

NOTICE

NOTICE is hereby given that the Seventh Annual General Meeting (AGM) of P. N. GADGIL & SONS LIMITED (the Company) will be held at 4th floor, Abhiruchi Mall, S.No.59/1-C, Wadgaon (BK), Sinhgad Road, Pune - 411041 on Monday, 29th July, 2024 at 12:00 noon 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, 2024 and the reports of the Board of Directors and Auditors thereon.
- 2** To appoint a Director in place of Mrs. Renu Govind Gadgil (DIN: 07412955), who retires by rotation and has confirmed her eligibility and willingness to accept the office, if re-appointed.

By order of the Board of Directors
Of **P. N. GADGIL & SONS LIMITED**

Date: 12.06.2024
Place: Pune

Sd/-
Neha Boid
Company Secretary
M. No. A54111
D 2103, Shubh Kalyan,
Nanded City, Sinhgad Road,
Pune – 411041

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 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, 2024 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 up to the date of the Annual General Meeting.
5. The Statement relating to ordinary business as mentioned in the Notice pursuant to provisions of Section 102 of the Companies Act, 2013 (the Act) is annexed hereto.
6. 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.
7. 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 and Share Transfer Agent, '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.

8. 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.
9. 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.
10. Members may also note that the notice of the 7th Annual General Meeting and the Annual Report 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.

By order of the Board of Directors
for **P. N. GADGIL & SONS LIMITED**

Date: 12.06.2024

Place: Pune

Sd/-
Neha Boid
Company Secretary
M. No. A54111
D 2103, Shubh Kalyan,
Nanded City, Sinhgad Road,
Pune - 411041

Explanatory Statement

Item No. 2 (Ordinary Business)

Details of Director seeking re-appointment at the Annual General Meeting
(In pursuance of Secretarial Standard 2 of ICSI)

Sr. No.	Name of Director	Mrs. Renu Govind Gadgil
1.	DIN	07412955
2.	Designation	Whole Time Director
3.	Date of Birth	13/05/1961
4.	Age	62 years
5.	Nationality	Indian
6.	Date of first appointment on the Board	06/11/2017
7.	Change in Designation	NA
8.	Shareholding in P. N. Gadgil & Sons Limited	She holds 1,52,07,342 Equity Shares of Rs. 10 each aggregating to Rs. 15,20,73,420 and the same denotes 45.03% of total Share Capital of the Company.
9.	List of Directorship held in other Companies	1. Puneet Shares and Finance Private Limited 2. P. N. Gadgil Art & Culture Foundation
10.	Qualifications	BHMS, She passed the Licentiate of Court of Examiners in Homeopathy.
11.	Experience	Renu Gadgil is one of the Promoters of our Company and has been a member of our Board since inception. She has more than 10 years of experience in the jewellery business. In the past, she was associated with P. N. Gadgil & Sons, in the capacity of a Partner.
12.	Terms and conditions of revision in remuneration	She is liable to retire by rotation and offer herself for re-appointment. Other terms and conditions will remain same.
13.	Terms and Conditions of appointment or re-appointment	Other terms and conditions of appointment remains same as approved in Annual General Meeting held on 07 th August, 2023.
14.	No of Board meetings attended during the previous financial year ended 31st March, 2024	5

15.	Chairman/ Member in the Committees of the Board of Companies in which she is a director	P. N. GADGIL & SONS LIMITED : Member of Borrowing Committee and Internal Complaints Committee
16.	Relationship with other Directors, manager and other Key managerial personnel of the Company	Relative of Mr. Govind Vishwanath Gadgil, Chairman and Whole time Director of the Company.
17.	Details of remuneration sought to be paid	As a Whole Time Director, she is entitled to receive remuneration upto Rs. 17,50,00,000/- p.a. as approved in Annual General Meeting held on 07 th August, 2023.
18.	Last drawn remuneration	The Company has paid Rs. 17,50,00,000/- for the period 01st April, 2023 to 31st March, 2024. The Company has paid Rs. 80,00,000/- for the period 01st April, 2024 to 31st May, 2024.

Date: 12.06.2024

Place: Pune

By order of the Board of Directors
Of **P. N. GADGIL & SONS LIMITED**Sd/-
Neha Boid
Company Secretary
M. No. A54111
D 2103, Shubh Kalyan,
Nanded City, Sinhgad Road,
Pune - 411041

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]

Annual General Meeting on Monday, 29th July, 2024 at 12:00 P.M.
at 4th Floor, 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 Member:Signature.....

Name of Proxy Holder:Signature.....

I / We hereby record my / our presence at the Annual General Meeting of the Company held on Monday, 29th July, 2024 at 12:00 P.M. at 4th Floor, 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.

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

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/DP ID No/Client ID:

I/We being the Member(s) holdingshares of above-named Company, 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 (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of members of the Company, to be held on Monday, 29th July, 2024 at 12:00 P.M. at 4th Floor, Abhiruchi Mall, S.No.59 /1-C, Wadgaon (BK), Sinhgad Road Pune – 411041 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Summary of Businesses to be transacted at the 7 th Annual General Meeting
Ordinary Business	
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 st March, 2024 and the reports of the Board of Directors and Auditors thereon.
2.	Re-appointment of Mrs. Renu Govind Gadgil (DIN: 07412955), who retires by rotation and has confirmed her eligibility and willingness to accept the office, if re-appointed.

Signed thisday of..... 2024

Affix
Revenue
Stamp of Re.
1/-

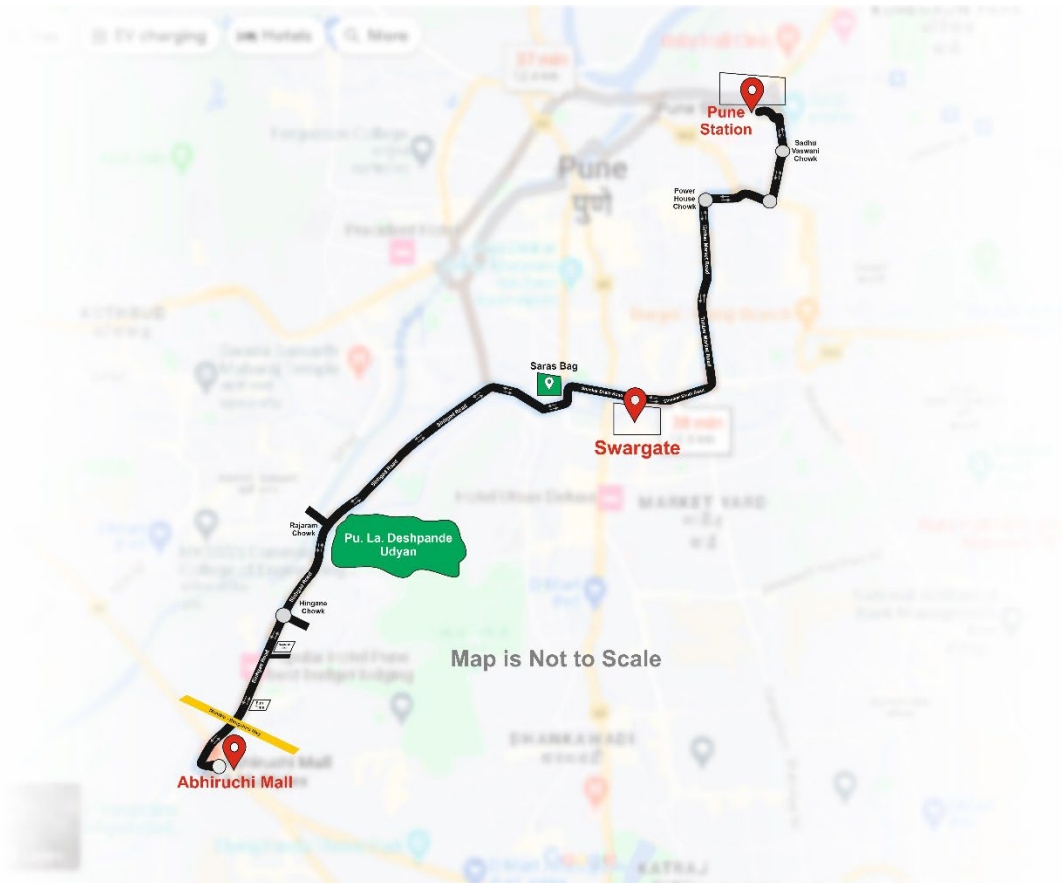
Signature of Shareholder:

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.**

Route Map for 7th Annual General Meeting venue



P. N. Gadgil & Sons Limited
4th Floor, Abhiruchi Mall, S.No.59 /1-C,
Wadgaon (BK), Sinhgad Road Pune - 411041