

NOTICE

Notice is hereby given that the Sixth Annual General Meeting of the members of **Penta Gold Limited** will be held at the Registered office of the company on Monday the 24th September, 2018 at 09.00 am to transact the following business:

ORDINARY BUSINESS

To consider and if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions –

1. ADOPTION OF ANNUAL AUDITED FINANCIAL STATEMENTS AND REPORTS THEREON

“**RESOLVED THAT** the Audited financial statement which comprises the Balance Sheet, the Statement of Profit and Loss, Cash Flow Statement, notes to accounts and summary of the significant accounting policies and other explanatory information for the financial year ended 31st March, 2018 along with the Auditor’s Report and the Board’s Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.

2. RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS

To consider and if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions –

“**RESOLVED THAT**, pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act,2013 (the Act) and the Companies (Audit and Auditors) Rules 2014,(the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Company hereby ratifies the appointment of **M/s. R A N K & Associates, Chartered Accountants, Mumbai, bearing Firm Registration No.105589W**, as the statutory auditor of the Company, to audit the accounts and hold office as such from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the company, on such remuneration as may be decided by the Board of Directors of the Company.”

3. APPOINTMENT OF DIRECTOR IN PLACE OF THOSE RETIRING BY ROTATION

To re-appoint Mrs. Dipti Ketan Shroff (DIN:07745574) who retires by rotation and being eligible, offers herself for re-appointment.

**On behalf of the board
PENTA GOLD LIMITED**

(Ketan M. Shroff)
Chairman & Managing Director
(DIN: 00332988)
Mumbai, 29th August, 2018

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxy application should be lodged with the company at its Registered office at least 48 hours before the commencement of the meeting.
2. A person can act as proxy on behalf of Members not exceeding fifty in number and holding in aggregate not more than 10 percent of the total share capital of the company carrying voting rights. Member holding more than 10 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 proxy for any other member.
3. Members are requested to promptly notify any changes in their registered addresses and email id to the Company at its registered office. Members holding shares in electronic form are requested to advise change in their registered address and email id to the Company's Registrar and Share Transfer Agents, M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, Telangana, India.
4. Members who have not registered their phone number and email address so far are requested to register their email ids for receiving all correspondence from the company electronically.
5. If the members have any queries on the Audited Accounts, Directors Report & Auditors' Report, the same should be forwarded to the company in writing at its registered office at least 10 days before the meeting so that the same can be replied at the time of annual general meeting to the members' satisfaction.
6. Corporate Members intending to send their authorised representatives to attend the Annual General meeting, pursuant to section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
7. Members, Proxies and Authorised Representatives are requested to bring their copies of Annual reports to the Annual General Meeting, along with duly filled, completed and signed attendance slip, enclosed herewith
8. The 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 the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
9. The Register of Members & Share Transfer Books of the Company will remain closed from Tuesday, 18th September, 2018 to Monday, 24th September, 2018 (both days inclusive) in connection with the AGM.
10. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the Meeting.
11. The Notice of Sixth Annual General Meeting along with Annual Report for 2017-18 is being sent by electronic mode to all the members whose email IDs are registered with the Company's / Depository Participant (s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies.

12. Members may also note that the Notice of Sixth Annual General Meeting will also be available on the Company's website www.pentagold.in for their download.

13. Mrs. Dipti Ketan Shroff, Director retire by rotation and, being eligible, offer herself for re-appointment at Sixth Annual General Meeting. A brief resume of the said Directors is given below:

Name of Director	Dipti Ketan Shroff
DIN	07745574
Nationality	Indian
Date of Appointment on Board	02/03/2017
Qualification	Bcom,MCX –DICM (Diploma in Commodities Market) from Welingkar Institute of Management Development & Research, Mumbai and Certificate Programme in Capital Markets from Jamnalal Bajaj Institute of Management Studies, Mumbai University.
Shareholding in Penta Gold Limited	100 Equity Shares
Membership / Chairmanships of Audit and Stakeholders Relationship Committees across Public companies	NIL

14. Members are enable to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the company will provide a ballot form in Annual General Meeting. Instructions for Ballot form are given at the back of the said form. Resolutions passed by Members through Ballot forms is deemed to have been passed as if they have been passed at the AGM.

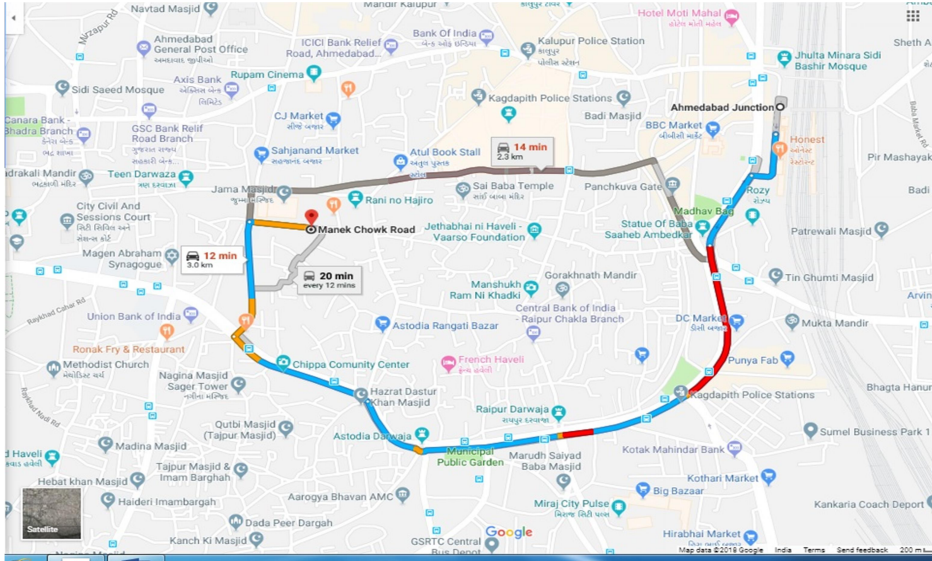
15. The facility for voting, either through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by ballot form shall be able to exercise their right at the meeting.

16. The Company has fixed Monday, 17th September, 2018, as the cut-off date / entitlement date for identifying the shareholders for determining the eligibility to vote in the Meeting.

17. With Reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 is exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of NSE Limited. Therefore the company is not providing e-voting facility to its shareholders.

18. Mr. Anoop Kumar Jain, Practicing Company Secretary (Membership No. 30202, C.P. No.10955) has been appointed as the Scrutinizer for conducting the voting by ballot at the Meeting.

19. ROUTE MAP



Date of Annual General Meeting: 24th September, 2018

Time of Meeting: 09:00 am

Venue of the Meeting: 2224, Manek Chowk Opp. Old Share Bazar Ahmedabad, Gujarat – 380001.

**On behalf of the board
PENTA GOLD LIMITED**

(Ketan M. Shroff)
Chairman & Managing Director
(DIN: 00332988)
Mumbai, 29th August, 2018