

## NOTICE

**NOTICE** is hereby given that the First Annual General Meeting (AGM) of P. N. GADGIL & SONS LIMITED (the Company) will be held at S. No. 37/1 & 37/2 near Lokmat New Paper, Vadgaon, Khurd, Pune- 411041 on Friday, 27th July, 2018 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 period ended 31st March 2018 and the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity share for the financial period ended 31st March, 2018
3. To appoint a Director in place of Mrs. Renu Govind Gadgil (DIN: 07412955), who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint M/s. Shah and Taparia, Chartered Accountants, Pune (Registration No. 109463W) as Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/S Shah and Taparia, Chartered Accountants (Registration No. 109463W), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the 6<sup>th</sup> Annual General Meeting, to be held in the year 2023, on such remuneration as may be recommended by the Audit Committee and as may be determined by the Board of Directors."

### SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Sections 196 and 197 and other applicable provisions of the Companies Act, 2013 (the Act), if any and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time read with Part I of Schedule V of the Act and as per the approval of the Nomination & Remuneration Committee and the Board of Directors and subject to such consent(s), approval(s) and permission(s) and subject to such conditions as may be imposed by any authority (ies), if any while granting such consents, permissions and approvals and as are agreed to by the Board of Directors (hereinafter referred to as the Board which term shall unless repugnant to the context or meaning thereof be deemed to include any committee thereof and any person authorised by the Board in this behalf), the approval of members be and is hereby accorded for payment of remuneration of Rs. 18,58,065/- (Rupees eighteen lacs fifty eight thousand sixty five only) to Mr. Govind Vishwanath Gadgil (DIN 00616617), Director of the Company, within the limits of the aforementioned provisions of the Act, for the services rendered by him since incorporation of the Company till 4<sup>th</sup> December, 2017.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to provisions of Sections 196 and 197 and other applicable provisions of the Companies Act, 2013 (the Act), if any and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time read with Part I of Schedule V of the Act and as per the approval of the Nomination & Remuneration Committee and the Board of Directors and subject to such consent(s), approval(s) and permission(s) and subject to such conditions as may be imposed by any authority (ies), if any while granting such consents, permissions and approvals and as are agreed to by the Board of Directors (hereinafter referred to as the Board which term shall unless repugnant to the context or meaning thereof be deemed to include any committee thereof and any person authorised by the Board in this behalf), the approval of members be and is hereby accorded for payment of remuneration of Rs. 13,93,548/- (Rupees thirteen lacs ninety three thousand five hundred forty eight only) to Mrs. Renu Govind Gadgil (DIN 07412955), Director of the Company, within the limits of the aforementioned provisions of the Act, for the services rendered by her since incorporation of the Company till 4<sup>th</sup> December, 2017.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 196 and 197 and other applicable provisions of the Companies Act, 2013 (the Act), if any and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time read with Part I of Schedule V of the Act and as per the approval of the Nomination & Remuneration Committee and the Board of Directors and subject to such consent(s), approval(s) and permission(s) and subject to such conditions as may be imposed by any authority (ies), if any while granting such consents, permissions and approvals and as are agreed to by the Board of Directors (hereinafter referred to as the Board which term shall unless repugnant to the context or meaning thereof be deemed to include any committee thereof and any person authorised by the Board in this behalf), the approval of members be and is hereby accorded for payment of remuneration of Rs. 199,895/- (Rupees one lac ninety nine thousand eight hundred ninety five only) to Mr. Amit Yeshwant Modak (DIN 00396631), Director of the Company, within the limits of the aforementioned provisions of the Act, for the services rendered by him since incorporation of the Company till 4<sup>th</sup> December, 2017.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in partial modification of resolution passed in the Extra Ordinary General Meeting of the Company, held on 12<sup>th</sup> December, 2017, for approval of the appointment and terms of remuneration of Mr. Govind Vishwanath Gadgil (DIN: 00616617), as Whole time Director of the Company and pursuant to provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, if any, (the Act) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time read with Schedule V of the Act and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors and subject to such consent(s), approval(s) and permission(s) of various authorities, the approval of members be and is hereby accorded for revision in the terms of remuneration of Mr. Govind Vishwanath Gadgil, Whole time Director by way of increase in remuneration (which includes salary perquisites performance based rewards / incentives etc) payable to him from an amount not exceeding Rs. 2,40,00,000/- (Rupees Two Crores Forty Lacs) p.a. to an amount not exceeding Rs. 3,00,00,000/- (Rupees Three Crores) p.a., for a period of 3 years, commencing from 01<sup>st</sup> April 2018, with other terms and conditions of employment as approved at the Extra Ordinary General Meeting of the Company held on 12<sup>th</sup> December 2017 remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to fix the remuneration of Mr. Govind V Gadgil within the aforesaid revised limit of Rs. 3,00,00,000/- (Rupees three crores) with effect from 1<sup>st</sup> April 2018 to the extent the Board may consider appropriate, at its sole discretion.

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mr. Govind V Gadgil, Whole Time Director, the remuneration by way of salary perquisites performance based rewards / incentives etc as mentioned above subject to the limits and conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits, as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

**RESOLVED FURTHER THAT** Mr. Amit Yeshwant Modak , Whole Time Director & CEO (DIN: 00396631) and Ms. Purva Mehra, Company Secretary of the Company be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in partial modification of resolution passed in the Extra Ordinary General Meeting of the Company, held on 12<sup>th</sup> December, 2017, for approval of the appointment and terms of remuneration of Mrs. Renu Govind Gadgil (DIN: 07412955), as Whole time Director of the Company and pursuant to provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, if any, (the Act) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time read with Schedule V of the Act and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors and subject to such consent(s), approval(s) and permission(s) of various authorities, the approval of members be and is hereby accorded for revision in the terms of remuneration of Mrs. Renu Govind Gadgil, Whole time Director by way of increase in remuneration (which includes salary perquisites performance based rewards / incentives etc) payable to her from an amount not exceeding Rs. 1,80,00,000/- (Rupees One crore eighty lacs) p.a. to an amount not exceeding Rs. 2,50,00,000/- (Rupees Two crore fifty lacs) p.a., for a period of 3 years, commencing from 01<sup>st</sup> April 2018., with other terms and conditions of employment as approved at the Extra Ordinary General Meeting of the Company held on 12<sup>th</sup> December 2017 remain unchanged.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to fix the remuneration of Mrs. Renu Govind Gadgil within the aforesaid revised limit of Rs. 2,50,00,000/- (Rupees Two crore fifty lacs) with effect from 1<sup>st</sup> April 2018 to the extent the Board may consider appropriate, at its sole discretion.

**RESOLVED FURTHER THAT** in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay to Mrs. Renu Govind Gadgil, Whole Time Director, the remuneration by way of salary perquisites performance based rewards / incentives etc as mentioned above subject to the limits and conditions specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits, as may be prescribed by the Government from time to time in this regard, as minimum remuneration.

**RESOLVED FURTHER THAT** Mr. Amit Yeshwant Modak , Whole Time Director & CEO (DIN: 00396631) and Ms. Purva Mehra, Company Secretary of the Company be and are hereby severally authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

Date: 23<sup>rd</sup> May, 2018  
Place: Pune

**By Order of the Board**

Sd/-  
Purva Mehra  
**Company Secretary**  
M.No. A33796

**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 31<sup>st</sup> March, 2018 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 special 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 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. 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, to those members whose names appear on the Register of Members as on 20<sup>th</sup> July, 2018.
11. Members may also note that the notice of the 1<sup>st</sup> Annual General Meeting and the Annual Report will be available on the Company's website [www.pngadgilandsons.com](http://www.pngadgilandsons.com).
12. 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.

**EXPLANATORY STATEMENT  
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out, in terms of Section 102 of the Companies Act, 2013, all material facts relating to Special Business as mentioned in the accompanying Notice dated 23<sup>rd</sup> May, 2018:

**Item No. 5**

Mr. Govind Vishwanath Gadgil is one of the promoters and founder Directors of the Company. The Board of Directors, in its meeting held on 10<sup>th</sup> November, 2017, approved the remuneration not exceeding Rs. 20,00,000/- to be paid to Mr. Govind Vishwanath Gadgil, the then Director for the services being rendered by him. The Nomination and Remuneration Committee in its meeting held on 23<sup>rd</sup> May, 2018 approved the payment of such remuneration to the extent of Rs. 18,58,065/- (Rupees eighteen lacs fifty eight thousand sixty five).

As required under Section 196 and 197 of the Companies Act, 2013, members' approval is required by way of an Ordinary Resolution for payment of remuneration to Mr. Govind Vishwanath Gadgil for the services rendered by him since incorporation of the company till 4<sup>th</sup> December 2017. The remuneration paid to him is within the limits as laid down under the aforesaid provisions of the Act for the financial period ending 31<sup>st</sup> March, 2018. However, your approval is being sought by way of a Special Resolution.

The relevant disclosures as required in pursuance of Secretarial Standard 2 of (ICSI) have been made in the Annexure 1 to this statement.

The Board recognizes valuable contributions made by Mr. Govind Vishwanath Gadgil for development of the company and therefore recommends the resolution set out in Item no. 05 of the notice for approval by members of the Company.

Except Mr. Govind Vishwanath Gadgil and Mrs. Renu Govind Gadgil, being relative of Mr. Govind Vishwanath Gadgil, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution proposed under item No. 5.

**Item No. 6**

Mrs. Renu Govind Gadgil is one of the promoters and founder Directors of the Company. The Board of Directors, in its meeting held on 10<sup>th</sup> November, 2017, approved the remuneration not exceeding Rs. 15,00,000/- to be paid to Mrs. Renu Govind Gadgil, the then Director for the services rendered by her. The Nomination and Remuneration Committee in its meeting held on 23<sup>rd</sup> May, 2018 approved the payment of such remuneration to the extent of Rs. 13,93,548/- (Rupees thirteen lacs ninety three thousand five hundred and forty eight).

As required under Section 196 and 197 of the Companies Act, 2013, members' approval is required by way of an Ordinary Resolution for payment of remuneration to Mrs. Renu Govind Gadgil for the services rendered by her since incorporation of the company till 4<sup>th</sup> December 2017. The remuneration paid to her is within the limits as laid down under the aforesaid provisions of the Act for the financial period ending 31<sup>st</sup> March, 2018. However, your approval is being sought by way of a Special Resolution.

The relevant disclosures as required in pursuance of Secretarial Standard 2 of (ICSI) have been given in the Annexure 1 to this statement.

The Board recognizes valuable contributions made by Mrs. Renu Govind Gadgil for development of the company and therefore recommends the resolution set out in Item no. 06 of the notice for approval by members of the Company.

Except Mrs. Renu Govind Gadgil and Mr. Govind Vishwanath Gadgil, being relative of Mrs. Renu Govind Gadgil, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution proposed under item No. 6.

**Item no. 7**

Mr. Amit Yeshwant Modak is one of the promoters and founder Directors of the Company. The Board of Directors, in its meeting held on 10<sup>th</sup> November, 2017, approved the remuneration not exceeding Rs. 2,00,000/- to be paid to Mr. Amit Yeshwant Modak, the then Director for the services rendered by him. The Nomination and Remuneration Committee in its meeting held on 23<sup>rd</sup> May, 2018 approved the payment of such remuneration to the extent of Rs. 1,99,895/- (Rupees One Lac Ninety Nine Thousand Eight Hundred and Ninety Five).

As required under Section 196 and 197 of the Companies Act, 2013, members' approval is required by way of an Ordinary Resolution for payment of remuneration to Mr. Amit Yeshwant Modak for the services rendered by him since incorporation of the company till 4<sup>th</sup> December 2017. The remuneration paid to him is within the limits as laid down under the aforesaid provisions of the Act for the financial period ending 31<sup>st</sup> March, 2018. However, your approval is being sought by way of a Special Resolution.

The relevant disclosures as required in pursuance of Secretarial Standard 2 of (ICSI) have been given in the Annexure 1 to this statement.

The Board recognizes valuable contributions made by Mr. Amit Yeshwant Modak for development of the company and therefore recommends the resolution set out in Item no. 07 of the notice for approval by members of the Company.

Except Mr. Amit Yeshwant Modak and Mr. Aditya Amit Modak, Chief Financial Officer being relative of Mr. Amit Yeshwant Modak none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution proposed under item No. 7.

**Item No. 08**

The Nomination and Remuneration Committee, in its meeting held on 23<sup>rd</sup> May, 2018 recommended and the Board of Directors in their meeting held on 23<sup>rd</sup> May, 2018, approved the revision of payment of remuneration of Mr. Govind Vishwanath Gadgil (DIN: 00616617) Whole Time Director of the Company from an amount not exceeding Rs. 2,40,00,000/- (Rupees two crore forty lakh) p.a. to an amount not exceeding Rs. 3,00,00,000/- (Rupees three crores) p.a., with effect from 01<sup>st</sup> April, 2018, with other terms and conditions of employment remaining unchanged.

The revision in remuneration was approved by the Board based on industry standards, responsibilities handled by the Whole time Director of the Company.

The relevant disclosure as required in pursuance of Secretarial Standard 2 of ICSI and disclosure as per Section II of Part II of Schedule V of the Companies Act, 2013 have been given in Annexure 1 and Annexure 2 respectively.

The draft Agreement i.e. Letter altering terms and conditions of appointment may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act and it will be available for inspection at the registered office of the Company on all working days of the company during business hours up to the date of the Annual General Meeting.

Your Directors recommend the proposed resolution for your approval. The approval of Members is being sought by way of a Special resolution, for increase in remuneration of Mr. Govind Vishwanath Gadgil (DIN: 00616617) Whole Time Director of the Company.

Except Mr. Govind Vishwanath Gadgil and Mrs. Renu Govind Gadgil, being relative of Director, none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution proposed under item No. 8.

**Item No. 09**

The Nomination and Remuneration Committee, in its meeting held on 23<sup>rd</sup> May, 2018 recommended and the Board of Directors, in its meeting held on 23<sup>rd</sup> May, 2018, approved the revision of payment of remuneration of Mrs. Renu Govind Gadgil (DIN: 07412955) Whole Time Director of the Company from an amount not exceeding Rs. 1,80,00,000/- (Rupees one crore eighty lakhs) p.a. to an amount not exceeding Rs. 2,50,00,000/- (Rupees two crore fifty lakhs) p.a. with effect from 1<sup>st</sup> April, 2018., with other terms and conditions of employment remaining unchanged.

The revision in remuneration was approved by the Board based on industry standards, responsibilities handled by the Whole time Director of the Company.

The relevant disclosure as required in pursuance of Secretarial Standard 2 of ICSI and disclosure as per Section II of Part II of Schedule V of the Companies Act, 2013 have been given in Annexure 1 and Annexure 2 respectively.

The draft Agreement i.e. Letter altering terms and conditions of appointment may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act and it will be available for inspection at the registered office of the Company on all working days of the company during business hours up to the date of the Annual General Meeting.

Your Directors recommend the proposed resolution for your approval. The approval of Members is being sought by way of a Special resolution, for increase in remuneration of Mrs. Renu Govind Gadgil (DIN: 07412955), Whole Time Director of the Company.

Except Mrs. Renu Govind Gadgil and Mr. Govind Vishwanath Gadgil, being relative of Mrs. Renu Govind Gadgil none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution proposed under this item.

Date: 23<sup>rd</sup> May, 2018  
Place: Pune

**By Order of the Board**

Sd/-  
Purva Mehra  
**Company Secretary**  
M.No. A33796

**Annexure 1 to Item Nos. 05, 06, 07, 08 and 09 of the Notice**

Details of Directors seeking revision in terms of remuneration at the Annual General Meeting  
(In pursuance of Secretarial Standard 2 of ICSI)

Sr. No.	Name of Director	Mr. Govind Gadgil	Mrs. Renu Gadgil	Mr. Amit Modak
1.	<b>DIN</b>	00616617	07412955	00396631
2.	<b>Designation</b>	Chairman and Whole Time Director	Whole Time Director	Whole Time Director and Chief Executive Officer
3.	<b>Date of Birth</b>	08/08/1959	13/05/1961	11/05/1960
4.	<b>Age</b>	58	57	58
5.	<b>Nationality</b>	Indian	Indian	Indian
6.	<b>Date of first appointment on the Board</b>	06/11/2017	06/11/2017	06/11/2017
7.	<b>Change in Designation</b>	05/12/2017	05/12/2017	05/12/2017
8.	<b>Shareholding in P. N. Gadgil &amp; Sons Limited</b>	1,85,18,520 equity shares	1,48,14,815 equity shares	55,372 equity shares
9.	<b>List of Directorship held in other Companies</b>	Puneet Shares and Finance Private Limited	Puneet Shares and Finance Private Limited	Puneet Shares and Finance Private Limited
10.	<b>Qualifications</b>	F. Y. B. Com	BHMS	B.com, DTL, LLB, PGDIFM
11.	<b>Experience</b>	In jewellery business for more than 35 years	In jewellery business for more than 5 years as one of the owners	He has considerable experience as a Financial consultant and acting as intermediary in stock, market for more than 25 years. He worked as head finance and CEO of one of the leading jewellery houses for more than 15 years. He has been involved in day to day operations of the Company and has been responsible for marketing, finance, HR functions, corporate affairs, sales and purchases of the Company
12.	<b>Terms and Conditions of appointment or re-appointment</b>	<p>A. Term of appointment: - He will serve as a Whole Time Director for 5 (Five years) from 5<sup>th</sup> December 2017 up to and including 04<sup>th</sup> December 2022</p> <p>B. His remuneration is being sought to be revised from Rs. 2,40,00,000/- p.a. to Rs. 3,00,00,000/- p.a. with an authority to the Board to fix up the remuneration within the aforesaid limit</p> <p>C. His remuneration is being sought to be revised and fixed for the period of 3 (three) years from 1<sup>st</sup> April 2018 up to and including 31<sup>st</sup> March 2021,</p> <p>D. He will not be liable to retire by rotation during the tenure of his appointment as Whole Time Director of the Company.</p> <p>E. Subject to the superintendence, control and direction of the Board, he will have the general</p>	<p>A. Term of appointment: - She will serve as a Whole Time Director for 5 (Five years) from 5<sup>th</sup> December 2017 up to and including 04<sup>th</sup> December 2022</p> <p>B. Her remuneration is being sought to be revised from Rs. 1,80,00,000/- p.a. to Rs. 2,50,00,000/- p.a. with an authority to the Board to fix up the remuneration within the aforesaid limit.</p> <p>C. Her remuneration is being sought to be revised and fixed for the period of 3 (three) years from 1st April 2018 up to and including 31<sup>st</sup> March 2021.</p> <p>D. She will be liable to retire by rotation during the tenure of her appointment as Whole Time Director of the Company.</p> <p>E. Subject to the superintendence, control and direction of the Board, she will have the general control of the business of the Company and she will</p>	<p>A. Term of appointment: - He will serve as a Whole Time Director for 5 (Five years) from 5<sup>th</sup> December 2017 up to and including 04<sup>th</sup> December 2022</p> <p>B. Remuneration not exceeding Rs. 2,00,00,000/- p.a.</p> <p>C. He will be liable to retire by rotation during the tenure of his appointment as Whole Time Director of the Company.</p> <p>D. Subject to the superintendence, control and direction of the Board, he will have the general control of the business of the Company and he will be vested with the powers of general management and day to day affairs of the Company, to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the</p>

		<p>control of the business of the Company and he will be vested with the powers of general management and day to day affairs of the Company, to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the ordinary course of such business, he may consider necessary or proper or in the best interests of the Company.</p> <p>F. The term of his employment will forthwith determine if he becomes insolvent or make any composition or arrangement with his creditors or he will cease to be a Director of the Company.</p> <p>G. If he is guilty of negligence in the conduct of the business of the Company or of any misconduct or any breach of these terms and conditions, if any, as in the opinion of the Board renders his retirement from the office of Whole Time Director desirable, the Company may intimate to him, by not less than 30 days notice in writing, about his cessation, he will be ceased to be a Director and Whole Time Director of the Company upon the expiration of such notice.</p> <p>Kindly refer draft Letter altering terms and conditions of appointment, which is available for inspection at the Registered Office of the Company during business hours on all working days up to the date of the AGM.</p>	<p>be vested with the powers of general management and day to day affairs of the Company, to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the ordinary course of such business, she may consider necessary or proper or in the best interests of the Company.</p> <p>F. The term of her employment will forthwith determine if she becomes insolvent or make any composition or arrangement with her creditors or she will cease to be a Director of the Company.</p> <p>G. If she is guilty of negligence in the conduct of the business of the Company or of any misconduct or any breach of these terms and conditions, if any, as in the opinion of the Board renders her retirement from the office of Whole Time Director desirable, the Company may intimate to her, by not less than 30 days notice in writing, about her cessation, she will be ceased to be a Director and Whole Time Director of the Company upon the expiration of such notice.</p> <p>Kindly refer draft Letter altering terms and conditions of appointment, which is available for inspection at the Registered Office of the Company during business hours on all working days up to the date of the AGM.</p>	<p>ordinary course of such business, he may consider necessary or proper or in the best interests of the Company.</p> <p>E. The term of his employment will forthwith determine if he becomes insolvent or make any composition or arrangement with his creditors or he will cease to be a Director of the Company.</p> <p>F. If he is guilty of negligence in the conduct of the business of the Company or of any misconduct or any breach of these terms and conditions, if any, as in the opinion of the Board renders his retirement from the office of Whole Time Director desirable, the Company may intimate to him, by not less than 30 days notice in writing, about his cessation, he will be ceased to be a Director and Whole Time Director of the Company upon the expiration of such notice.</p> <p>Kindly refer draft Letter altering terms and conditions of appointment, which is available for inspection at the Registered Office of the Company during business hours on all working days up to the date of the AGM.</p>
13.	<b>No of Board meetings attended during the financial period</b>	10	10	10
14.	<b>Chairman / Member in the Committees of the Board of Companies in which he is a director</b>	<b>P. N. GADGIL &amp; SONS LIMITED</b> : Member of Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Initial public Offer Committee, Borrowing Committee and Stakeholder relationship committee	<b>P. N. GADGIL &amp; SONS LIMITED</b> : Member of Borrowing Committee and Internal Complaints Committee	<b>P. N. GADGIL &amp; SONS LIMITED</b> : Member of Audit Committee, Corporate Social Responsibility Committee, Initial public Offer Committee, Stakeholder Relationship Committee. Chairman and member of Borrowing Committee
15.	<b>Relationship with other Directors, manager and other Key managerial personnel of the Company</b>	Relative of Mrs. Renu Govind Gadgil, Wholetime Director of the Company	Relative of Mr. Govind Vishwanath Gadgil, Chairman and Whole time Director of the Company	Relative of Mr. Aditya Amit Modak, CFO of the Company
16.	<b>Details of</b>	The members are being	The members are being	The members are being



	<b>remuneration sought to be paid</b>	<p>approached for -</p> <p>1. The approval of remuneration of Rs. 18,58,065/- approved by Board of Director on 10<sup>th</sup> November, 2017.</p> <p>2. The Approval of revision of remuneration from Rs. 2,40,00,000/- to Rs. 3,00,00,000/- p.a. in compliance with the provisions of Section 197,198 and part I of Schedule V of the Act with a power to Board of Directors to fix up the remuneration within the aforesaid revised limit.</p>	<p>approached for-</p> <p>1. The approval of remuneration of Rs. 13,93,548/- approved by Board of Director on 10<sup>th</sup> November, 2017.</p> <p>2. The Approval of revision of remuneration from Rs. 1,80,00,000/- to Rs. 2,50,00,000/- p.a. in compliance with the provisions of Section 197,198 and part I of Schedule V of the Act with a power to Board of Directors to fix up the remuneration within the aforesaid revised limit.</p>	<p>approached for -</p> <p>The approval of remuneration of Rs. 1,99,895/- approved by Board of Director on 10<sup>th</sup> November, 2017.</p>
17.	Last drawn remuneration	<p>The Company has paid Rs. 18,58,065/- for the period commencing from the date of Incorporation to 4<sup>th</sup> December 2017 as Director of the Company, subject to approval of members</p> <p>The Company has paid Rs. 97,41,935/- for the period commencing from 5<sup>th</sup> December 2017 to 30<sup>th</sup> April 2018 as Whole Time Director this works out to Rs. 20,00,000/- per month</p>	<p>The Company has paid Rs. 13,93,548/- for the period commencing from the date of incorporation November 2017 to 4<sup>th</sup> December 2017 as Director of the Company, subject to approval of members</p> <p>The Company has paid Rs. 73,06,452/- for the period commencing from 5<sup>th</sup> December 2017 to 30<sup>th</sup> April 2018 as Whole Time Director this works out to Rs. 15,00,000/- per month</p>	<p>The Company has paid Rs. 1,99,895/- for the period commencing from the date of incorporation to 4<sup>th</sup> December 2017 as Director of the Company, subject to approval of members</p> <p>The Company has paid Rs. 12,17,104/- for the period commencing from 5<sup>th</sup> December 2017 to 30<sup>th</sup> April 2018 as Whole Time Director</p>

Date: 23<sup>rd</sup> May, 2018  
Place: Pune

**By Order of the Board**

Sd/-  
Purva Mehra  
**Company Secretary**  
M.No. A33796

**ANNEXURE 2 TO THE NOTICE**

**STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 11 OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 (INCLUDING SECRETARIAL STANDARD – 2 IN RESPECT OF ITEM NO. 08 AND 09 OF THE NOTICE.** (The Board does not envisage earning of inadequate profit, however as a matter of abundant precaution the information as given below, is being furnished.)

**I. GENERAL INFORMATION –**

(1) Nature of Industry:

We are one of the leading and trusted retail jewellery companies in Maharashtra. The legacy of the “P. N. Gadgil” brand traces back over six generations to the year 1832. Prior to the incorporation of our Company in the year 2017, consequent to conversion of the Erstwhile Partnership Firm into the Company, the current business was carried on by our Promoters in the name of such Erstwhile Partnership Firm.

Our offerings include gold jewellery, silver jewellery, idols and other silverware, diamonds and diamond jewellery and other gemstones jewellery and related gift items.

(2) Date or expected date of commencement of Commercial Production: Commercial production commenced in the year 2012 when the Company was a partnership firm in the name of “P. N. Gadgil & Sons”. In other words the activities or business continued in the Company after the aforesaid conversion.

(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**. The Company has been incorporated pursuant to the conversion of the Erstwhile Partnership Firm under Part I of Chapter XXI of the Companies Act, 2013 on November 6, 2017. The Company inherited the running business of the firm and hence the business has been continued after the conversion.

(4) Financial performance based on given indicators: -

Particulars	From 6 <sup>th</sup> November, 2017 till 31 <sup>st</sup> March, 2018
Total Income	7,05,49,61,939
Depreciation and amortization expense	2,76,71,870
Total expenses	6,69,97,51,704
Profit before tax	35,52,10,235
Net profit/ Profit after Tax	26,05,54,686
Paid up capital	20,26,23,390

(5) Foreign Investments or collaborations, if any – There is no direct foreign investment and no foreign collaboration in the Company.

**II. INFORMATION ABOUT THE APPOINTEES**

	<b>Mr. Govind Gadgil Whole Time Director</b>	<b>Mrs. Renu Gadgil Whole Time Director</b>
Background details	Govind Gadgil is the Promoter of our Company and has been a member of our Board since inception. He holds a senior secondary certificate from Maharashtra State Board of Secondary and Higher Secondary Education. He has over 35 years experience in the jewellery business. In the past he was associated with P.N. Gadgil & Sons, in the capacity of a Partner.	Renu Gadgil is the Promoter of our Company and has been a member of our Board since inception. She passed the Licentiate of Court of Examiners in Homeopathy. She has more than 5 years of experience in the jewellery business. In the past, she was associated with P N Gadgil & Sons, in the capacity of a Partner.
Past Remuneration	The Company has paid Rs. Rs. 18,58,065/- for the period commencing from 6 <sup>th</sup> November 2017 to 4 <sup>th</sup> December 2017 as Director of the Company, subject to approval of members  The Company has paid Rs. 97,41,935/- for the period commencing from 5 <sup>th</sup> December 2017 to 30 <sup>th</sup> April 2018 as Whole Time Director this works out to Rs. 20,00,000/-	The Company has paid Rs. 13,93,548/- for the period commencing from 6 <sup>th</sup> November 2017 to 4 <sup>th</sup> December 2017 as Director of the Company, subject to approval of members  The Company has paid Rs. 73,06,452/- for the period commencing from 5 <sup>th</sup> December 2017 to 30 <sup>th</sup> April 2018 as Whole Time Director this works out to Rs. 15,00,000/-

	per month	per month
Recognition and Awards	-	-
Job profile and his /her suitability	<p>Govind Gadgil was appointed as the Whole-time Director of the Company for a period of five years with effect from 5<sup>th</sup> December 2017, provides leadership, strategic vision, gives attention for maintaining legacy benefit to the organization and directions to the Company business operations.</p> <p>Considering his vast experience and knowledge of the business in which company operates, the remuneration proposed commensurate with his job profile and is justified.</p>	<p>Renu Gadgil was appointed as the Whole-time Director of the Company for a period of five years with effect from 5<sup>th</sup> December 2017. She has been involved in day to day operations of the Company and has been responsible for the functions and administration of the Company. She also give pays attention for maintaining legacy benefit to the organization.</p> <p>Considering her vast experience and knowledge of the business in which company operates, the remuneration proposed commensurate with her job profile and is justified.</p>
Remuneration proposed	The remuneration proposed to be paid is provided in <b>Item No. 08</b> of the Notice.	The remuneration proposed to be paid is provided in <b>Item No. 09</b> of the Notice.
Comparative remuneration profile with respect to industry. Size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his / her origin)	<p>The revised remuneration payable have been benchmarked with the remuneration being drawn by peers in similar capacity in Jewellery Companies of comparable size in the Jewellery industry and has been approved by the Nomination and Remuneration Committee and by the Board of the Company respectively The profile of Mr. Govind Vishwanath Gadgil, his responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration.</p> <p>The remuneration payable to <b>Mr. Govind Gadgil</b> is in line with the industry standards.</p>	<p>The revised remuneration payable have been benchmarked with the remuneration being drawn by peers in similar capacity in Jewellery Companies of comparable size in the Jewellery industry and has been approved by the Nomination and Remuneration Committee and by the Board of the Company respectively The profile of Mrs. Renu Govind Gadgil, her responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration.</p> <p>The remuneration payable to <b>Mrs. Renu Gadgil</b> is in line with the industry standards.</p>
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	<ul style="list-style-type: none"> <li>• Spouse of Mrs. Renu Govind Gadgil, Whole Time Director</li> <li>• Mr. Govind Vishwanath Gadgil is a Promoter Chairman and Whole Time Director holding 1,85,18,520 equity shares consisting of 3,37,70,599 of the total paid-up capital of the Company as on 30-04-2018.</li> <li>• Sale of Goods of Rs. 6,283/- to Mr. Govind Vishwanath Gadgil, since incorporation till 31-03-2018</li> <li>• He has received Rent and maintenance of Rs. 1,05,02,000/- and security deposit of Rs. 1,33,50,000/- from the Company, for providing shops on leave and license basis, since incorporation till 31-03-2018</li> <li>• Company repaid unsecured loan of Rs. 51,79,52,454/- to Mr. Govind Vishwanath Gadgil since incorporation till 31-03-2018</li> <li>• Company paid Interest on unsecured loan of Rs. 1,36,87,970/- to Mr. Govind Vihwanath Gadgil since incorporation till 31-03-2018</li> </ul>	<ul style="list-style-type: none"> <li>• Spouse of Mr. Govind Vishwanath Gadgil, Chairman &amp; Whole Time Director</li> <li>• Mrs. Renu Govind Gadgil is a Promoter and Whole Time Director holding 1,48,14,815 equity shares consisting of 3,37,70,599 of the total paid-up capital of the Company as on 30-04-2018.</li> <li>• Sale of Goods of Rs. 39,247/- to Mrs. Renu G Gadgil, since incorporation till 31-03-2018</li> <li>• She received Rent and maintenance of Rs. 40,12,000/- and security deposit of Rs. 51,00,000/- from the Company, since incorporation till 31-03-2018 for providing shops on leave and license basis.</li> <li>• Company repaid unsecured loan of Rs. 44,97,91,003/- to Mrs. Renu Govind Gadgil since incorporation till 31-03-2018</li> <li>• Company paid Interest on unsecured loan of Rs. 1,30,56,627/- to Mrs Renu Govind Gadgil since incorporation till 31-03-2018</li> </ul>

### III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits: Reduction in revenue is primarily due to the following:
  - i) The revenue during the period ending 31.03.2018 is majorly contributed for expansion of business, the benefits of which are yet to be accrued to the Company.
  - ii) Seasonal fluctuations could have a material adverse effect on our business, financial condition and results of operations.
  - iii) Shortage of rainfall may have adverse impact on rural economy and consequently may impact business of the Company.
2. Steps taken or proposed to be taken for improvement:

The Company is focusing on strengthening its core competency in core retail operations, by optimizing store networks and assures that the demand for our products with end-consumers will continue to grow or that we will be able to continue to develop appealing styles or meet rapidly changing consumer demands in the future. The Company is planning for IPO for the purpose of its expansion needs. The proposed IPO will provide for enough improvement in the turnover and working capital requirements.
3. Expected increase in productivity and profits in measurable terms:

In addition to steps proposed to be taken for improvement as detailed hereinabove, key focus areas would be increasing top-line, profit maximization, conservation of cash and operational efficiencies. While it is difficult to give precise figures, the above initiatives are expected to improve further the productivity and profitability.

### IV. DISCLOSURES:

1. The remuneration package of all the managerial persons are given in the respective resolutions.
2. The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

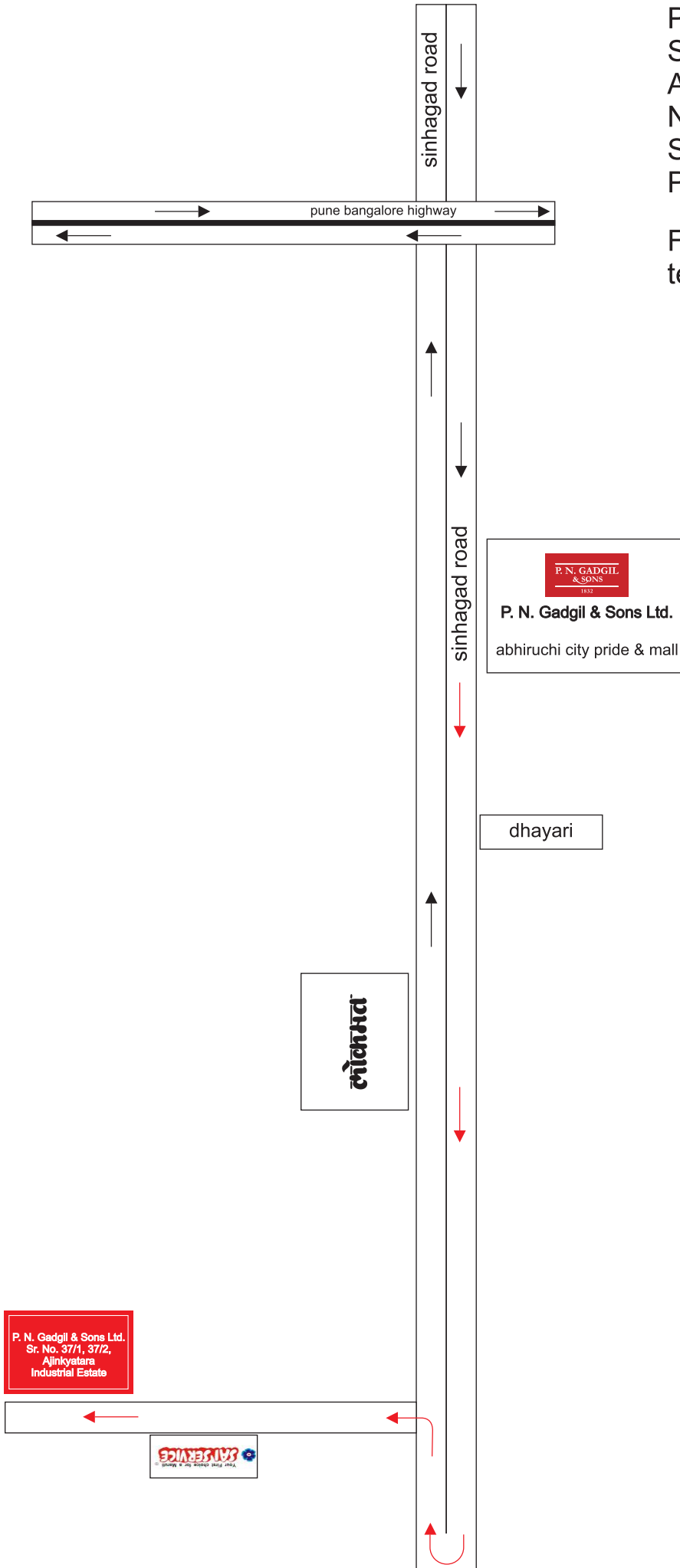
Date: 23<sup>rd</sup> May, 2018  
Place: Pune

**By Order of the Board**

Sd/-  
Purva Mehra  
**Company Secretary**  
M.No. A33796

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



**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](mailto:info@pngadgilandson.com) website: [www.pngadgilandsons.com](http://www.pngadgilandsons.com)

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

**ATTENDANCE SLIP**

[ To be presented at the entrance]

Annual General Meeting on Friday, the 27<sup>th</sup> July, 2018 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 Member .....Signature.....

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

I / We hereby record my / our presence at the Annual General Meeting of the Company held on Friday, 27th July, 2018 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.

**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](mailto: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:
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 1<sup>st</sup> Annual General Meeting of members of the Company, to be held on Friday, 27<sup>th</sup> July, 2018 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)
<b>Ordinary Business</b>		
1.	Adoption of financial statements	
2.	Declaration of Dividend	
3.	Appointment of Ms. Renu Govind Gadgil as a Director liable to retire by rotation	
4.	Appointment of Statutory Auditors	
<b>Special Business</b>		
5.	Approval for remuneration paid to Mr. Govind Vishwanath Gadgil as Director of the Company from 06.11.2017 till 04.12.2017	
6.	Approval for remuneration paid to Mrs. Renu Govind Gadgil as Director of the Company from 06.11.2017 till 04.12.2017	
7.	Approval for remuneration paid to Mr. Amit Yeshwant Modak as Director of the Company from 06.11.2017 till 04.12.2017	
8.	Approval for revision of remuneration to be paid to Mr. Govind Vishwanath Gadgil, Whole time Director of the Company	
9.	Approval for revision of remuneration to be paid to Mrs. Renu Govind Gadgil, Whole time Director of the Company	

Signed this .....day of..... 2018

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.