

P.G. & W. SAWOO PRIVATE LIMITED

CIN: U51491WB1963PTC009328

Registered Office: 28A, Galiff Street, Kolkata-700004.

NOTICE OF EIGHTY FIVE ANNUAL GENERAL MEETING

Notice is hereby given that the **85th Annual General Meeting** of P G & W Sawoo Private Limited will be held at the registered office of the Company at 28A, Galiff Street, Kolkata 700004 on Friday, **September 08, 2023** at 2.30 p.m. to transact the following business:

ORDINARY BUSINESS

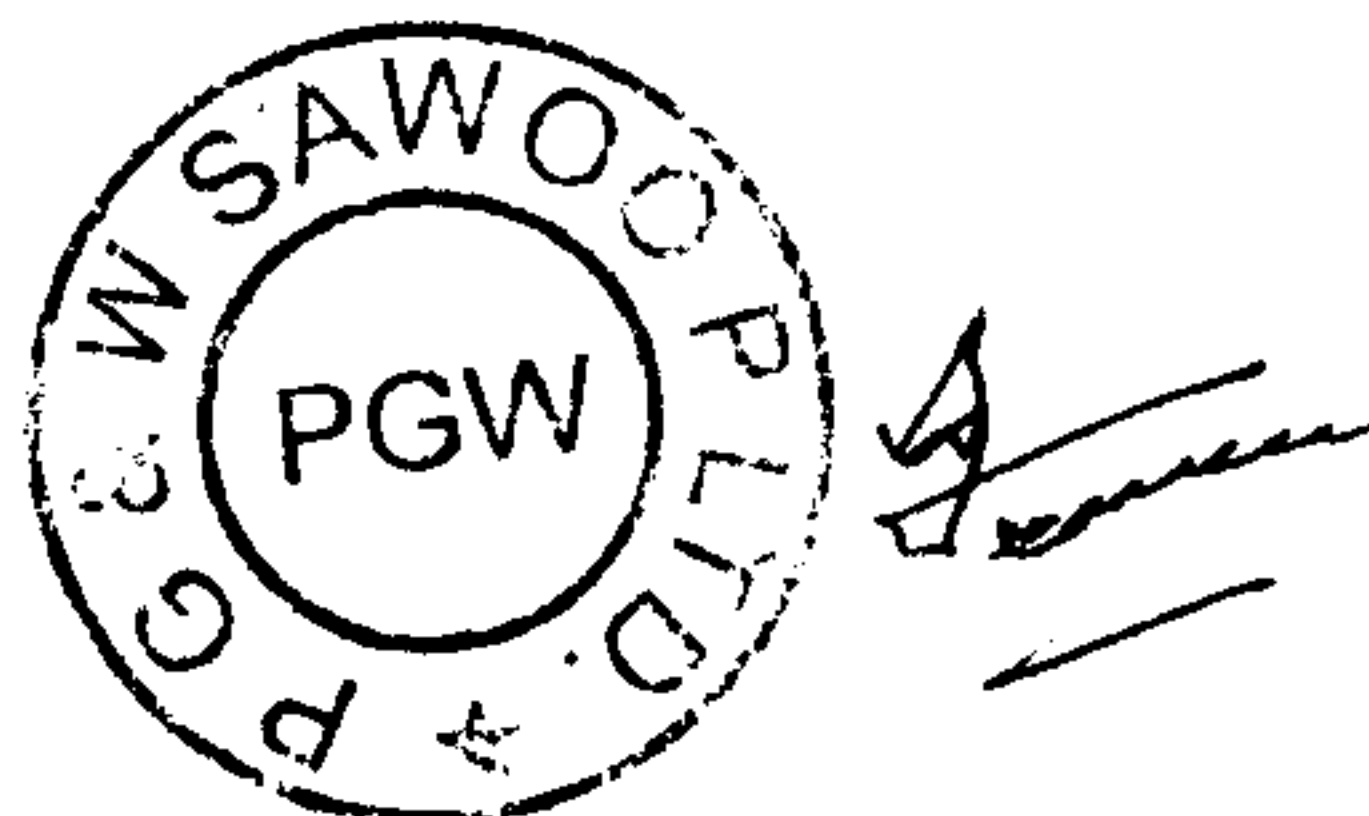
1. To receive, consider and adopt the Audited Financial Statement of the company for the year ended 31st March, 2023, including the Audited Balance Sheet, Statement of Profit and Loss Account, Cash Flow Statement for the year ended March 31, 2023 and the reports of the Board of Directors and the Auditor's thereon.
2. To declare final dividend of Rs 2200/- per equity share for the year ended March 31, 2023.
3. In terms of Article 76 of the Article of Association of the Company, the Directors shall vacate office every year on the election of Directors at the Annual General Meeting. As such to appoint all Directors one third from Ballav Family, one third from Sawoo Family and one third from Gaine Family in place of all Directors vacating office and to fix their remuneration.
4. To ratify the appointment of M/s L B Jha & Co., Chartered Accountants as the Statutory Auditors of the Company for the financial year ending 31st March, 2023, who were re-appointed at the Annual General Meeting held on 2nd September, 2022 for a term of five years. In this regard to consider, and if thought fit to pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the re-appointment of **M/s L B Jha & Co.** Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting scheduled to be held for the financial year 2023-2024 on such remuneration as may be determined by the Board of Directors upon discussion with the Statutory Auditors of the Company."

SPECIAL BUSINESS

5. To appoint Sri Debipada Gaine (Din: 07518254) as Managing Director of the Company for a period of 1 year, that is, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix his managerial remuneration upon re-appointment. In this regard, to consider and if thought fit to pass with or without modification(s) the following resolutions as Special Resolution:

"RESOLVED that pursuant to provisions of Section 196,197,196(3)(a) of the Companies Act,2013 and The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) consent of the members of the company be and is hereby accorded to reappoint Sri Debipada Gaine (Din: 07518254) who has attained the age of 70 (seventy) years, to act as the Managing Director of the Company for a period of 1 year, that is, till the conclusion of the next Annual General Meeting and to pay such Managerial Remuneration as may be decided by the Board in its meeting.



6. To re-appoint Sri Somnath Ballav (Din: 00197312) as Managing Director of the Company for a period of 1 year, that is, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix his managerial remuneration upon re-appointment. In this regard, to consider and if thought fit to pass with or without modification(s) the following resolutions as Special Resolution:

“RESOLVED that pursuant to provisions of Section 196,197,196(3)(a) and The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) consent of the members of the company be and is hereby accorded to reappoint Sri Somnath Ballav (Din: 00197312) who has attained the age of 70 (seventy) years, to act as the Managing Director of the Company for a period of 1 year, that is, till the conclusion of the next Annual General Meeting and to pay such Managerial Remuneration as may be decided by the Board in its meeting.

7. To re-appoint Sri Asoke Sawoo (Din: 00432283) as Managing Director of the Company for a period of 1 year, that is, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix his managerial remuneration upon re-appointment. In this regard, to consider and if thought fit to pass with or without modification(s) the following resolutions as Ordinary Resolution:

“RESOLVED that pursuant to provisions of Section 196 read with The Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) consent of the members of the company be and is hereby accorded to reappoint Sri Asoke Sawoo (Din: 00432283) as the Managing Director of the Company for a period of 1 year, that is, till the conclusion of the next Annual General Meeting and to pay such Managerial Remuneration as may be decided by the Board at its meeting.

8. To consider and if thought fit to pass with or without modification(s) the following resolutions as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr Abhijit Gain (DIN: 00685664) who was appointed as a Director w.e.f 02.09.2022 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 shall retire from the office of the Directorship of the company at the ensuring Annual General Meeting”

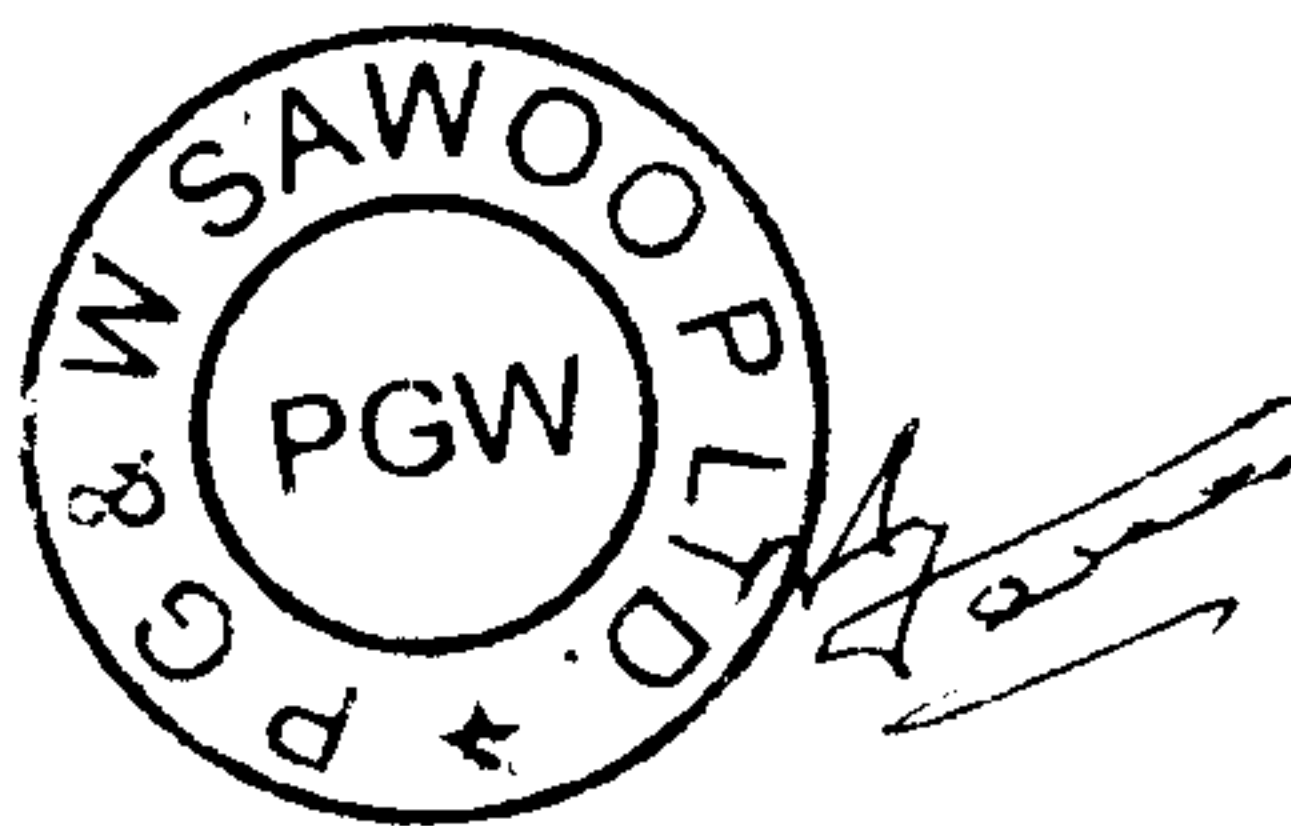
“FURTHER RESOLVED that all Directors of the Company be, and is hereby, severally authorized to sign and file necessary e-Forms with the Registrar of Companies, West Bengal relating to the above appointment of key managerial personnel”.

Date: 24th July, 2023
Place: Kolkata

By order of the Board
P G & W Sawoo Private Limited

Asoke Sawoo

Asoke Sawoo
Managing Director
DIN 00432283



Notes:

1. **An Equity Shareholder** of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. The Proxy Form duly completed should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A person can act as proxy on behalf of shareholders holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by the shareholder(s) holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. **The proxy**, to be valid, must deposit the proxy form at the registered office of the company not less than 48 hours before the commencement of the meeting. All alterations made in the form of proxy should be initiated.
3. **Explanatory statement** pursuant to Section 102 of the Companies Act, 2013 stating material facts relating to the Special Business to be transacted at this AGM is annexed.
4. **Members / Proxies** should bring the enclosed Attendance Slip duly filled in for attending the meeting.
5. **Relevant documents** referred to in the accompanying notice including Annual Report for the financial year 2022-2023 are open for inspection by members at the registered office of the company on all working days of the Company (Monday to Friday) between 11:00 a.m. and 1:00 p.m. up to the date of AGM.
6. **The Members** are requested to attend the meeting by maintaining safe distance amongst each other and to follow all the safety norms of COVID protocol.
7. **The share** transfer register of the Company shall remain close from 23rd August, 2023 to 8th September, 2023 (both days inclusive).
8. **In all** correspondence with the Company, Folio No. must be quoted by the Members.
9. **All relevant** documents and also accompanying statement shall be available for inspection at the Registered Office of the Company between 10.00 A.M. to 5.00 P.M. on all working days and will also be available for inspection at the meeting.
10. **Complete** particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the members.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set out in the notice convening the Annual General Meeting of the Company

Item No.5.

Sri Debipada Gaine (Din: 07518254) was appointed as the Managing Director of the Company till the conclusion of this Annual General Meeting. Given his vast experience and association with the Company and engagement in the day to day business affairs and smooth functioning of the business activities, it is recommended to re-appoint Sri Debipada Gaine (Din: 07518254) as Managing Director, although they have attained the age of 70 (seventy) years as provided under Section 196(3) (a) of the Companies Act, 2013.

Item No.6.

Sri Somnath Ballav (Din: 00197312) was appointed as the Managing Director of the Company till the conclusion of this Annual General Meeting. Given his vast experience and association with the Company and engagement in the day to day business affairs and smooth functioning of the business activities, it is recommended to re-appoint Sri Somnath Ballav (Din: 00197312) as Managing Director, although they have attained the age of 70 (seventy) years as provided under Section 196(3) (a) of the Companies Act, 2013.

Item No. 7

Sri Asoke Sawoo (Din: 00432283) is acting as the Managing Director of the Company on behalf of sawoo family till the conclusion of this Annual General Meeting. Due to his vast knowledge, experience and engagement in the day to day business affairs of the company and for smooth functioning and better management of the business activities, it is recommended to re-appoint Sri Asoke Sawoo (Din: 00432283) as Managing Director of the company pursuant to the provisions of Section 196 of the Companies Act, 2013.

The Board therefore recommends your approval.

For and on behalf of the Board
Asoke Sawoo

Asoke Sawoo
Managing Director
DIN: 00432283

