21.	CSR 2	Report on Corporate Social Responsibility (CSR) for the year 2022-23	31/03/2023	Pursuant to sub-rule (1B) of Rule 12 of Companies (Accounts) Rules, 2014	06/03/2024	In Time
22.	DPT-1 Through GNL-2	Circular for inviting Unsecured Public deposits in form DPT-1	07/08/2023	Pursuant to the rule 12(2) of the Companies (Registration Offices and Fees) Rules,2014	25/08/2023	In Time
23.	DPT-1 Through GNL-2	Circular in the form of advertisement for inviting Unsecured Public deposits in form DPT-1	07/08/2023	Pursuant to the rule 12(2) of the Companies (Registration Offices and Fees) Rules,2014	25/08/2023	In Time
24.	ADT-1	Submission of Notice to the Registrar for Re-appointment of M/s. Khandelwal Jain & Associates as Statutory Auditors of the Company for the period 1 April 2023 to 31 March 2028	07/08/2023	139	04/09/2023	With Delay
25.	AOC-4 XBRL	Submission of Financial Statements for the financial year 2022-23	07/08/2023	Pursuant to section 137 of the Companies Act, 2013 and rule 12(2) of the Companies (Accounts) Rules,2014]	05/09/2023	In Time
26.	MSME-1	Submission of Half Yearly return in respect of outstanding payments to Micro or Small Enterprises for	30/09/2023	405	21/10/2023	In Time



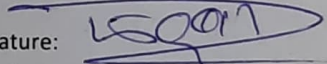
		the period of 1 April 2023 to 30 September 2023				
27.	PAS-6	Reconciliation of Share Capital Audit Report (Half-yearly) from 1 April 2023 to 30 September 2023	30/09/2023	Rule 9A Prospectus & Allotment Rules 2014	25/11/2023	In Time
28.	MGT-7	Submission of Annual Return for the year ended on 31.03.2023	07/08/2023	Pursuant to sub-Section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]	04/10/2023	In Time

\* As informed by the management of the company, the delay in submission of the Form was due to technical error of the MCA website.

\*\* Resubmitted on receipt of query raised from MCA on earlier Form DPT-3 submitted through a separate SRN AA6323887, since the resubmission was not allowing to submit the Form with same SRN.

Place: Pune

Date: 19/09/2024

Signature: 

Name of Company Secretary in practice: **Vishwas Bokil**

C.P.No.: **3449**

**FCS : 5756**

UDIN : F005756F001257347

Peer Review No.: 4193/2023



**P.N. GADGIL & SONS LTD.**  
**(Formerly known as “P. N. Gadgil And Sons”)**  
**CIN: U36911PN2017PLC173262**

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

Contact No.: +91 20 24612000

Fax No. :020 + 24612185

Email Id : [info@pngadgilandsons.com](mailto:info@pngadgilandsons.com)

Website: [www.pngadgilandsons.com](http://www.pngadgilandsons.com)

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**CLARIFICATION NOTE TO FORM MGT 7**

**1. II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

Principal business activity of the Company is selling of gold jewellery, diamond jewellery and bullion trading. Total turnover of the company for the year ended can be categories in two parts as follows:

- a) Sale of Ornaments – 42.89% of total turnover
- b) Sale of Gold bullion – 57.11% of total turnover

**2. C. COMMITTEE MEETINGS OF IX.**

**a) MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

Independent Directors Meeting held on **18/03/2024** and attended by all the Independent directors of the Company i.e. Mr. Ashish Khandelwal, Mr. Ashok Gokhale and Mr. Ranjeet Natu.

**b) MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

There were total 16 Committee meetings were held during the Financial Year ended 31.03.2024. Details of 10 committee meetings were mentioned in the Form. Rest of the Committee meeting details are as follows:

Sr. No.	Type of Meeting	Date of Meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of Members attended	% of attendance
11.	Audit Committee	10/04/2023	3	3	100
12.	Audit Committee	24/06/2023	3	2	100
13.	Audit Committee	09/08/2023	3	3	100
14.	Audit Committee	07/11/2023	3	3	100
15.	Audit Committee	12/02/2024	3	3	100
16.	Stakeholders Relationship Committee	26/03/2024	3	3	100



**3. VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

- i) Mr. Amit Yeshwant Modak is a Whole Time Director as well as Chief Executive Officer of the Company. He is holding 2,372 Equity Shares of Rs. 10/- each of the Company as on **31/03/2024**. His entire holding of 2,372 has been mentioned against his designation as Whole time Director.

**4. IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of members attended in person are 7 and remaining 2 attended as Proxy.

**5. X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. Amit Modak is a Whole Time Director as well as Chief Executive Officer (CEO) of the Company. During the Financial Period 01/04/2023 to 31/03/2024, remuneration of Rs. 3,90,75,200/- has been paid to him. His entire remuneration of Rs. 3,90,75,200/- has been mentioned against his designation Whole Time Director.

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Company Secretaries of India**  
**भारतीय कम्पनी सचिव संस्थान**  
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#### Document details

UDIN Created Date:	26-09-2024
Unique Document Identification Number(UDIN):	F005756F001332928
Members Details:	VISHWAS VASANT F5756
Name of the Company:	P. N. GADGIL & SONS LIMITED
Type of Certificate/Report:	Certificate
Document Type:	Certification of Annual Return in Form MGT-7 under Section 92(1) of Companies Act, 2013
Date of Signing of Document:	26-09-2024
Document Description:	Certification of Annual Return in Form MGT-7 under Section 92(1) of Companies Act, 2013
Status:	Active