

BY HAND

NOTICE

Notice is hereby given that 5th Annual General Meeting of the Members of **P.P. JEWELLERS RETAIL PRIVATE LIMITED** will be held on Thursday, the 31st day of December, 2020 at the Registered Office of the Company at 2700, Desh Bandhu Gupta Road, Karol Bagh, New Delhi - 110 005 at 3:00 P.M. to transact the following business(s):

ORDINARY BUSINESS:

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020 INCLUDING THE AUDITOR'S REPORT AND DIRECTORS' REPORT THEREON;**

SPECIAL BUSINESS:

2. **APPOINTMENT OF MR. ANIL BHANDARI AS REGULAR DIRECTOR OF THE COMPANY BY PASSING THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION WITH OR WITHOUT MODIFICATION(S):**

"RESOLVED THAT in terms of Section 152 of The Companies Act, 2013 Mr. Anil Bhandari {DIN: 08679742} who was appointed as an Additional Director of the Company by the Board of Directors at their Meeting dated 27th January, 2020 with effect from 27th January, 2020 and who is entitled to hold office as an Additional Director of the Company till the conclusion of the ensuing 5th Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act"), and being eligible is hereby appointed as a Director of the Company and he shall not be liable to retire by rotation."

By order of Board of Directors
For **P.P. JEWELLERS RETAIL PRIVATE LIMITED**


(Piyush Gupta)
Whole Time Director
DIN: 07178221
Address: C-19, Rana Pratap Bagh,
Delhi – 110 007

Date: 15.12.2020
Place: New Delhi

NOTES:

- 1.1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR ONE OR MORE PROXIES (WHERE ALLOWED) TO ATTEND AND VOTE ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 1.2. A MEMBER HOLDING MORE THAN 10% 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
- 1.3. A PROXY SHALL BE SENT IN FORM NO. MGT-11 AS ENCLOSED HERewith AND IN ORDER TO BE EFFECTIVE THE PROXY FORM MUST REACH AT THE REGISTERED OFFICE OF COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
- 1.4. THE MEMBERS SHALL HAVE THE RIGHT TO INSPECT PROXIES AS LODGED WITH THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF SECTION 105(8) OF THE COMPANIES ACT, 2013 FOR THE ENSUING GENERAL MEETING AND THE PROVISIONS OF SECTION 105(8) ARE REPRODUCED HEREIN BELOW.

“(8) EVERY MEMBER ENTITLED TO VOTE AT A MEETING OF THE COMPANY, OR ON ANY RESOLUTION TO BE MOVED THERE AT, SHALL BE ENTITLED DURING THE PERIOD BEGINNING TWENTY-FOUR HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING WITH THE CONCLUSION OF THE MEETING, TO INSPECT THE PROXIES LODGED, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, PROVIDED NOT LESS THAN THREE DAYS’ NOTICE IN WRITING OF THE INTENTION SO TO INSPECT IS GIVEN TO THE COMPANY.”

- (1) Members should fill the Attendance Slip/ Register for attending the Meeting.
- (2) The Article No. 42(I)(iii) of the Articles of Association allows the Company to convene it’s General Meeting(s) by issuing a 7 days’ Notice and the relevant extract of Article No. 42(I)(iii) is reproduced herein below for ready reference:-

The General Meeting(s) may be convened in accordance with the provisions of Section 101 of the Companies Act, 2013 with due notice of 7 days or shorter notice and the said notice shall be circulated to all concerned including every Director as well as the Statutory Auditors of the Company either:-

- (a) *Through physical mode by hand or by way of registered post or speed post; OR*
- (b) *Through electronic mode as prescribed under the Companies (Management and Administration) Rules, 2014.*

- (3) The Members at their Annual General Meeting held on 30th September, 2016 has appointed M/s. Arun K. Agarwal & Associates, Chartered Accountants {Firm Registration No. 003917N} as the Statutory Auditor of the Company for a period of five Financial Years i.e. from the Financial Year 2016-17 up to the Financial Year 2020-21 and the same was subject to ratification by the Members in each of the Annual General Meeting during the intervening period of Five Years.

Further, the requirement to place the matter relating to appointment of Statutory Auditors for ratification by Members at every AGM has been done away by the Companies

(Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the present Annual General Meeting for 2019-20.

- (4) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- (5) The Company is not required to provide statement under Section 102 of The Companies Act, 2013, pursuant to the Article No. 41 (I) (vi) and the extract of the same is reproduced herein below for ready reference:

"The Company being a private limited Company shall not be required to circulate any explanatory statement along with notice of its General Meeting, wherein any special business is proposed to be dealt with."

- (6) The Statutory Registers of the Company, namely Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be available for inspection at the Registered Office of the Company from 26th December, 2020 till 30th December, 2020 from 10.00 A.M. till 02.00 P.M. and at the venue of the ensuing Annual General Meeting scheduled to be held on 31st December, 2020 from 10:00 A.M. till the conclusion of the Meeting and the brief profile of Mr. Anil Bhandari shall be available for inspection at the venue of the ensuing Annual General Meeting scheduled to be held on 31st December, 2020 from 10:00 A.M. till the conclusion of the Meeting.
- (7) The Registered Office of the Company is located near Krishna Express Cargo Service, which is a major landmark.
- (8) The route map to the venue of the Meeting is enclosed herewith and forms an integral part of the notice and is a prominent location near the venue of the Meeting.

By order of Board of Directors
For P.P. JEWELLERS RETAIL PRIVATE LIMITED



(Piyush Gupta)

Whole Time Director

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