

NOTICE OF THE EXTRAORDINARY GENERAL MEETING OF THE EQUITY SHAREHOLDERS

Notice is hereby given that the Extra-ordinary General Meeting (4/2025-2026) of the members of PNGS Reva Diamond Jewellery Limited ("the Company") will be held on Wednesday, 10th December, 2025, at 11.30 am at 2nd Floor, Abhiruchi Mall, S. No. 59 /1-C, Wadgaon (BK), Sinhgad Road, Pune - 411041 at a shorter notice subject to approval of majority in number of members entitled to vote and who represent not less than ninety-five per cent of such part of the paid-up share capital of the company as gives a right to vote at the meeting to consider and transact the following businesses 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. To approve increase in the Authorised share capital of the Company

To consider and if though fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

■ **"RESOLVED THAT**, pursuant to Section 61 and other applicable provisions of the Companies Act, 2013, as amended, ("Companies Act") and the Articles of association of PNGS Reva Diamond Jewellery Limited (the "Company"), the Authorized Share Capital of the Company be and is hereby increased from ₹ 30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) equity shares of ₹ 10 (Rupees Ten only) each to ₹ 40,00,00,000 (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crores) equity shares of ₹ 10/- (Rupees Ten only) each.

■ **"RESOLVED FURTHER THAT**, pursuant to Section 13 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the existing clause 5 of the Memorandum of Association of the Company be altered by deleting the same and substituting in its place, the following clause:

"Clause 5. The Authorized Share Capital of the Company is Rs.40,00,00,000 (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each."

"RESOLVED FURTHER THAT any one of the Directors and/or a Company Secretary of the Company be and is hereby severally authorised to do all such acts, things and deeds on behalf of the Company to effectively implement this resolution including filing necessary forms with the Registrar of Companies, Maharashtra at Pune."

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


Kirti Vaidya
Company Secretary
M. No. A31430



Date: 5th December, 2025
Place: Pune

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY SO APPOINTED NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/ AUTHORITY, AS APPLICABLE. A COPY OF PROXY FORM HAS BEEN ENCLOSED HEREWITH.
2. The Statement relating to special business as mentioned in the Notice pursuant to provisions of Section 102 of the Companies Act, 2013 (the Act) is annexed hereto.
3. The detailed address of venue of meeting with route map and nearest landmark is attached herewith.
4. 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.
5. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company, for admission to the meeting venue.
6. In case of joint holders attending the EGM, 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.
7. 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.
8. 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 (4/2025-2026) to be held on Wednesday, 10th December, 2025 at 11.30 AM at 2nd Floor, Abhiruchi Mall, S.No.59 /1-C, Wadgaon (BK), Sinhgad Road, Pune - 411041.

Folio No/DP ID No/Client ID:

No. of Shares held:

Name of the Member:Signature.....

Name of Proxy Holder:Signature.....

I / We hereby record my / our presence at the Extra-Ordinary General Meeting (4/2025-2026) of the Company held on Wednesday, 10th December, 2025 at 11.30 AM at 2nd Floor, Abhiruchi Mall, S.No.59 /1-C, Wadgaon (BK), Sinhgad Road, Pune - 411041.

Note:

1. Only Member / Proxy holder can attend the Meeting.
2. Please fill up the attendance slip and hand it over at the entrance of the meeting hall.

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:
Clint 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 of members of the Company, to be held _____day, _____, 2025 at _____AM/PM at 2nd Floor, Abhiruchi Mall, S.No.59 /1-C, Wadgaon (BK), Sinhgad Road Pune – 411041 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Summary of Businesses to be transacted at the Extra-Ordinary General Meeting
Special Business	
1.	To approve increase in the Authorised Share Capital of the Company.

Signed thisday of..... 2025.

Affix Revenue
Stamp of Re.
1/-

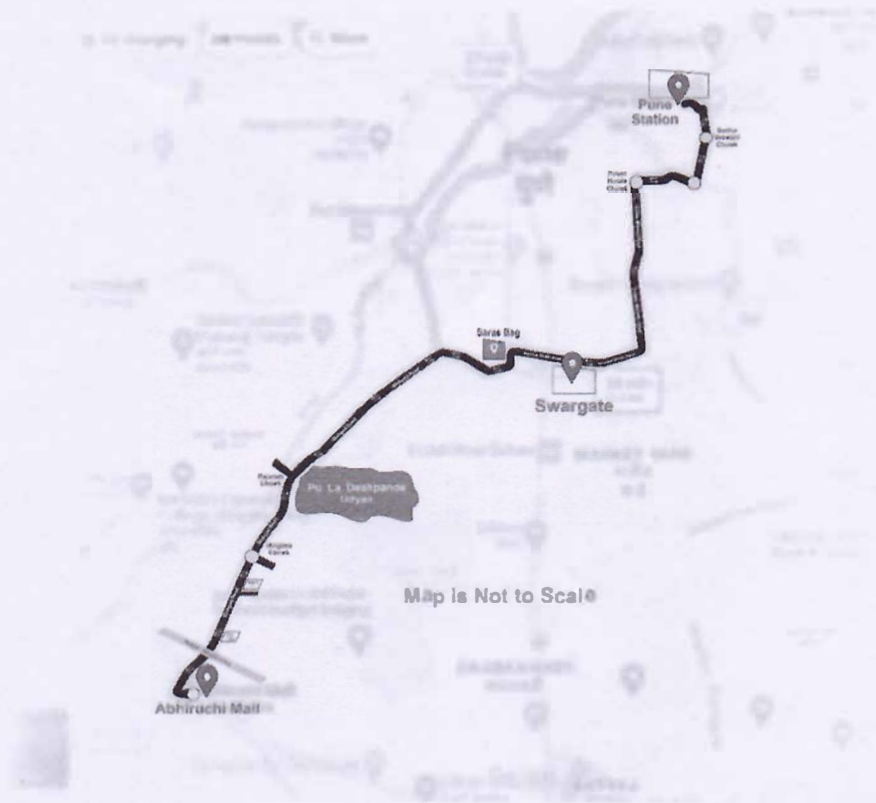
Signature of Shareholder:

Signature of Proxy holder(s):

Note:

1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Extra-Ordinary General Meeting.

Route map for the Extra-Ordinary General Meeting Venue



PNGS Reva Diamond Jewellery Limited

2nd Floor, Abhiruchi Mall, S. No. 59/1-C, Sinhgad 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 (4/2025-2026) OF PNGS REVA DIAMOND JEWELLERY LIMITED TO BE HELD ON WEDNESDAY 10TH DECEMBER, 2025 at 11.30 AM AT 2ND FLOOR, ABHIRUCHI MALL, S. NO. 59/1-C, SINHAGAD ROAD, WADGAON BK, PUNE – 411041, INDIA.

Item No. 1:

Pursuant to Section 61 of the Companies Act, 2013 provides that a limited company having a share capital may, if so authorized by its articles of association, with the consent of its members in its general meeting, alter the conditions of its memorandum of association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

Further, Article 3(a) of the articles of association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its authorized share capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

Further, the Company is in process of undertaking an initial public offer (IPO) of the equity shares of face value of ₹ 10 (Rupee Ten) each ("Equity Shares") of the Company comprising of fresh issuance of Equity Shares by the Company ("Fresh Issue"), and list the Equity Shares on one or more of the stock exchanges.

To accommodate the additional share capital raised by Initial Public Offer (IPO), the Board has recommended that, the present authorised share capital should be revised and increased from ₹ 30,00,00,000 (₹ Thirty Crores only) divided into 3,00,00,000 (Three Crore) equity shares of ₹ 10/- (₹ Ten only) each to ₹ 40,00,00,000/- (₹ Forty Crores only) divided into 4,00,00,000 (Four Crores) equity shares of ₹ 10 (₹ Ten only) each and Clause 5 of the memorandum of association should be amended accordingly.

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

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.

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



Kirti Vaidya
Company Secretary
M. No. A31430



Date: 5th December, 2025
Place: Pune

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