

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS

NOTICE be and is hereby given that an Extraordinary General Meeting (1/2025-2026) of PNGS Reva Diamond Jewellery Limited (the "**Company**") will be held on Monday, 5th May, 2025 at 11.00 AM at 4th Floor, Abhiruchi Mall, S. No. 59/1-C, Sinhagad Road, Wadgaon Bk, Pune - 411041 to transact the following matters and if thought fit, to pass the following resolutions. This notice of meeting is given pursuant to Section 101 of the Companies Act, 2013 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force) and the rules made thereunder (the "**Companies Act, 2013**") in accordance with the Articles of Association of the Company.

AS SPECIAL BUSINESS

1. Initial Public Offering of Equity Shares of the Company

"RESOLVED THAT, in supersession of the special resolution passed by the Shareholders of the Company in the Extra-Ordinary General Meeting of the Company held on 12th March, 2025, for the initial public offering of Equity Shares by the Company through Offer for Sale and in accordance with the provisions of Section 23, 62(1)(c), 26 and 179(3) and other applicable provisions, if any, of the Companies Act, 2013, along with the rules made thereunder including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014, as amended, (collectively referred to as the "**Companies Act, 2013**"), and in accordance with, the Securities Contracts Regulation Act, 1956, as amended and the rules framed thereunder ("**SCRA**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") the Foreign Exchange Management Act, 1999, as amended (the "**FEMA**") including the Foreign Exchange Management (Non debt Instruments) Rules, 2019, and any other rules and regulations made thereunder, and other applicable laws, regulations, ordinances, rules, guidelines, policies, notifications, circulars, directions and orders, if any, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) prescribed by the Government of India ("**Gol**"), the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India or any other competent authority from time to time, and any foreign investment law or policy or guidelines issued by RBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively "**Applicable Laws**") and, in accordance with the provisions of the memorandum of association of the Company and articles of association of PNGS Reva Diamond Jewellery Limited (the "**Company**") and the provisions of equity listing agreements to be entered with Indian stock exchange(s) where the equity shares of the Company of face value ₹10/- each (the "**Equity Shares**") are proposed to be listed ("**Stock Exchanges**"), and subject to the approval of relevant government, statutory and/or regulatory authorities, the SEBI, the Registrar of Companies, Maharashtra at Pune ("**RoC**"), the Stock Exchanges, Reserve Bank of India ("**RBI**"), the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), Ministry of Commerce and Industry, Government of India ("**Gol**"), the Stock Exchanges, and such other relevant statutory and other authorities and departments and such other approvals, consents, permissions and sanctions, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions, the consent, approval and sanction of the Board of Directors of the Company (the "**Board**" or "**Board of Directors**", which term shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board including powers conferred by this resolution) be and is hereby accorded granted to undertake an initial public offering of Equity Shares and to create,

PNGS Reva Diamond Jewellery Limited

(Formerly known as Gadgil Metals & Commodities)

CIN - U32111PN2024PLC236494 | GST Number - 27AAPCP2937H1Z0

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issue, offer, and allot for cash Equity Shares up to an aggregate of ₹ 5,000 million pursuant to a fresh issue (the “**Issue**”), at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations (at par, premium or discount) and as agreed to by the Company in consultation with the book running lead manager to the Issue (“**BRLM**”) and on the terms and conditions as the Board may (in consultation with the BRLM) decide, to (i) qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, (ii) trusts/societies registered under the Societies Registration Act, 1860, (iii) permanent employees of the Company and of the Corporate Promoter of the Company, that is, P. N. Gadgil & Sons Limited, (as defined under Regulation 2(1)(o) of the SEBI ICDR Regulations), (iv) bodies corporate, any other private or public companies, or other body corporate(s) or entities, whether incorporated or not, and such other persons, including high net worth individuals, retail individual bidders, individuals, Indian financial institutions, resident Indians, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, registered alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, state industrial development corporations, insurance companies, insurance funds, provident funds, pension funds, national investment fund set up by the GoI, Indian mutual funds registered with SEBI, development financial institutions, multilateral and bilateral financial institutions, or other entities, in one or more combinations thereof and/or any other categories of investors, including anchor investors as defined under Regulation 2(1)(c) of the SEBI ICDR Regulations, as may be permitted under Applicable Laws, whether they be holders of Equity Shares or not, with an option to the Company to retain an over-subscription to the extent of 1% of the net issue, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange, including reservation of a certain number of Equity Shares, for any category or categories of persons as permitted under the Applicable Laws including eligible employees, discount to the issue price to retail individual bidders or eligible employees, and the issue and allotment/ transfer of Equity Shares to stabilizing agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations, through an issue document, prospectus and/or an information memorandum, if any, at a price to be determined by the Company in consultation with the Book Running Lead Manager (BRLM), by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws and the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may at its discretion decide in consultation with the BRLM and as may be permissible under Applicable Laws.”

“**RESOLVED FURTHER THAT**, subject to the approval of the existing shareholders of the Company in a general meeting and in accordance with Applicable Laws, the Issue may include, without limitation, issuance and allotment of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the Regulation 57 of the SEBI ICDR Regulations and reservation of a certain number of Equity Shares to be issued to such person or persons, who may or may not be the members of the Company and as the Board may at its discretion decide in consultation with the BRLM and as may be permissible under Applicable Laws

“**RESOLVED FURTHER THAT** for the purpose of giving effect to any issue, or allotment of Equity Shares pursuant to the Issue, the Board be and is hereby authorized on behalf of the Company to seek listing of the Equity Shares at one or more recognized stock exchanges in India.”

“**RESOLVED FURTHER THAT** the Board either by itself or the any other committee thereof or a sub-committee constituted by the Board be and is hereby authorized to do such acts, deeds and things as

the Board or the any other committee thereof or such a sub-committee in its absolute discretion deems necessary or desirable in connection with the Issue, including, without limitation, the following:

- a) To decide, negotiate and finalize, in consultation with the BRLM, all matters regarding the Pre-Issue Placement, if any, including entering into discussions and execution of all relevant documents with Investors;
- b) To constitute a committee for the purposes of issue, transfer and allotment of Equity Shares and decide on other matters in connection with or incidental to the Issue, including the pre-Issue placement, timing, pricing and terms of the Equity Shares, the Issue price, the price band, the size and all other terms and conditions of the Issue including the number of Equity Shares to be issued, the bid / Issue opening and bid/Issue closing date, discount (if any), reservation, determining the anchor investor portion, issue price for anchor investors and allocating such number of Equity Shares to anchor investors in consultation with the BRLM and in accordance with the SEBI ICDR Regulations and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue including to make any amendments, modifications, variations or alterations in relation to the Issue and to constitute such other committees of the Board, as may be required under Applicable Laws, including as provided in the SEBI Listing Regulations;
- c) To make applications, seek clarifications, obtain approvals and seek exemptions from, where necessary, SEBI, the RoC and any other governmental or statutory authorities as may be required in connection with the Issue and accept on behalf of the Company such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required and wherever necessary, incorporate such modifications / amendments as may be required in the draft red herring prospectus (the “DRHP”), the red herring prospectus (the “RHP”) and the Prospectus as applicable;
- d) To finalize, settle, approve, adopt and file in consultation with the BRLM where applicable, the DRHP, the RHP the Prospectus, the preliminary and final international wrap and any amendments (including dating of such documents), supplements, notices, addenda or corrigenda thereto, and take all such actions as may be necessary for the submission and filing of these documents including incorporating such alterations/corrections/modifications as may be required by SEBI, the RoC or any other relevant governmental and statutory authorities or in accordance with Applicable Laws;
- e) To appoint and enter into and terminate arrangements with the BRLM, and appoint and enter into and terminate arrangement in consultation with the BRLM with underwriters to the Issue, syndicate members to the Issue, brokers to the Issue, escrow collection bankers to the Issue, refund bankers to the Issue, registrars, public issue account bankers to the Issue, sponsor bank, legal advisors, auditors, advertising agency and any other agencies or persons or intermediaries to the Issue including any successors or replacements thereof, and to negotiate, finalise and amend the terms of their appointment, including but not limited to the execution of the mandate letter with the BRLM and negotiation, finalization, execution and, if required, amendment or termination of the Issue agreement with the BRLM;
- f) To negotiate, finalise and settle and to execute and deliver or arrange the delivery of the DRHP, the RHP, the Prospectus, Issue agreement, syndicate agreement, underwriting

agreement, share escrow agreement, cash escrow and sponsor bank agreement, ad agency agreement, agreements with the registrar to the issue and all other documents, deeds, agreements and instruments whatsoever with the registrar to the Issue, legal advisors, auditors, stock exchange(s), BRLM and any other agencies/intermediaries in connection with the Issue with the power to authorize one or more officers of the Company to execute all or any of the aforesaid documents or any amendments thereto as may be required or desirable in relation to the Issue;

- g) To authorise the maintenance of a register of holders of the Equity Shares;
- h) To seek, if required, the consent and/or waiver of the lenders of the Company, customers, suppliers, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents and/or waivers that may be required in relation to the Issue or any actions connected therewith;
- i) To open and operate bank accounts in terms of the escrow agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- j) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013, as amended, and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- k) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue;
- l) To accept and appropriate the proceeds of the Issue in accordance with the Applicable Laws;
- m) To approve code of conduct as may be considered necessary or as required under Applicable Laws, regulations or guidelines for the Board, officers of the Company and other employees of the Company;
- n) To approve the restated financial statements of the Company and the implementation of any corporate governance requirements that may be considered necessary by the Board or the any other committee or as may be required under the Applicable Laws, including the SEBI Listing Regulations and listing agreements to be entered into by the Company with the relevant stock exchanges, to the extent allowed under law;
- o) To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchanges, with power to authorize one or more officers of the Company or the Registrar to the Issue to sign all or any of the aforesaid documents;
- p) To authorize and approve notices, advertisements in relation to the Issue, in accordance with the SEBI ICDR Regulations and other Applicable Laws, in consultation with the relevant intermediaries appointed for the Issue;

- q) To do all such acts, deeds, matters and things and execute all such other documents, etc., as may be deemed necessary or desirable for such purpose, including without limitation, to finalise the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of allotment letters/confirmation of allotment notes, share certificates in accordance with the relevant rules, in consultation with the BRLM;
- r) To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign and / or modify, as the case maybe, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, authorities or bodies as may be required in this connection and to authorize one or more officers of the Company to execute all or any of the afore-stated documents;
- s) To make applications for listing of the Equity Shares in one or more stock exchanges for listing of the Equity Shares and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchanges in connection with obtaining such listing including without limitation, entering into listing agreements and affixing the common seal of the Company where necessary;
- t) To settle all questions, difficulties or doubts that may arise in regard to the Issue, including such issues or allotment, terms of the Issue, utilisation of the Issue proceeds and matters incidental thereto as it may deem fit;
- u) To submit undertaking/certificates or provide clarifications to the SEBI, the RoC and the relevant stock exchanges where the Equity Shares are to be listed;
- v) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and to do or cause to be done any and all acts or things as the Board any other committee thereof may deem necessary, appropriate or advisable in order to carry out the purposes and intent of this resolution or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by the Board or any other committee thereof shall be conclusive evidence of their authority in so doing;
- w) To approve suitable policies on insider trading, whistle-blowing, risk management, and any other policies as may be required under the SEBI Listing Regulations or any other Applicable Laws;
- x) To approve the list of 'group companies' of the Company, identified pursuant to the materiality policy adopted by the Board, for the purposes of disclosure in the DRHP, RHP and Prospectus;
- y) To withdraw the DRHP or the RHP or to decide to not proceed with the Issue at any stage in accordance with Applicable Laws and in consultation with the BRLM; and
- z) To delegate any of its powers set out under (a) to (z) hereinabove, as may be deemed necessary and permissible under Applicable Laws to the officials of the Company."

“RESOLVED FURTHER THAT the Board either by itself or through the IPO Committee thereof, be and is hereby authorised, on behalf of the Company at its sole discretion and in consultation with the BRLM to make available for allocation a portion of the Issue to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees (the **“Reservation”**) or to provide a discount to the Issue price to retail individual bidders, eligible employees or such other eligible categories of investors (the **“Discount”**), and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution.”

“RESOLVED FURTHER THAT all monies received out of the Issue shall be transferred to a separate bank account opened for the purpose of Issue referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Issue shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company shall pay interest on failure thereof, as per applicable law and in consultation with the BRLM.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions and any issue, transfer and allotment of Equity Shares pursuant to the Issue, the Board shall, in consultation with the BRLM, settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue or allotment of the Equity Shares in the Issue and the utilisation of the Issue proceeds in accordance with the purposes specified in the Issue documents, and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Issue, determine the class of investors to whom the securities are to be allotted, the number of securities to be allotted in each tranche, Issue price, premium amount on Issue, listing on one or more stock exchanges in India, appoint the BRLM, appoint in consultation with the BRLM other intermediaries such as legal counsels, banks or agencies concerned, enter into any agreements or other instruments for such purpose, remunerate all such intermediaries/agencies including the payments of commissions, brokerages, fees and the like, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including settle any question, doubt or difficulty that may arise with regard to or in relation to raising of funds as authorised herein, and that all or any of the powers conferred on the Board or a committee thereof vide this resolution may be exercised by the Board or such committee.”

“RESOLVED FURTHER THAT the Equity Shares so allotted in the Issue shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing Equity Shares, including any rights in respect of dividend payable for the entire year after the date of allotment.”

“RESOLVED FURTHER THAT subject to compliance with Applicable Laws such Equity Shares as are not subscribed may be disposed of by the Board in consultation with the BRLM to such persons and in such manner and on such terms as the Board in its absolute discretion thinks most beneficial to the

Company including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ bodies corporate/ such other persons or otherwise.”

“RESOLVED FURTHER THAT, the powers of the Board set forth herein above are inclusive and not exclusive, and shall not be deemed to be restricted to, or be constrained by the provisions of any other part of this resolution.”

“RESOLVED FURTHER THAT subject to Applicable Laws, oversubscription to the extent of 1% of the net Issue size, or such other extent as may be permitted under Applicable Laws may be retained by the Company for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in relation to the Issue.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Issue and to delegate all or any of the powers herein conferred in such manner as it may deem fit, including, without limitation, the following:

- (i) To make applications to seek clarifications and obtain approvals from, where necessary, the SEBI, and any other Regulatory Authorities as may be required in connection with the Issue and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;
- (ii) To take all actions as may be necessary in connection with the Issue, including extending the Bid/ Issue period, revision of the Price Band, in accordance with the Applicable Laws;
- (iii) To appoint and enter into arrangements with the BRLM, underwriters to the Issue, syndicate members to the Issue, brokers to the Issue, sponsor banks to the Issue, advisors to the Issue, escrow collection banks to the Issue, registrar to the Issue, refund banks to the Issue, public Issue account banks to the Issue, advertising agencies, international and domestic legal counsel(s), monitoring agency, and any other agencies or persons or intermediaries (including any replacements thereof) to the Issue and to negotiate and finalize and amend the terms of their appointment, including but not limited to execution of the BRLM’ mandate letter, negotiation, finalization, execution and, if required, the amendment of the Issue agreement with the BRLM and the underwriting agreement with the underwriters;
- (iv) To negotiate, finalize, settle, execute and deliver or arrange the delivery of the draft red herring prospectus (“**DRHP**”), the updated draft red herring prospectus (“**UDRHP**”) the red herring prospectus (“**RHP**”), the prospectus (“**Prospectus**”), Issue agreement, registrar agreement, syndicate agreement, underwriting agreement, advertising agency agreement, escrow and sponsor bank agreement, share escrow agreement, monitoring agency agreement and all other documents, deeds, agreements, memorandum of understanding and any notices, supplements and corrigenda thereto, as may be required or desirable, and other instruments whatsoever with the registrar to the Issue, legal advisors, auditors, Stock Exchanges, BRLM and any other agencies/intermediaries in connection with the Issue with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the above documents;
- (v) To decide the pricing, the terms of the Issue of the Equity Shares, all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant

documents with the investors, in consultation with the BRLM, and rounding off, if any, in the event of over-subscription and in accordance with Applicable Laws;

- (vi) To decide in consultation with the BRLM on the size, timing, pricing, discount, Reservation and all the terms and conditions of the Issue, including the price band, bid period, Issue price, and to accept any amendments, modifications, revisions variations or alterations thereto;
- (vii) To finalize, settle, approve and adopt and file in consultation with the BRLM, where applicable, the DRHP with the SEBI and Stock Exchanges, UDRHP with SEBI, if applicable and RHP and Prospectus with the SEBI, Stock Exchanges and RoC for the Issue together with any addenda, corrigenda or supplement thereto with the SEBI and RoC and take all such actions as may be necessary for filing of these documents including incorporating such alterations/corrections/modifications as may be required by and to submit undertaking/certificates or provide in-seriatim responses/clarifications to the SEBI, the RoC, the Stock Exchanges, the Ministry of Corporate Affairs or any other relevant Regulatory Authorities or in accordance with Applicable Laws;
- (viii) To seek, if required, the consent of the lenders of the Company/its subsidiaries (as applicable), industry data providers, parties with whom the Company and/or its subsidiaries have entered into various commercial and other agreements including but not limited to customers, suppliers, strategic partners of the Company and/or all concerned Regulatory Authorities in India or outside India, and any other consents that may be required in relation to the Issue or any actions connected therewith and incidental thereto;
- (ix) To open and operate bank account(s) of the Company in terms of the cash escrow and sponsor bank agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (x) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue ;
- (xi) To approve code of conduct as may be considered necessary or as required under Applicable Laws (including the SEBI Listing Regulations) or guidelines for the Board, officers of the Company and other employees of the Company;
- (xii) To authorize any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Issue;
- (xiii) To approve suitable policies in relation to the Issue as may be required under Applicable Laws;
- (xiv) To approve any corporate governance requirement that may be considered necessary by the Board or as may be required under Applicable Laws, in connection with the Issue;
- (xv) To authorize and approve notices, advertisements in relation to the Issue in consultation with the relevant intermediaries appointed for the Issue;
- (xvi) To approve the materiality policy for the identification of group companies, material litigation in relation to the Company, its subsidiaries, promoters and directors and material creditors for the purposes of disclosure in the DRHP, RHP, UDRHP and

Prospectus; and to approve the list of outstanding litigations involving such group companies which have a material impact on the Company;

- (xvii) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013 or as may be required by the regulations issued by the SEBI and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (xviii) To approve the basis for allocation/allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the DRHP, the RHP and the prospectus, in consultation with the BRLM;
- (xix) To issue receipts/allotment letters/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on the Stock Exchanges, with power to authorize one or more officers of the Company to sign all or any of the above documents;
- (xx) To withdraw the DRHP or the RHP or not to proceed with the Issue at any stage, if considered necessary and expedient, in accordance with Applicable Laws and in consultation with the BRLM;
- (xxi) To make applications for listing of Equity Shares on the Stock Exchanges and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;
- (xxii) To do all such deeds and acts as may be required to dematerialize the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this regard with power to authorize one or more officers of the Company to execute all or any of the above documents;
- (xxiii) To do all such acts, deeds, matters and things and execute all such other documents, etc., as it may, in its absolute discretion, deem necessary, expedient or desirable for, and incidental and ancillary to the Issue, including without limitation, determining and finalizing the bid opening and bid closing dates (including bid opening and bid closing dates for Anchor Investors (in the event that the Issue is extended to anchor investors)), finalizing the anchor investor portion and allocation to Anchor Investors, finalizing the basis of allocation and allotment of Equity Shares to various categories of persons as disclosed in the DRHP, the UDRHP, the RHP and the Prospectus and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws;
- (xxiv) To settle all questions, difficulties or doubts that may arise in regard to the Issue, including such issues or allotment and matters incidental thereto as it may deem fit and to delegate such of its powers as may be deemed necessary and permissible under Applicable Laws to the officials of the Company;

- (xxv) To approve and adopt the relevant restated consolidated financial statements to be issued in connection with the Issue in compliance with the requirements prescribed under the SEBI ICDR Regulations and Applicable Law(s);
- (xxvi) To approve and adopt any proforma financial information, if any, in compliance with the requirements prescribed under the SEBI ICDR Regulations and Applicable Law(s) in connection with the Issue;
- (xxvii) To take such action, give such directions, as may be necessary or desirable as regards the Issue and to do all such acts, matters, deeds and things, including but not limited to the allotment of Equity Shares against the valid applications received in the Issue , as are in the best interests of the Company;
- (xxviii) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as it may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Issue and any documents or instruments so executed and delivered or acts and things done or caused to be done by it or any committee thereof shall be conclusive evidence of the authority of the Board in so doing;
- (xxix) To accept and appropriate the proceeds of the fresh issue in accordance with Applicable Laws; and

To delegate any of the powers mentioned above to the following persons, namely Mr. Govind Vishwanath Gadgil, (DIN: 00616617) Director and Mr. Amit Yeshwant Modak (DIN: 00396631) , Director to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.

“RESOLVED FURTHER THAT Mr. Govind Vishwanath Gadgil (DIN:00616617) Director and Mr. Amit Yeshwant Modak (DIN:00396631), Director, be severally authorized to file necessary forms with the RoC and any other authorities and execute and sign all relevant documents including but not limited to consent letters, powers of attorney, agreements, certificates etc., as may be required in order to give effect to these resolutions.”

“RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer, wherever required.”

By the order of Board of Directors of
PNGS Reva Diamond Jewellery Limited

Sd/-

Kirti Vaidya
Company Secretary
M. No. A31430

Date: 10.04.2025

Place: Pune

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE MEMBER. PROXIES SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE DATE OF THE EXTRAORDINARY GENERAL MEETING.**
- 2. In the case of corporate member, it is requested to send a certified copy of the board resolution authorising the representative to attend and vote on its behalf at the meeting.**
- 3. The explanatory statement in terms of Section 102 of the Companies Act, 2013, relating to special business is annexed herewith and forms part of the Notice.**
- 4. Pursuant to Section 20(2) of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014, as amended, companies are permitted to send official documents to their shareholders electronically.**
- 5. All documents referred to and connected with the businesses set out in the Notice are available for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays and holidays between 11.00 AM and 4.00 PM on all working days up to the day of the extraordinary general meeting.**

PNGS REVA DIAMOND JEWELLERY LIMITED

(CIN - U32111PN2024PLC236494)

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

Sinhgad Road Pune - 411041

Email Id: accounts@revabypng.com Contact No:7758026244

ATTENDANCE SLIP

[To be presented at the entrance]

Extra-Ordinary General Meeting (1/2025-2026) to be held on Monday, 5th May, 2025 at 11.00 AM at 4th Floor, Abhiruchi Mall, S. No. 59/1-C, Sinhgad Road, Wadgaon Bk, 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 Extra-Ordinary General Meeting (1/2025-2026) of the Company held on Monday, 5th May, 2025 at 11.00 AM at 4th Floor, Abhiruchi Mall, S. No. 59/1-C, Sinhgad Road, Wadgaon Bk, 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.

PNGS REVA DIAMOND JEWELLERY LIMITED

(CIN - U32111PN2024PLC236494)

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

Sinhgad Road, Pune - 411041

Email Id: accounts@revabypng.com Contact No:7758026244

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/DP ID No/Client ID:

Client ID/DP ID:

I/We being the Member(s) holdingshares of above-named Company, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature:

or failing him

2. Name

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting (1/2025-2026) of members of the Company, to be held on Monday, 5th May, 2025 at 11.00 AM at 4th Floor, Abhiruchi Mall, S. No. 59/1-C, Sinhagad Road, Wadgaon Bk, Pune – 411041 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Summary of Businesses to be transacted at the Extra-Ordinary General Meeting
Special Business	
1.	To approve Initial Public Offering of Equity Shares of the Company.

Signed thisday of..... 2025.

Signature of Shareholder:

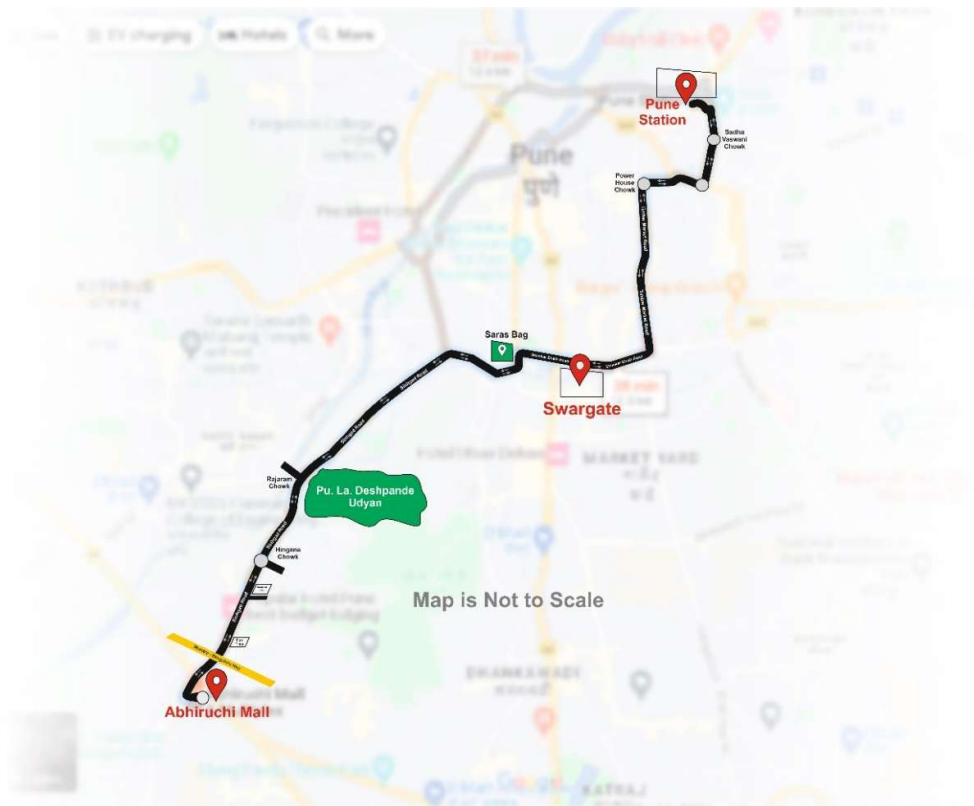
Signature of Proxy holder(s):

Affix
Revenue
Stamp of Re.
1/-

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 Extra-Ordinary General Meeting.

Route map for the Extra-Ordinary General Meeting Venue



PNGS Reva Diamond Jewellery Limited

4th Floor, Abhiruchi Mall, S. No. 59/1-C, Sinhagad Road, Wadgaon Bk, Pune – 411041

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING (1/2025-2026) OF PNGS REVA DIAMOND JEWELLERY LIMITED TO BE HELD ON 5TH MAY, 2025, AT 11.00 AM AT 4TH FLOOR, ABHIRUCHI MALL, S. NO. 59/1-C, SINHAGAD ROAD, WADGAON BK, PUNE – 411041, INDIA

In supersession of the special resolution passed by the Shareholders of PNGS Reva Diamond Jewellery Limited (the “Company”) in the Extra-Ordinary General Meeting of the Company held on 12th March, 2025 for the initial public offering of Equity shares through Offer for Sale (OFS), and in accordance with the Applicable Laws, PNGS Reva Diamond Jewellery Limited (the “**Company**”) proposes to create, issue and allot equity shares of the Company of face value ₹ 10 each (the “**Equity Shares**”), for cash Equity Shares up to an aggregate of ₹ 5,000 million pursuant to a fresh issue (the “**Issue**”) on such terms, in such manner, at such time and at price to be determined by the book building process in accordance with applicable laws, including without limitation the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”). The Equity Shares allotted/transferred shall rank in all respects *pari passu* with the existing Equity Shares of the Company including any rights in respect of dividend payable for the entire year after the death of allotment.

The Equity Shares are proposed to be listed on the [BSE Limited, the National Stock Exchange of India Limited] and any other stock exchange as determined by the Board at its absolute discretion (together, the “**Stock Exchanges**”) and the Company will be required to enter into listing agreements with each of the Stock Exchanges.

In view of the above and in terms of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended (the “**Companies Act**”), the approval of the shareholders of the Company is required through a special resolution.

(i) Lock-in:

Pursuant to the SEBI ICDR Regulations, the entire pre-Issue equity share capital of the Company will be locked-in for a period of six months from the date of allotment of the Equity Shares pursuant to the Issue, in accordance with SEBI ICDR Regulations,.

(ii) Proceeds and Expenses in relation to the Issue:

As per the SEBI ICDR Regulations, the proceeds of the Issue received by the Company (pursuant to the Issue), and Issue related expenses (except for listing fees which shall be exclusively born by the Company), shall be borne by the Company.

With respect to the Issue, the Company will be required to file a draft red herring prospectus (the “**DRHP**”) with the Securities and Exchange Board of India (“**SEBI**”) and the Stock Exchanges, and subsequently file a red herring prospectus (the “**RHP**”) with the Registrar of Companies, Maharashtra at Pune (“**RoC**”) and thereafter with SEBI, and the Stock Exchanges and file a prospectus with the RoC and thereafter with SEBI and the Stock Exchanges in respect of the Issue (the “**Prospectus**”, and together with the DRHP and the RHP, the “**Issue Documents**”), in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Companies Act, 2013, and the rules notified thereunder (including any

statutory modification(s) or re-enactment thereof, for the time being in force) (collectively referred to as the “**Companies Act**”) and other applicable laws.

The price at which the Equity Shares will be allotted through the Issue shall be determined and finalized by the Company, in consultation with the BRLM in accordance with the SEBI ICDR Regulations, on the basis of the book building process.]

The proceeds of the Fresh Issue are to be utilised for the purposes that shall be disclosed in the draft red herring prospectus to be filed with the SEBI in connection with the Issue. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to applicable law.

The directors (except independent directors) or the key managerial personnel may apply for the Equity Shares in the various categories under the Issue in accordance with the SEBI ICDR Regulations, the Companies Act, and any other applicable laws.

No change in control of the Company or its management is intended or expected pursuant to the Issue.

Furthermore, in the event that Equity Shares are allotted to investors pursuant to a pre-Issue placement of Equity Shares prior to registration of the red herring prospectus relating to the Issue with the Registrar of Companies, Maharashtra at Pune (“**RoC**”), the price at which such pre-Issue placement shall be made shall be subject to prevailing market conditions, and shall be decided by the Company in consultation with the book running lead manager to the Issue.

The Board recommends the resolution for your approval as a special resolution. Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Issue, the Board will make necessary amendments.

All the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) of the Company may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and Equity Shares, which may be subscribed for and allotted in their names.

By the order of Board of Directors of
PNGS Reva Diamond Jewellery Limited

Sd/-

Kirti Vaidya
Company Secretary
M. No. A31430

Date: 10.04.2025
Place: Pune