

PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED

Registered Office:
Birla Building, 9/1, R. N. Mukherjee Road, Kolkata- 700001
Phone Nos: 033 30573700/ 30410900
Website : www.pilaniinvestment.com,
E-mail- pilaniinvestment1@gmail.com
CIN: L24131WB1948PLC095302

Annual Report
and Accounts
for the year
2014-2015 are
being posted
separately by
posts as per
Companies
Act, 2013

NOTICE OF MEETING

NOTICE is hereby given that the 68th Annual General Meeting of the Shareholders of PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED will be held at Birla Building, 9/1, R. N. Mukherjee Road, Kolkata – 700001 on Monday, the 21st December, 2015 at 3.00 P.M. to transact, with or without modification(s) as may be permissible, the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2015 and the Statement of Profit & Loss for the year ended on that date, Report of the Board of Directors and the Auditors thereon.
2. To sanction the declaration and the payment of dividend on Equity Shares for the year ended 31st March, 2015.
3. To appoint a director in place of Shri Kumar Mangalam Birla (DIN: 00012813), who retires from office by rotation and being eligible, offers himself for re-appointment.
4. To appoint auditors and fix their remuneration.

Registered Office:
Birla Building
9/1, R. N. Mukherjee Road,
Kolkata – 700001
9th November, 2015

By Order of the Board
R. S. Kashyap
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY MUST BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE SHARES NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.

2. Register of Members and Transfer Books of the Equity Shares of the Company will remain closed from 15th December, 2015 to 21st December, 2015 (both days inclusive).
3. a. Under the provisions of Section 205A of the Companies Act, 1956, the Company has already deposited all unclaimed dividends declared upto and including financial year 2006-2007 and 2007-2008 to the Investor Education and Protection Fund.
b. Members are hereby informed that dividends for the financial year 2008-2009 and thereafter, which remain unpaid or unclaimed over a period of 7 years have to be transferred by the Company to INVESTOR EDUCATION & PROTECTION FUND constituted by the Central Government under Section 205(A) & 205(C) of the Companies Act, 1956.

We give below the details of dividends paid by the Company and their respective due dates of transfer to such fund of the Central Government, if they remain unencashed:-

Dividend for the financial year ended	Date of declaration of Dividend	Last date for claiming unpaid Dividend
31 st March, 2009	21 st August, 2009	20 th September, 2016
31 st March, 2010	27 th August, 2010	26 th September, 2017
31 st March, 2011	26 th August, 2011	25 th September, 2018
31 st March, 2012	31 st August, 2012	30 th September, 2019
31 st March, 2013	23 rd August, 2013	22 nd September, 2020
31 st March, 2014	29 th August, 2014	28 th September, 2021

It may be noted that once the unclaimed dividend amount is transferred to the fund as stated above, no claim shall lie in respect of such amount against the company or the fund.

4. a. Members who are holding Shares in identical order of names in more than one Folio is requested to apply to the Company alongwith the relevant Share Certificate for consolidation of such folios in one folio.
- b. Members are also requested to notify change in address, if any, immediately to the company at its Registered Office by quoting their Registered Folio Number(s) in respect of their physical shares and to their Depository Participants in respect of their electronic share account.
5. Re-appointment of Director : As per requirement of Clause 49 of the Listing Agreement with Stock Exchanges, the particulars of Directors retiring by rotation and eligible for re-appointment are given hereinbelow:-

- a. Shri Kumar Mangalam Birla, aged 48 years, is the Chairman of the Aditya Birla Group, a global conglomerate with operations spanning in 25 countries. An iconic figure, Shri Kumar Mangalam Birla holds several key positions on various regulatory and professional Boards. He is holding Directorship in various Companies viz. Grasim Industries Limited, Aditya Birla Nuvo Limited, Hindalco Industries Limited, Birla Sun Life Asset Management Company Limited, Birla Sun Life Insurance Company Limited, Ultra Tech Cement Limited, Century Textiles & Industries Limited and Idea Cellular Limited. A Chartered Accountant, Shri Kumar Mangalam Birla earned his MBA from the London Business School where he is also an Honorary Fellow. Shri Kumar Mangalam Birla does not hold any Equity Share in the Company.

Shri Kumar Mangalam Birla, Shri B. K. Birla and Shri A. V. Jalan are related to each other and interested in the aforesaid resolution.

6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Numbers (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their Depository Participants with whom they maintain Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company/Share Transfer Agents.
7. Members are requested to bring their admission slips duly filled up alongwith copy of the Annual Report to the Annual General Meeting. The members are requested to carry their Photo Identity Card for verification purposes, if asked for.
8. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms part of the notice.
9. Members may also note that the Notice of the 68th Annual General Meeting and the Annual Report 2014-2015 will also be available on the Company's Website www.pilaniinvestment.com for being downloaded.

10. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. **The process and manner for remote e-voting are as under:**
 - (i) The remote e-voting period commences on Friday, 18th December, 2015 (9:00 am) and ends on Sunday, 20th December, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th December, 2015, may cast their vote by remote e-voting. The remote e-voting module

shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **Pilani Investment and Industries Corporation Limited** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
11. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at dhanuka419@yahoo.co.in with a copy marked to helpdesk.evoting@cdslindia.com on or before 20th December, 2015, upto 5:00 pm without which the vote shall not be treated as valid.
 12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 14th December, 2015. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
 13. The shareholders shall have one vote per equity share held by them as on the cut-off date of 14th December, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 14. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th December, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 15. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
 16. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 14th December, 2015 are requested to send the written / email communication to the Company at pilaniinvestment1@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
 17. Shri Kailash Chandra Dhanuka, Practicing Company Secretary (Certificate of Practice Number 1247) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 18. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.pilaniinvestment.com and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Madhya Pradesh Stock Exchange and Delhi Stock Exchange Association Limited (although both the named exchanges have been derecognized by SEBI)

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Phone Nos : 033 30573700/30410900

Website : www.pilaniinvestment.com

E-Mail : pilaniinvestment1@gmail.com

CIN : L24131WB1948PLC095302

ATTENDANCE SLIP

**(To be handed over at the entrance of the meeting Hall)
(68th Annual General Meeting – Monday, 21st December, 2015)**

I hereby record my presence at the 68th Annual General Meeting of the Company held on Monday, 21st December, 2015 at 3.00 PM at "Birla Building", 9/1, R. N. Mukherjee Road, Kolkata – 700001

Full Name of the member (In BLOCK LETTERS) :

Folio No.....DP ID No.....Client ID No.....

Full Name of Proxy (In BLOCK LETTERS):

Member/Proxy(s) Signature.....



**Form No. MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 of the Companies (Management and Administration) Rules, 2014]

CIN : L24131WB1948PLC095302
Name of the Company : PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED
Registered Office : "Birla Building"
9/1, R. N. Mukherjee Road, Kolkata – 700001

Name of the Members :
Registered Address :
E-Mail ID :
Folio No./Client No. :
DP ID :

I/We, being the member(s) of.....shares of the above Company, hereby appoint.

- 1. Name..... Address
E-Mail ID : SignatureOr failing him
- 2. Name..... Address
E-Mail ID : SignatureOr failing him
- 3. Name..... Address
E-Mail ID : Signature

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 68th Annual General Meeting of the Company, to be held on Monday, 21st December, 2015 at 3.00 PM at "Birla Building", 9/1, R. N. Mukherjee Road, Kolkata – 700001 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolutions	For	Against
1.	Consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2.	Declaration of Dividend on Equity Shares for the financial year ended 31 st March, 2015		
3.	Re-appointment of Shri Kumar Mangalam Birla (DIN: 00012813) who retires by rotation and being eligible offers himself for re-appointment		
4.	Appointment of Messrs. S. R. Batliboi & Co. LLP, Chartered Accountants as Auditors and fixing their remuneration		

Signed this.....Day of.....2015

Signature of the Shareholder(s)/Signature of Proxy(s).....



Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

ROUTE MAP TO THE VENUE OF AGM

