

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS

NOTICE be and is hereby given that an Extraordinary General Meeting (2/2025-2026) of PNGS Reva Diamond Jewellery Limited (the "**Company**") will be held on Wednesday, 21st 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. Capitalization of reserves and the issue of bonus shares to the equity shareholders of the Company

"RESOLVED THAT, pursuant to the recommendation of the board of directors of the Company ("**Board of Directors**" or "**Board**") through its resolution dated April 28, 2025, in accordance with the provisions of Sections 23(2), 63, 123(5) and other applicable provisions of the Companies Act, 2013, including the rules framed thereunder including Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, and the relevant provisions of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the issue of up to 1,80,00,000 equity shares of face value ₹ 10 each ("**Bonus Equity Shares**"), by capitalization of a sum not exceeding ₹ 18,00,00,000 out of the amount available, as on 31st March, 2025, in the, securities premium account, as may be decided by the Board of Directors] each credited as fully paid-up equity shares to the existing shareholders of the Company, being the holders of the equity shares of the Company whose names shall appear in the Register of Members or in the respective beneficiary account with their respective depository participants as on a date to be hereafter decided by the Board of Directors for purposes of the bonus issue (the "**Record Date**") in the proportion of 350 equity shares of face value ₹ 10 each for every 100 existing fully paid-up equity share of face value ₹ 10 each held by such members on the Record Date and that the new bonus equity shares so issued and allotted shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by each such member and not as income in lieu of dividend credited.

"RESOLVED FURTHER THAT, the Board of Directors through their meeting held on April 28, 2025 noted the following:

- a) the Company will not capitalize reserves created by the revaluation of assets for the Bonus Issue;
- b) the Company has not defaulted in respect of the payment of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus; and
- c) the partly paid-up shares of the Company, if any, outstanding on the date of allotment, will be made fully paid-up.

"RESOLVED FURTHER THAT the shareholders of the Company hereby approve 16th May, 2025 as the Record Date for the purposes of determining the entitlement for the bonus issue."

"RESOLVED FURTHER THAT, the Bonus Equity Shares so allotted shall be subject to the provisions of the memorandum of association and articles of association of the Company and shall rank pari passu

PNGS Reva Diamond Jewellery Limited

(Formerly known as Gadgil Metals & Commodities)

CIN - U32111PN2024PLC236494 | GST Number - 27AAPCP2937H1Z0

Address:- 2nd Floor, Abhiruchi Mall, 59/1c, Wadgaon Budruk, Sinhagad Road, Pune - 411041

contact@revabypng.com | Phone No: 020-24612000 | www.revabypng.com / www.revadiamonds.com

in all respects with the fully existing paid-up equity shares of the Company and the holders shall be entitled to any dividends declared after the allotment of the Bonus Equity Shares.”

“RESOLVED FURTHER THAT, the equity shares issued pursuant to the bonus issue shall be credited to the respective beneficiary accounts of the shareholders of the Company.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit; and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be.”

“RESOLVED FURTHER THAT duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time.”

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

Sd/-

Kirti Vaidya
Company Secretary
M. No. A31430

Date: 28.04.2025
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 (2/2025-2026) to be held on Wednesday, 21st May, 2025 at 11.00 AM at 4th Floor, Abhiruchi Mall, S. No. 59/1-C, Sinhagad 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 (2/2025-2026) of the Company held on Wednesday, 21st May, 2025 at 11.00 AM at 4th Floor, Abhiruchi Mall, S. No. 59/1-C, Sinhagad 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.

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(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 (2/2025-2026) of members of the Company, to be held on Wednesday, 21st 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 Capitalization of reserves and the issue of bonus shares to the equity shareholders of the Company

Signed thisday of..... 2025.

Signature of Shareholder:

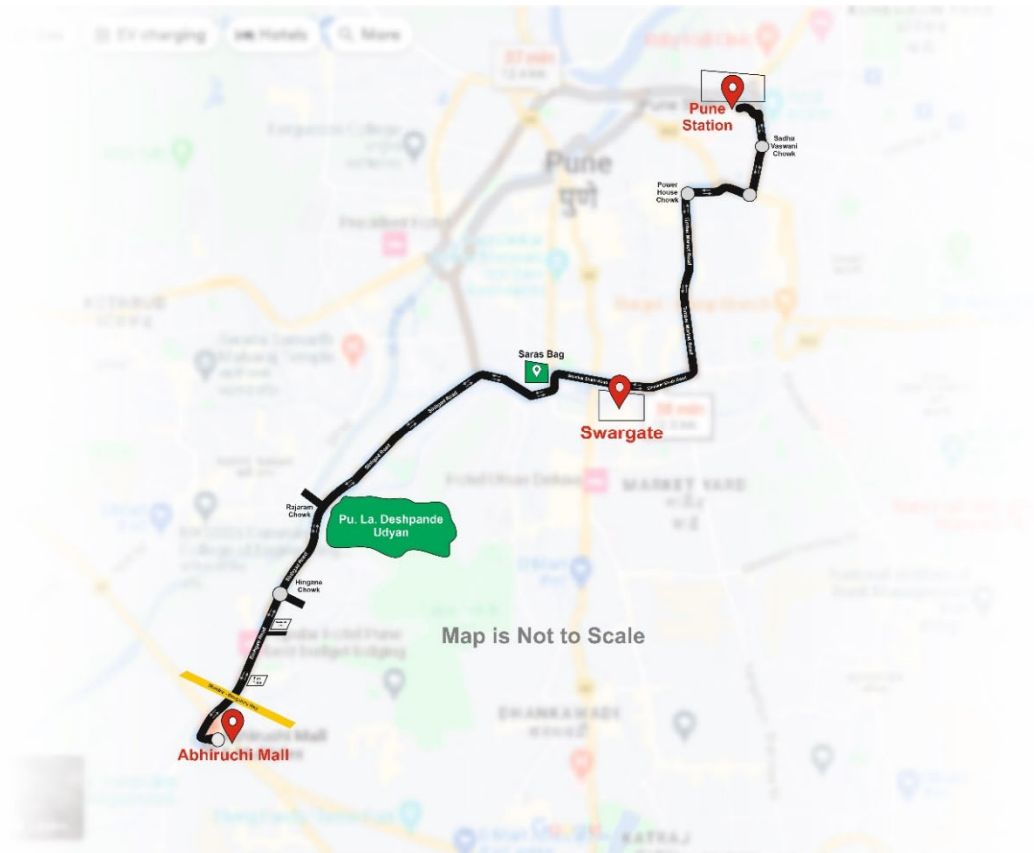
Signature of Proxy holder(s):

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 (2/2025-2026) OF PNGS REVA DIAMOND JEWELLERY LIMITED TO BE HELD ON 21ST MAY, 2025 at 11.00 AM AT 4TH FLOOR, ABHIRUCHI MALL, S. NO. 59/1-C, SINHAGAD ROAD, WADGAON BK, PUNE – 411041, INDIA

At its meeting held on 28th April, 2025 the Board has recommended the issue of up to 1,80,00,000 equity shares of ₹ 10 each ("**Bonus Equity Shares**"), by capitalization of a sum not exceeding ₹ 18,00,00,000 out of the amount available, as on 31st March, 2025, in the, securities premium account, as may be decided by the Board] each credited as fully paid-up equity shares to the existing shareholders of the Company, being the holders of the equity shares of the Company whose names shall appear in the Register of Members as on the "Record Date" in the proportion of 350 equity shares of ₹ 10 each for every 100 existing fully paid-up equity share of ₹ 10 each held by such members on the Record Date, subject to approval of shareholders in the general meeting.

The Board of Directors through their meeting held on April 28, 2025 noted the following:

- a) the Company will not capitalize reserves created by the revaluation of assets for the Bonus Issue;
- b) the Company has not defaulted in respect of the payment of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus; and
- c) the partly paid-up shares of the Company, if any, outstanding on the date of allotment, will be made fully paid-up.

The proposed issue of bonus shares will be made in accordance with the provisions of Companies Act, 2013 and subject to such approvals, if and as may be required, from the statutory authorities.

All documents relating to this item shall be available for inspection by any shareholder at the registered office of the Company between 11.00 a.m. and 4.00 p.m. on all working days of the Company (Monday to Friday) from the date of dispatch of notice up to the date of the meeting 21st May, 2025.

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 allotted in their names.

The Board recommends the resolution for approval of the members of the Company.

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

Sd/-

Kirti Vaidya
Company Secretary
M. No. A31430

Date: 28.04.2025
Place: Pune