



by P. N. Gadgil & Sons

01st June, 2023

To,
The Corporate Relationship Department,
BSE Limited
1st Floor, PJ Towers,
Dalal Street,
Mumbai 400 001

Ref: BSE Scrip Code – 543709 Ref: Symbol – GARGI

■ **Sub: Submission of notice of the 14th Annual General Meeting of the Company**
Ref: Our letter to your office dated 31st May, 2023

Dear Sir/ Madam,

We refer to our above-mentioned letter to your office wherein we had informed that the 14th Annual General Meeting ('AGM') will be held on Friday, 30th June, 2023.

■ In continuation of the same and in terms of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 14th AGM of the Company.

The Annual Report along with the Notice of the 14th Annual General Meeting to be held on 30th June, 2023; is being sent to all those Members whose names were appearing in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on Friday, 26th May, 2023.

The Company has uploaded the AGM Notice on its website at http://www.gargibypng.com/wp-content/uploads/2023/06/Gargi_Notice_AGM_22_23.pdf

We request you to take the same on your records.

Thanking you,

Yours sincerely,
For **PNGS Gargi Fashion Jewellery Limited**

Bhargavi Kulkarni
Company Secretary and Compliance Officer
ICSI M. No. A63292

PNGS GARGI FASHION JEWELLERY LIMITED (w.e.f. 02/11/2022)

CIN: - U36100PN2009PLC133691 (Formerly known as PNGS Gargi Fashion Jewellery Private Limited (from 21/09/2022 to 01/11/2022),
P. N. Gadgil & Sons Gargi Costume Jewellery Private Limited (from 22/09/2021 to 20/09/2022) & Resonant Consulting Private Limited (till 21/09/2021))

📍 Registered Office : S. No. 37/1 & 37/2, Near Lokmat News Paper, Wadgaon Khurd, **Pune** 411041

🌐 www.gargibypng.com www.gargi.shop Email-Id: info@gargibypng.com

India +91 020 2991 1980 / 81 / 82 Fax 020 2991 1982



NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting (AGM) of **PNGS GARGI FASHION JEWELLERY LIMITED** (the Company) will be held at Zapurza Museum of Art & Culture, ahead of Peacock Bay, Survey no. 65, Kudje, Pune – 411023 on Friday, 30th day of June, 2023 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 2023 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of **Mr. Aditya Amit Modak (DIN: 09237633)**, who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Ranjeet Sadashiv Natu (DIN 02892084) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (‘SEBI Listing Regulations, 2015’), **Mr. Ranjeet Sadashiv Natu (DIN 02892084)**, who was appointed by the Board of Directors as an Additional Director with effect from 03rd November, 2022 in terms of the provisions of Section 161 of the Act read with Article of Association of the Company and who holds office as such up to the date of this Annual General Meeting and who has submitted the declaration in accordance with Section 149 (7) of the Act that he meets the requisite criteria of independence as provided under Section 149 (6) of the Act and in respect of whom the Company has received a notice under Section 160 of the Act in writing, proposing his candidature for the office of director and further pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the shareholders be and is hereby accorded to appoint **Mr. Ranjeet Sadashiv Natu (DIN 02892084)** as an Independent Director of the Company to hold the office for the term of 5 consecutive years up to 02nd November, 2027.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Ranjeet Sadashiv Natu** be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT Mr. Ranjeet Sadashiv Natu shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Act unless he is disqualified to act as an Independent Director of the Company before the expiry of the term of 5 years as per the provisions contained in Sections 149 and 152 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company including its Committee thereof and /or Company Secretary of the Company be and are hereby authorized to do all the acts, deeds and things and take all such steps as may be incidental, necessary, proper or expedient to give effect to this resolution”.

4. Appointment of Mrs. Sweta Ashish Khandelwal (DIN 00098451) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (‘SEBI Listing Regulations, 2015’), **Mrs. Sweta Ashish Khandelwal (DIN 00098451)**, who was appointed by the Board of Directors as an Additional Director with effect from 03rd November, 2022 in terms of the provisions of Section 161 of the Act read with Article of Association of the Company and who holds office as such up to the date of this Annual General Meeting and who has submitted the declaration in accordance with Section 149 (7) of the Act that she meets the requisite criteria of independence as provided under Section 149 (6) of the Act and in respect of whom the Company has received a notice under Section 160 of the Act in writing proposing her candidature for the office of director and further pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the shareholders be and is hereby accorded to appoint **Mrs. Sweta Ashish Khandelwal (DIN 00098451)** as an Independent Director of the Company to hold the office for the term of 5 consecutive years up to 02nd November, 2027.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mrs. Sweta Ashish Khandelwal** be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT Mrs. Sweta Ashish Khandelwal shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Act unless she is disqualified to act as an Independent Director of the Company before the expiry of the term of 5 years as per the provisions contained in Sections 149 and 152 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company including its Committee thereof and /or Company Secretary of the Company be and are hereby authorized to do all the acts, deeds and things and take all such steps as may be incidental, necessary, proper or expedient to give effect to this resolution”.

5. Appointment of Mr. Ashok Namdeo Gokhale (DIN 02415119) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) (‘SEBI Listing Regulations, 2015’), **Mr. Ashok Namdeo Gokhale (DIN 02415119)**, who was appointed by the Board of Directors as an Additional Director with effect from 03rd November, 2022 in terms of the provisions of Section 161 of the Act read with Article of Association of the Company and who holds office as such up to the date of this Annual General Meeting and who has submitted the declaration in accordance with Section 149 (7) of the Act that he meets the requisite criteria of independence as provided under Section 149 (6) of the Act and in respect of whom the Company has received a notice under Section 160 of the Act in writing proposing his candidature for the office of director and further pursuant to the recommendation of the Nomination and Remuneration Committee and the Board, approval of the shareholders be and is hereby accorded to appoint **Mr. Ashok Namdeo Gokhale (DIN 02415119)** as an Independent Director of the Company to hold the office for the term of 5 consecutive years up to 02nd November, 2027.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Ashok Namdeo Gokhale** be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT Mr. Ashok Namdeo Gokhale shall not be considered as a director liable to retire by rotation in terms of Section 152 of the Act unless he is disqualified to act as an Independent Director of the Company before the expiry of the term of 5 years as per the provisions contained in Sections 149 and 152 of the Act.

RESOLVED FURTHER THAT Mr. Ashok Namdeo Gokhale be and is hereby approved to continue as an Independent Director even after he attains the age of 75 years on 08th November 2023 during his tenure as such director subject to the above conditions.

RESOLVED FURTHER THAT the Board of Directors of the Company including its Committee thereof and /or Company Secretary of the Company be and are hereby authorized to do all the acts, deeds and things and take all such steps as may be incidental, necessary, proper or expedient to give effect to this resolution”.

6. To authorize the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013.

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

“RESOLVED THAT in supersession of earlier resolution passed by the members in the Extra Ordinary General Meeting of the Company held on 7th November, 2022, pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter called as an Act) as amended from time to time, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include any committee thereof or any person duly authorized by the Board in this behalf), for borrowing from time to time any sum or sums of moneys which together with moneys already borrowed by the Company, (apart from the temporary loans obtained or to be obtained from the company’s bankers in the ordinary course of the Company’s business) may exceed the aggregate of the paid up capital of the company and its free reserves (i. e. reserves not set apart for any specific purpose), provided that the total amount so borrowed shall not exceed Rs. 50,00,00,000/- (Rupees Fifty Crores only), at any given point of time.

RESOLVED FURTHER THAT Mr. Amit Yeshwant Modak (DIN 00396631), Director and Mr. Govind Vishwanath Gadgil (DIN 00616617) Director of the Company be and are hereby individually authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution”.

7. To authorize the Board to sell, lease or otherwise dispose undertaking of the Company pursuant to section 180(1)(a) of the Companies Act 2013.

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

“RESOLVED THAT, in supersession of earlier resolution passed by the members in the Extra Ordinary General Meeting of the Company held on 7th November, 2022, pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the company be and is hereby given to the board of directors of the Company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, to secure rupee loans or other financial assistance provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs. 50,00,00,000/- (Rupees Fifty Crores only) or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.

RESOLVED FURTHER THAT, the Directors of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Pune and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

By Order of the Board

Place: Pune

Date: 10th May, 2023

Sd/-

Bhargavi Kulkarni

Company Secretary

ICSI M.No. A63292

Reg. Office - S. No.

37/1 & 37/2, Near

Lokmat New Paper,

Wadgaon, Khurd,

Pune 411041

NOTES:

1. The Explanatory Statement relating to special business as mentioned in the Notice pursuant to provisions of Section 102 (1) of the Companies Act, 2013 (the Act) is annexed hereto. The relevant details as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), in respect of the persons seeking appointment as Independent Directors, is also annexed herewith.
2. In line with MCA Circulars read with circulars issued by Securities Exchange Board of India (SEBI) vide SEBI/ HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (hereinafter referred to as “SEBI Circular for AGM”), the Notice of Fourteenth AGM along with the Annual Report for 2022-23 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company’s Registrar & Share Transfer Agents, Bigshare Services Pvt. Ltd. (“RTA”) /Depositories. Hard copies shall be sent to those members who shall request for the same. Members may note that the Notice of the Fourteenth AGM along with the Annual Report 2022-23 is also available for download on the website of the Company at www.gargibypng.com and on the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com .
3. 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 is enclosed herewith.

4. Corporate members intending to appoint authorized representative(s) to attend and vote on their behalf at the Fourteenth AGM are requested to submit to the Company a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorising their representative(s) to attend and vote by e-mail to investor@gargibypng.com before the commencement of the Fourteenth AGM.
5. In case of joint holders attending this 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.
6. Shareholders who would like to express their views/ ask questions during the Fourteenth AGM may register themselves by sending their request, mentioning their name, demat account number/folio number, e-mail id and mobile number, at investor@gargibypng.com latest by 24th June, 2023.
Only registered speakers shall be allowed to express their views/ ask questions during the meeting for a maximum time of 3 (three) minutes each, once the floor is open for shareholder queries. The Company reserves the right to restrict the number of speakers and number of questions depending on the availability of time for the AGM.
7. Members holding shares in dematerialized mode are requested to register/ update their e-mail addresses with the relevant Depository Participants.
8. 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 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.
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Fourteenth AGM of the Company. For this purpose, the Company has appointed Central Depository Services (India) Limited ("CDSL") for facilitating voting through electronic means, as the authorised e-voting agency.
10. This notice is being sent to the shareholders whose name appears in the Register of Members as on 26th May 2023.
11. The voting rights of Members shall be in proportion to their shares in the paid-up share capital of the Company as on the **Cut-off Date** for e-voting, i.e., **Friday, 23rd June, 2023**. A person who is not a member as on the Cut-off Date should treat this Notice solely for information purposes. Those who acquire equity shares of the Company and become members of the Company after the Notice is sent, and hold equity shares as on the Cut-off Date, may obtain the User ID and password by sending a request to the Company's e-mail address investor@gargibypng.com
12. The Board of Directors have appointed M/s Dakhawe Apte & Associates, Practising Company Secretaries, through Mr. Raghunath Apte, Partner and failing him, Mr. Abhijit Dakhawe, Partner as the Scrutinizer to scrutinize and conduct the e-voting and ballot voting during the fourteenth AGM

in a fair and transparent manner. They have communicated their willingness to be appointed as such and they are available for the said purpose.

13. Instructions for Remote E-Voting:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The **voting period** begins on **Tuesday, 27th June, 2023** at 09:00 a.m. and ends on **Thursday, 29th June, 2023** at 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** (record date) of **Friday, 23rd June, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-

	<p>directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@gargibypng.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

14. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
15. The Scrutinizer will, immediately after the conclusion of voting at the Fourteenth AGM, start scrutinizing the votes cast at the Meeting along with remote e-voting and prepare a consolidated Scrutinizer's Report and submit thereafter to the Chairman of the Meeting or any person authorized by him in writing. The result declared along with the consolidated Scrutinizer's Report will be placed on the Company's website at www.gargibypng.com and on the website of CDSL at www.evotingindia.com as well as displayed on the notice board at the Registered Office of the Company, within 48 hours of the conclusion of the Meeting. The Company will simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
16. The detailed address of venue of meeting with route map and nearest landmark is attached herewith.

17. 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./ client ID/DP ID to Company's Registrar and Share Transfer Agent, 'BIGSHARE SERVICES PRIVATE LIMITED' at Office No S6-2, 6th floor Pinnacle Business Park Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093 and to their respective Depository Participants (DP) for shares held in electronic form.
18. 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.
19. Members are requested to produce the attendance slip duly signed, for admission to the meeting venue.

Place: Pune
Date: 10th May 2023

By Order of the Board

Sd/-
Bhargavi Kulkarni
Company Secretary
ICSI M.No. A63292

Reg. Office - S. No.
37/1 & 37/2, Near
Lokmat News
Paper, Wadgaon,
Khurd, Pune 411041

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Annexure to the Notice calling Fourteenth Annual General Meeting

As required under Section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out material facts relating to the Ordinary/ Special Business as set out at Item Nos. 2 to 6 of the accompanying Notice dated 10th May 2023.

Item No. 2

Under the provisions of Section 152 of the Act, at least one-third of the directors who are liable to retire by rotation, shall retire at every Annual General Meeting of the Company. Mr. Aditya Modak (DIN: 09237633) Non-executive Director, retires by rotation at this Fourteenth AGM, and has offered himself for re-appointment. He is a director of the Company from 26th July 2021.

Mr. Aditya Modak has a Bachelors Degree in Commerce. He is a fellow member of the Institute of Chartered Accountants of India. He has qualified the professional exam of the Institute of Company Secretaries of India and has more than 8 years of experience in jewellery industry.

He is a member of Audit Committee, Stakeholder Relationship Committee and Borrowing Committee of the Company. He has attended 12 Board Meetings held during the Financial Year 2022-23.

Mr. Aditya Modak holds 125900 equity shares in the Company.

Mr. Aditya Modak is son of Mr. Amit Modak, who is a Non-Executive Director of the Company. Apart from this none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, directly or indirectly, financially or otherwise in the proposed resolution.

A statement containing his profile is given as per Annexure 1.

The Board recommends his re-appointment as a Director, liable to retire by rotation and passing of this resolution as an **Ordinary Resolution**

Item No. 3

Pursuant to the provisions of the Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed, **Mr. Ranjeet Sadashiv Natu (DIN 02892084)** as an Additional Director the Company with effect from **03rd November, 2022**. Pursuant to provisions of Section 161 (1) of the Act, Mr. Ranjeet Sadashiv Natu would hold office up to the date of this Annual General Meeting.

Further the Board of Directors also appointed him as an Independent Director pursuant to Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder.

The Company has received a notice in writing, from Mr. Ranjeet Sadashiv Natu (DIN 02892084), under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company for consideration of members in the Annual General Meeting.

The Company has received from Mr. Ranjeet Sadashiv Natu, consent in writing to act as a Director of the Company and declaration to the effect that he is not disqualified under Section 164 of the Companies Act, 2013. Also Mr. Ranjeet Sadashiv Natu has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Ranjeet Sadashiv Natu is a Chartered Accountant having an extensive experience in the field of audit and tax matters for more than 25 years and is a partner of M/s. Natu & Pathak, reputed firm of Chartered Accountants from Pune.

In the opinion of the Board, Mr. Ranjeet Sadashiv Natu (DIN 02892084) fulfills the conditions specified in the Companies Act, 2013 and the rules framed thereunder and that he is independent of Management.

An independent Director can hold office for a term up to 5 consecutive years on the Board and another term of five years subject to necessary approvals. The Board considers that his experience and expertise would enable the Board to discharge its functions and duties effectively and efficiently and therefore it would be desirable to appoint him as an Independent Director of the Company, for a period up to 02th November, 2027. He will not be liable to retire by rotation.

Accordingly, pursuant to the recommendation of the Nomination and Remuneration Committee the Board recommends the passing of the Special Resolution as set out in the Item no. 3 of the Notice for appointment of Mr. Ranjeet Sadashiv Natu (DIN 02892084) as an Independent Director, not liable to retire by rotation for the approval of the Members.

A statement containing his profile is given as per Annexure 1.

The relevant documents in this regard are open for inspection by the members at the Registered Office of the Company during office hours between 11.30 a.m. to 4.00 p.m. on all working days except Holidays up to the date of the Annual General Meeting.

Except Mr. Ranjeet Sadashiv Natu, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested or deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the resolution as set out in the **Item no. 3** of the accompanying Notice for the approval of the members of the Company by way of **Special Resolution**.

Item No. 4

Pursuant to the provisions of the Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed, **Mrs. Sweta Ashish Khandelwal (DIN 00098451)** as an Additional Director the Company with effect from **03rd November, 2022**. Pursuant to provisions of Section 161 (1) of the Act, Mrs. Sweta Ashish Khandelwal would hold office up to the date of this Annual General Meeting.

Further the Board of Directors also appointed her as an Independent Director pursuant to Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder.

The Company has received a notice in writing, from Mrs. Sweta Ashish Khandelwal, (DIN 00098451) under the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company for consideration of members in the Annual General Meeting.

The Company has received from Mrs. Sweta Ashish Khandelwal, consent in writing to act as a Director of the Company and a declaration to the effect that she is not disqualified under Section 164 of the Companies Act, 2013. Also Mrs. Sweta Ashish Khandelwal, has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act.

Mrs. Sweta Ashish Khandelwal, is a Certified Public Accountant (CPA) from the State of California USA. She has also done her Post Graduation in Accountancy, has a Diploma in Training and Development and is a Certified Administrator of the 16 PF Psychometric Tool (a Personality Assessment Tool) from the Institute of Personality and Ability testing, USA. Mrs. Sweta has a cumulative experience of over 25 years and is leading the Accounting & Advisory practice at Shah Khandelwal Jain & Associates.

In the opinion of the Board, Mrs. Sweta Ashish Khandelwal (DIN 00098451) fulfills the conditions specified in the Companies Act, 2013 and the rules framed thereunder and that she is independent of Management.

An independent Director can hold office for a term up to 5 consecutive years on the Board and another term of five years subject to necessary approvals. The Board considers that her experience and expertise would enable the Board to discharge its functions and duties effectively and efficiently and therefore it would be desirable to appoint her as an Independent Director of the Company, for a period up to 02th November, 2027. She will not be liable to retire by rotation.

Accordingly, pursuant to the recommendation of the Nomination and Remuneration Committee the Board recommends the passing of the Special Resolution as set out in the Item no. 4 of the Notice for appointment of Mrs. Sweta Ashish Khandelwal (DIN 00098451) as an Independent Director, not liable to retire by rotation for the approval of the Members.

A statement containing her profile is given as per Annexure 1.

The relevant documents in this regard are open for inspection by the members at the Registered Office of the Company during office hours between 11.30 a.m to 4.00 p.m. on all working days except Holidays up to the date of the Annual General Meeting.

Except Mrs. Sweta Ashish Khandelwal, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives concerned or interested or deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution as set out in the **Item no. 4** of the accompanying Notice for the approval of the members of the Company by way of **Special Resolution**.

Item No. 5

Pursuant to the provisions of the Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed, **Mr. Ashok Namdeo Gokhale (DIN 02415119)** as an Additional Director the Company with effect from **03rd November, 2022**. Pursuant to provisions of Section 161 (1) of the Act, Mr. Ashok Namdeo Gokhale would hold office up to the date of this Annual General Meeting.

Further the Board of Directors also appointed him as an Independent Director pursuant to Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder.

The Company has received a notice in writing, from Mr. Ashok Namdeo Gokhale (DIN 02415119), under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company for consideration of members in the Annual General Meeting.

The Company has received from Mr. Ashok Namdeo Gokhale, consent in writing to act as a Director of the Company and intimation to the effect that he is not disqualified under Section 164 of the Companies Act, 2013. Also Mr. Ashok Namdeo Gokhale has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Ashok Namdeo Gokhale is a Mechanical Engineer having extensive experience in the engineering field for more than 40 years. He had worked with international companies.

In the opinion of the Board, Mr. Ashok Namdeo Gokhale (DIN 02415119) fulfills the conditions specified in the Companies Act, 2013 and the rules framed thereunder and that he is independent of Management.

An independent Director can hold office for a term up to 5 consecutive years on the Board and another term of five years subject to necessary approvals. The Board considers that his experience and expertise would enable the Board to discharge its functions and duties effectively and efficiently and therefore it would be desirable to appoint him as an Independent Director of the Company, for a period up to 02th November, 2027. He will not be liable to retire by rotation.

Further, Mr. Ashok Namdeo Gokhale will attain the age of 75 years on 08th November 2023, i.e. during his proposed tenure as an Independent Director. Accordingly, members consent is sought for his continuation to hold the office as such director after he attains the age of 75 years.

Accordingly, pursuant to the recommendation of the Nomination and Remuneration Committee the Board recommends the passing of the Special Resolution as set out in the Item no. 5 of the Notice for appointment of Mr. Ashok Namdeo Gokhale (DIN 02415119) as an Independent Director, not liable to retire by rotation for the approval of the Members.

A statement containing his profile is given as per Annexure 1.

The relevant documents in this regard are open for inspection by the members at the Registered Office of the Company during office hours between 11.30 a.m to 4.00 p.m. on all working days except Holidays up to the date of the Annual General Meeting.

Except Mr. Ashok Namdeo Gokhale, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested or deemed to be concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Board recommends the resolution as set out in the **Item no. 5** of the accompanying Notice for the approval of the members of the Company by way of **Special Resolution**.

Item No. 6 & 7

In terms of the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Company can borrow in excess of its paid up share capital and free reserves (apart from temporary loans obtained from Company's bankers in the ordinary course of business) only with the consent of the Members of the Company obtained by way of passing a **Special Resolution**. Considering the future capex requirements and Company's growth plan, the loans/credit facilities proposed to be obtained from Bankers,

Directors and other permitted entities may exceed the said limits prescribed under Section 180(1) (c) as aforesaid.

The Company has in place an approval of its Members for said borrowings obtained at the Extra Ordinary General Meeting held on 7th November 2022, for borrowing, an amount not exceeding **Rs. 25,00,00,000/-** (Rupees Twenty Five Crores only) at any given point of time.

Keeping in view the Company's existing and future plans for expansion of its branches and requirement for general corporate purposes, the existing credit limits of the Company may fall short of requirements. The Company would require further funds to support its business operations, It is therefore thought desirable to authorize the Board of Directors of the Company or Committee thereof **to borrow an amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores only) outstanding, at any given point of time, under the aforesaid provisions of the Companies Act, 2013.**

For availing of the said credit facilities, the Company may require to provide security for which it has to create a charge by way of mortgage or otherwise on its immovable properties / undertakings in favour of the lenders. Mortgaging / creating the undertaking / immovable properties of the Company is also deemed to be a disposal of the undertaking of the Company under Section 180 (1) (a) of the Act requiring approval of members by way of a Special Resolution.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested or deemed to be concerned or interested, financially or otherwise in these Resolutions.

The Board recommends the resolutions as set out in the **Item no. 6 & 7** of the accompanying Notice for the approval of the members of the Company by way of **Special Resolutions**.

ANNEXURE 1 TO STATEMENT DATED 10th May 2023

Details of Directors seeking appointment at the forthcoming Annual General Meeting
(In pursuance of Secretarial Standard 2 of ICSI)

Name of Director	Mrs. Sweta Ashish Khandelwal	Mr. Ranjeet Sadashiv Natu	Mr. Ashok Namdeo Gokhale	Mr. Aditya Modak
DIN	00098451	02892084	02415119	09237633
Date of Birth	25/05/1975	01/10/1973	08/11/1948	22/12/1990
Age	48	49	74	32
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	03/11/2022	03/11/2022	03/11/2022	26/07/2021
Shareholding in PNGS GARGI FASHION JEWELLERY LIMITED	NIL	NIL	NIL	125900 shares
List of Directorships held in other Companies	1. Archer Management Services Private Limited 2. Ican Affiliates Private Limited 3. Rk Optronix Private Limited	1. Penosh Transport Pvt Ltd 2. Golden Sparrow Finance And Treasury Private Limited 3. Penosh Finance Pvt Ltd 4. Goubrands Organic Products Private Limited 5. P. N. Gadgil & Sons Limited	1. P. N. Gadgil & Sons Limited	NIL
Membership/ Chairmanship of Committees	Elected as Member of the Audit Committee by the Board w.e.f. 03/11/2022 Member of Stakeholder Relationship Committee w.e.f 03/11/2022	Member of Audit Committee w.e.f 03/11/2022 Elected as Chairman of Audit Committee w.e.f 07/11/2022 Elected as Member of the Nomination and Remuneration Committee by the Board w.e.f. 03/11/2022 Elected as member of Stakeholder Relationship Committee w.e.f 03/11/2022	Member of Nomination and Remuneration Committee w.e.f 03/11/2022 Elected as Chairman of Nomination and Remuneration Committee w.e.f 03/11/2022	Member of Audit Committee w.e.f 03/11/2022 Member of Stakeholder Relationship Committee w.e.f 03/11/2022 Member of Borrowing Committee w.e.f 03/11/2022
Qualifications	Certified Public Accountant (CPA) from the State of California USA, Post-Graduation in Accountancy	B.Com and CA	B.E. Mechanical	B.Com, CA, CS

Experience	Mrs. Sweta Ashish Khandelwal is a Certified Public Accountant (CPA) from the State of California USA, Post Graduate in Accountancy, has a Diploma in Training and Development. Sweta has a cumulative experience of over 25 years and is leading the Accounting & Advisory practice at Shah Khandelwal Jain & Associates.	Mr. Ranjeet Sadashiv Natu is a Chartered Accountant having extensive experience in the field of audit and tax matters for more than 25 years and is a partner of M/s. Natu & Pathak, reputed firm of Chartered Accountants, from Pune.	Mr. Ashok Namdeo Gokhale is a Mechanical Engineer having extensive experience in the engineering field for more than 40 years. He had worked with international companies.	Mr. Aditya Amit Modak has an extensive experience of more than 8 years in Jewellery industry. He is also working as Chief Financial Officer of P. N. Gadgil & Sons since 5 th November 2017.
Terms & conditions of appointment / re-appointment	Non-Executive and Independent Director	Non-Executive and Independent Director	Non-Executive and Independent Director	Non-Executive Director
Details of remuneration sought to paid	As a Non-Executive Independent Director, she is entitled to receive sitting fees for attending meetings of the Board	As a Non-Executive Independent Director, he is entitled to receive sitting fees for attending meetings of the Board	As a Non-Executive Independent Director, he is entitled to receive sitting fees for attending meetings of the Board	As a Non-Executive Director he is currently not paid any remuneration
Remuneration last drawn by such person, if applicable	As a Non-Executive Independent Director, she is entitled to receive sitting fees for attending meetings of the Board at Rs. 10,000/- per meeting. During the year 2022-23, she received Rs. 70,000 /- towards sitting fees	As a Non-Executive Independent Director, he is entitled to sitting fees for attending meetings of the Board at Rs. 10,000/- per meeting. During the year 2022-23, he received Rs. 70,000 /- towards sitting fees	As a Non-Executive Independent Director, he is entitled to sitting fees for attending meetings of the Board at Rs. 10,000/- per meeting. During the year 2022-23, he received Rs.60,000/- towards sitting fees	NA
Relationship with Directors, Managers and KMP	NIL	NIL	NIL	Mr. Aditya Modak is son of Mr. Amit Modak, who is a Non-Executive Director of the Company.
No of Board meetings attended during the financial year	6	6	6	12
No of Audit Committee meetings attended during the financial year	3	3	N.A.	3

No of Nomination and Remuneration Committee meetings attended during the financial year	N.A.	2	2	N.A.
No of Stakeholder Relationship Committee meetings attended during the financial year	1	1	N.A.	1
No of Independent Directors Meeting attended during the financial year	1	1	1	N.A.

Date: 10th May 2023
Place: Pune

By Order of the Board

Sd/-
Bhargavi Kulkarni
Company Secretary
ICSI M.No. A63292
Reg. Office -
S.No.37/1&37/2, Near
Lokmat News Paper,
Wadgaon, Khurd,
Pune 411041

PNGS GARGI FASHION JEWELLERY LIMITED

(CIN - U36100PN2009PLC133691)

Regd. Office: S. No. 37/1 & 37/2, Near Lokmat New Paper, Wadgaon, Khurd, Pune MH 411041

Email Id: investor@gargibypng.com website: www.gargibypng.com

Phone No. – +91 020 2991 1980 Fax No. – 020 2991 1982

ATTENDANCE SLIP

[To be presented at the entrance]

Annual General Meeting on Friday, 30th June, 2023 at 12:00 Noon
at Zapurza Museum of Art & Culture, ahead of Peacock Bay, Survey no. 65, Kudje, Pune – 411023

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

No. of Shares held

Name of the MemberSignature.....

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

I / We hereby record my / our presence at the Annual General Meeting of the Company held on Friday, 30th June, 2023 at 12:00 Noon at Zapurza Museum of Art & Culture, ahead of Peacock Bay, Survey no. 65, Kudje, Pune – 411023.

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.

PNGS GARGI FASHION JEWELLERY LIMITED

(CIN - U36100PN2009PLC133691)

Regd. Office: S. No. 37/1 & 37/2, Near Lokmat New Paper, Wadgaon, Khurd, Pune MH 411041

Email Id: investor@gargibypng.com website: www.gargibypng.com

Phone No. – +91 020 2991 1980 Fax No. – 020 2991 1982

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 14th Annual General Meeting of members of the Company, to be held on Friday, 30th June, 2022 at 12:00 P.M. at Zapurza Museum of Art & Culture, ahead of Peacock Bay, Survey no. 65, Kudje, Pune – 411023 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No.	Resolution	Vote (For or Against)
Ordinary Business		
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31 st March 2023 and the reports of the Board of Directors and Auditors thereon	

2.	To appoint a Director in place of Mr. Aditya Amit Modak (DIN: 09237633), who retires by rotation and being eligible offers himself for re-appointment.	
Special Business		
3.	Appointment of Mr. Ranjeet Sadashiv Natu (DIN 02892084) as an Independent Director of the Company.	
4.	Appointment of Mrs. Sweta Ashish Khandelwal (DIN 00098451) as an Independent Director of the Company.	
5.	Appointment of Mr. Ashok Namdeo Gokhale (DIN 02415119) as an Independent Director of the Company.	
6.	To authorize the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013	
7.	Authority to Board to sell, lease or otherwise dispose undertaking of company pursuant to section 180(1)(a) of the Companies Act 2013	

Signed thisday of..... 2023

Affix Revenue Stamp of Re. 1/-

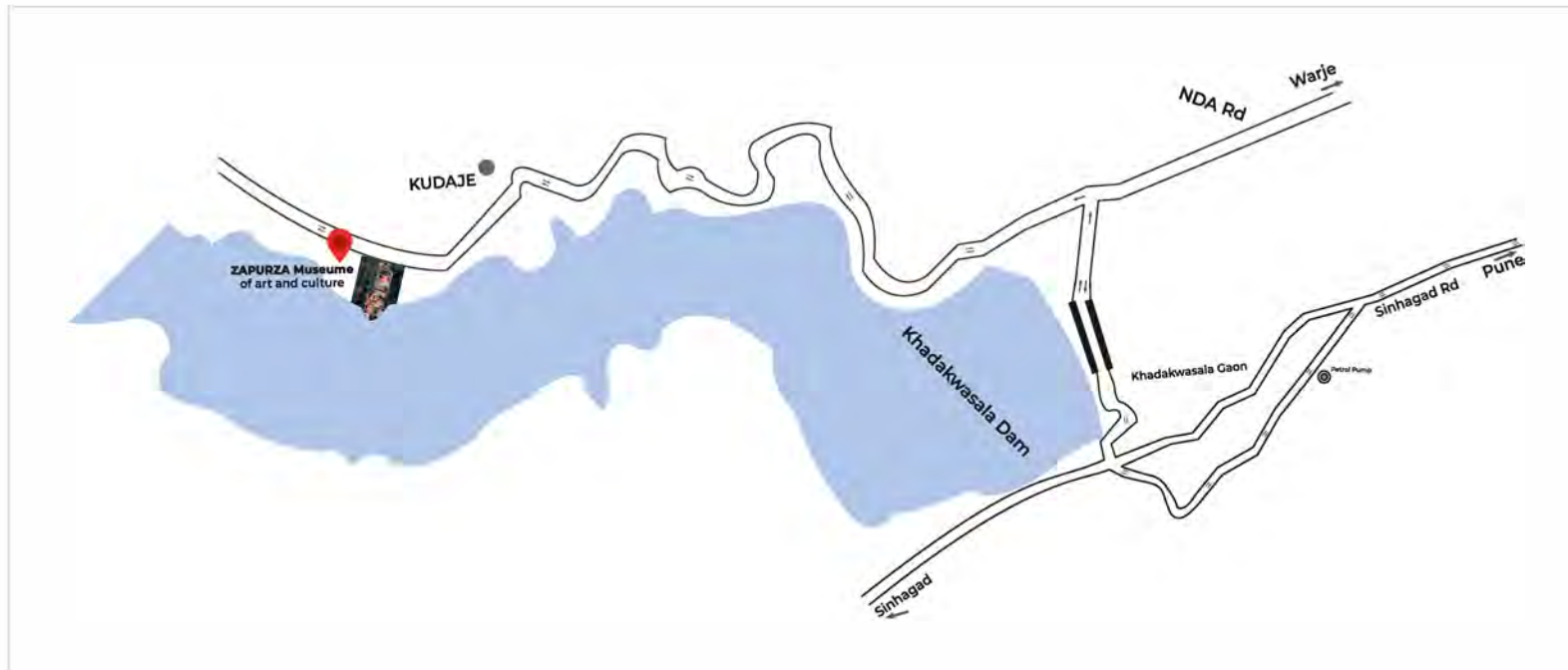
Signature of Shareholder:

Signature of Proxy holder(s):

Note:

- 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 of venue of the Meeting



Zapurza Museum of Art & Culture,
Kudje, ahead of Peacock Bay, Pune
411023, Maharashtra, India.

For queries, contact us:
tel: 020 2991 1980 / 81 / 82