

NOTICE

NOTICE IS HEREBY GIVEN THAT 34TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PITAMBARI PRODUCTS PRIVATE LIMITED WILL BE HELD ON MONDAY 30TH SEPTEMBER, 2024 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 3RD FLOOR, HEMENDRA APARTMENT, GOKHALE ROAD, THANE-400602 MAHARASHTRA, INDIA

ORDINARY BUSINESS:**ITEM NO 1:****To receive, consider and adopt**

- the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024, together with the Report of the Board of Directors and Auditor's thereon; and
- the Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024, together with the Report of the Board of Directors and Auditor's thereon

SPECIAL RESOLUTION**ITEM NO 2:****REDEMPTION OF 3000 10% OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES**

To Consider and if thought fit to pass with or without modifications following resolution as a special Resolution:

"RESOLVED THAT subject to the provisions of section 55(2) of the Companies Act, 2013 and other applicable provisions if any, and subject to the provisions of Articles of Association of the Company, 3000 10% Optionally Convertible Redeemable Preference Shares of Rs. 10/- each aggregating to Rs. 30,000/- be redeemed out of the profits of the Company as per details below:"

Sr. No.	Name of Preference Shareholders	No. of Shares	Sr. NO.	Name of Preference Shareholders	No. of Shares
1	K. Murugesan/Suseela	10	45	Vasudha Kamlakar Sathe/ Mr. Kamlakar Anant Sathe	10
2	Ravindra Prabhudesai	2140	46	Purushottam Digambar Acharya/ Mrs. Jyotsna Purushottam Acharya	10
3	Sanjiv Gadadhar Vaze/ Mrs. Madhavi Sanjiv Vaze	10	47	Madhusudan Moreshwar Pendse	10
4	Padmaja Pote	10	48	Pramod Bhaskar Date	10
5	Rashmi Bhaskar Sathe/Bhaskar Laxman Sathe	10	49	Priti Prasad Datar/ Mr. Prasad Sadashiv Datar	10
6	Gandhavati G. Tambe/Mr. Gajanan N. Tambe	10	50	Lalita Sudhir Barwe	10


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37	Aparna Anil Vaidya/ Mrs. Sneha Shreyas Jog	10	81	Gandhali Joshi	10
38	Sneha Shreyas Jog/Mrs. Aparna Anil Vaidya	10	82	Snehal Shriram Rahalkar	10
39	Asmita Pramod Tamhankar	10	83	Meera Madhusudan Khare	10
40	Nirmala Bhalchandra Prabhudesai/ Mr. Mohan Bhalchandra Prabhudesai	10	84	Usha Santosh Bhagat	10
41	Kalpna Chitale	10	85	Ashok Vaidya	10
42	Asmita Dhananjay Athavale/ Mrs. Payal N. Gadgil	10	86	Dattatray Mahadeo Mehendale	10
43	Asmita Dhananjay Athavale	10	87	Trimbak Anant Karadkar	10
44	Subhash Gangadhar Prabhudesai	10			

"RESOLVED FURTHER THAT the amount of redeemed preference shares i.e Rs. 30,000/- be and is hereby transferred to separate account named as "Capital Redemption Reserve Account."

"RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorised to file necessary returns with Registrar of companies and do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution."

ITEM NO 3:

ALTERATION OF MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to Section 13 read with 61 and all other applicable provisions of the Companies Act, 2013 and all other applicable provisions, if any, and subject to the approvals, consents, permission and sanctioned as may be necessary from the appropriate authorities or bodies, the existing Clause V of the Memorandum of Association of the Company be and are hereby substituted as follows:"

V. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Hundred Only) each and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with powers to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes (being those specified in the Companies Act, 2013) and to attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by law or provided by the Articles of Association for the time being of the Company.



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7	Damodar Krishnaji Soman/ Mrs. Medha Damodar Soman	10	51	Mugdha Madhav Phadke/ Mr. Madhav Anant Phadke	10
8	Milind N. Ballal/ Manjusha M. Ballal	10	52	Anil Yeshwant Vaidya	10
9	Bhaskar Laxman Sathe	10	53	Keshav Gangle/ Mrs. Shruti C. Jogalekar	10
10	Aniruddha M. Gadgil/ Mrs. Shilpa A. Gadgil	10	54	Vilas Chintaman Pendse	10
11	Rajesh Chandrashekhar Pore/ Anita Rajesh Pore	10	55	Avadhut Jayaram Joshi/ Mrs. Anjali A. Joshi	10
12	Sulbha Sudhir Ranade/ Mr. Sudhir Hari Ranade	10	56	Sarika Rajendra Pedenekar	10
13	Medha M. Deodhar/ Mr. Mukund S. Deodhar	10	57	Sunila Mohan Rane	10
14	Bhakti Pramod Gailad/ Mr. Pramod Anant Gailad	10	58	Jyotsna Ujwal Bhorkar	10
15	Gangadhar B. Joshi	10	59	Vaishali Vijay Wadekar	10
16	Alka A. Palsule	10	60	Suresh Vasant Randive/ Mrs. Sangeeta S. Randive	10
17	Jayant Narayan Kale/ Mrs. Madhuri Jayant Kale	10	61	Bhalchandra Narayan Joshi	10
18	Pandharinath Kisanji Gawand (HUF)	10	62	Vinayak Murlidhar Kulkarni/ Ms. Vinita Vinayak Kulkarni	10
19	Archana Shrikant Prabhudesai	10	63	Mrudul Milind Deshpande	10
20	Vaishali Suresh Joshi/ Mr. Suresh Keshav Joshi	10	64	Ila Wasudeo Jatar/ Mr. Wasudeo Raghunath Jatar	10
21	Narendra Kumar Parida	10	65	Radhika Ratnakar Paranjape/ Mr. Ratnakar Vishnu Paranjape	10
22	Anil Krishnaji Phadke/ Mrs. Amita Anil Phadke	10	66	Satish Shankar Damle/ Mrs. Manisha Satish Damle	10
23	Chandrakant Balkrishna Kalsulkar	10	67	Satish Shankar Damle	10
24	Aparna Vilas Gore/ Mr. Vilas Gajanan Gore	10	68	Rupali Acharya/ Yogesh Acharya	10
25	Dilip Achyut Phadake/ Mrs. Rajashri Dilip Phadake	10	69	Rajendra Digambar Kashikar/ Ranjana Rajendra Kashikar/ Anahita Rajendra Kashikar	10
26	Suvarna Vilas Gore/ Mr. Vilas Gajanan Gore	10	70	Sharad Anant Barve	10
27	Ravindra Bhairav Savant	10	71	Anagha Ashok Khandekar / Ashok Mukundrao Khandekar	10
28	Aparna Yashwant Bhide/ Mr. Ashok Bhide	10	72	Govind Hari Dandekar / Anuradha Govind Dandekar / Milind G. Dandekar	10
29	Rama Milind Sathe/ Mr. Milind Achyut Sathe	10	73	Shaila Murlidhar Kulkarni	10
30	Milind Rajaram Prabhudesai	10	74	Kumar Anant Barve	10
31	Charusheela Gangadhar Joshi	10	75	Kushal Pramod Gailad	10
32	Sawant Rupa Shashank	10	76	Gayatri Pramod Gailad	10
33	Manjiri Mohan Prabhudesai	10	77	Aparna Ravindra Prabhudesai	10
34	Dhanashri Abhijeet Bhide	10	78	Amita Ajay Pendse	10
35	Parkar Vishwanath Shankar/ Parkar Sugandha V.	10	79	Rajendra Narayan Zamindar	10
36	Avinash Siddeshwar Wavade/ Mrs. Mrunalini A. Wavade	10	80	Sunita Arun Sathe	10


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"RESOLVED FURTHER THAT Mr. Ravindra V. Prabhudesai, Managing Director and Mr. Parikshit R. Prabhudesai, Director of the Company be and are hereby jointly/severally authorized to do perform and execute all such acts, matters, deeds, and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filling of necessary forms with the Registrar of the companies and to comply with all other requirements in this regards and for any matter connected herewith or incidental hereto."

For Pitambari Products Private Limited



Parikshit R. Prabhudesai
Director

DIN: 07242956

Address: B-1, 203, Vikas Complex,
Meena Tai Thakre Chowk,
Mumbai Agra Road, Thane (w) - 400601.



Date: 24th September, 2024

Place: Thane



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NOTES

1. Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the Meeting venue showing the prominent landmarks is given elsewhere in this Notice.
2. 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 / herself and the proxy need not be a member of the Company. The instrument appointing the proxy must be duly filled in all respect and should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company
4. Members/ Proxies are requested to bring their Attendance Slips duly filled in for attending the meeting along with copy of the Notice of the Meeting
5. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company on all working days, except Saturday, Sunday and Public holidays between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. A person, whose name is recorded in the register of members maintained by the Company as on the Notice dispatch date, shall be entitled to voting at the AGM
7. A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company 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.
8. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the Meeting.



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

ITEM NO. 2

REDEMPTION OF 3000 10% OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES

It is proposed to redeem the preference shares out of profits of the Company even though shares were issued on different dates for sake of administrative convenience, it is proposed to redeem all of them on the date of AGM. The Board of Directors recommends the Special Resolution for your approval.

Except Mr. Ravindra V. Prabhudesai, none of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolutions.

The members are requested to discuss the aforesaid matter and grant their approval if deemed fit.

ITEM NO. 3

ALTERATION OF MEMORANDUM OF ASSOCIATION

The existing Clause V of Memorandum of Association specifies the present Authorized Share Capital of your Company. In view of redemption of 3000 10% Optionally Convertible Redeemable Preference Shares of Rs.10/- (RUPEES Ten Only) per share, the present Clause V of the Memorandum of Association is required to be altered to reflect the redemption of Preference Shares.

As per the provisions of Section 13 of the Companies Act, 2013, approval of the Shareholders is required for amending the Memorandum of Association of the Company. Accordingly, this resolution is being put before the shareholders for their permission on the same.

Your Directors recommend the above Resolution for your approval.

None of the Directors of the Company are in any way interested in the Resolution, except to the extent of their shareholding and the shareholding of their relatives in the Company

By the order of Board of Directors
For Pitambari Products Private Limited


Parikshit R. Prabhudesai

Director

DIN: 07242956

Address: B-1, 203, Vikas Complex,
Meena Tai Thakre Chowk,
Mumbai Agra Road, Thane (w) - 400601.

Date: 24th September, 2024

Place: Thane



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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 : _____

Email Id : _____

Folio No. : _____

I/ We, being the member(s) of _____ Equity Shares of the above-named Company, hereby appoint:

(1) Name: _____ Address: _____

E-mail: _____ Signature: _____ or
failing him/her

(2) Name: _____ Address: _____

E-mail: _____ Signature: _____ or
failing him/her

(3) Name: _____ Address: _____

E-mail: _____ Signature: _____ or
failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday 30th September, 2024 at 11.00 A.M. at the registered office of Company situated at 3rd Floor, Hemendra Apartment, Gokhale Road, Thane - 400602, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2)	
		For (Assent)	Against (Dissent)
1.	To consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2024, together with the Report of the Board of Directors and Auditor's thereon		
2.	To consider and adopt the Consolidated Audited Financial Statements of the Company for the Financial Year ended 31 st March, 2024, together with the Report of the Board of Directors and Auditor's thereon		

3.	To Redeem 3000 10% Optionally Convertible Redeemable Preference Shares.		
4.	To Alter Memorandum of Association		

Signed this day of 2024

Signature of the proxy holder(s)

Signature of the Member

Affix revenue stamp of not less than Rs.1

Notes:

1. This form, 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 Annual General Meeting.
2. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

ATTENDANCE SLIP

34th ANNUAL GENERAL MEETING-30TH SEPTEMBER, 2024

Folio No.:	
Name & Address of the sole member:	
Name of Joint Holder(s):	
No. of Shares held:	

I/we certify that I/we am/are a member/proxy for the member of the Company. I/we hereby record my/our presence at the 34th Annual General Meeting of the Company to be held on Monday 30th September, 2024 at 11.00 A.M. at the registered office of Company situated at 3rd Floor, Hemendra Apartment, Gokhale Road, Thane- 400602.

Member/Proxy's signature

