

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

ADDENDUM TO THE NOTICE DATED 23RD JULY, 2018 FOR 71ST ANNUAL GENERAL MEETING OF THE COMPANY

Pilani Investment and Industries Corporation Limited ("the Company") had issued Notice dated 23rd July, 2018 ("Notice of AGM") for convening of the 71st Annual General Meeting ("AGM") of the Shareholders of the Company, scheduled to be held on Friday, 14th September, 2018 at 3 P. M. at Birla Building, 9/1, R. N. Mukherjee Road, Kolkata – 700001. The said Notice has already been dispatched to all the Shareholders of the Company in due compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder.

Subsequent to the issuance of the aforesaid Notice, there have been events (explained in this Addendum) due to which there would be change in the Agenda Item No. 3 as contained in the said Notice of AGM.

Shareholders are aware that the Company is offering e-voting facility to its Shareholders on all the resolutions pertaining to Agenda Item Nos.1 to 3 proposed to be transacted at the AGM. However, to enable the Shareholders to exercise their voting rights through e-voting facility or at the AGM on informed basis, the Company deems it appropriate to bring latest factual position to the notice of all the Shareholders of the Company by this Addendum to the Notice of AGM. This Addendum to the Notice of AGM shall form an integral part of the Notice dated 23rd July, 2018 circulated to the Shareholders of the Company. The Addendum to Notice of AGM along with Explanatory Statement is available at the Company's website at www.pilaniinvestment.com and at the website of Central Depository Services (India) Ltd. at www.evotingindia.com.

WITHDRAWAL OF EXISTING AGENDA ITEM NO. 3 OF THE NOTICE OF AGM PERTAINING TO RE-APPOINTMENT OF SHRI KUMAR MANGALAM BIRLA (DIN: 00012813) AS DIRECTOR DUE TO HIS RESIGNATION AND SUBSTITUTION BY A NEW AGEDA ITEM NO. 3 FOR APPOINTMENT OF SMT. RAJASHREE BIRLA (DIN: 00022995) AS DIRECTOR LIABLE TO RETIRE BY ROTATION, WHO HAS BEEN APPOINTED BY THE BOARD AS DIRECTOR TO FILL CASUAL VACANCY CAUSED BY RESIGNATION OF SHRI KUMAR MANGALAM BIRLA AND THEREFORE RETIRING BY ROTATION AT THE ENSUING GENERAL MEETING

Shri Kumar Mangalam Birla (DIN: 00012813) resigned from the Directorship of the Company with effect from 7th August, 2018 due to other pressing commitments at his end and therefore the Company has to modify Resolution No. 3 by withdrawal of proposal for re-appointment of the said Shri Kumar Mangalam Birla as Director. The Board of Directors of the Company has appointed Smt. Rajashree Birla (DIN: 00022995) as Director liable to retire by rotation in the causal vacancy caused by the resignation of the said Shri Kumar Mangalam Birla on 27th August, 2018 and therefore, in terms of provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, she holds office only upto the date of the forthcoming Annual General Meeting scheduled to be held on Friday, 14th September, 2018 and she being eligible, offers herself for re-appointment. Accordingly, the proposal for appointment of Smt. Rajashree Birla as Director liable to retire by rotation shall be placed for consideration by the Members at the forthcoming Annual General Meeting under Agenda Item No. 3, in the form of Ordinary Resolution.

Accordingly, all the concerned Shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agents, Agencies appointed for e-voting, other Authorities, Regulators and all other concerned persons are requested to take notice of the same.

Registered Office:
Birla Building
9/1, R. N. Mukherjee Road,
Kolkata – 700001
27th August, 2018

By Order of the Board
R. S. Kashyap
Company Secretary
FCS- 8588

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 3

Smt. Rajashree Birla, aged about 73 years, has been appointed as Director of the Company in the casual vacancy caused by the resignation of Shri Kumar Mangalam Birla, by the Board of Directors at its meeting held on 27th August, 2018 under the provisions of Section 161 of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company. In terms of the provisions of the Section 161 (4) of the Act, Smt. Rajashree Birla holds office upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director. A notice under Section 160 (1) of the Act has been received from a member signifying its intention to propose Smt. Rajashree Birla's appointment as Director liable to retire by rotation.

Smt. Rajashree Birla is an eminent Industrialist and Director on the Board of several significant companies, such as Grasim Industries Limited, Hindalco Industries Limited, Idea Cellular Limited, Century Enka Limited, Century Textiles and Industries Limited, Aditya Birla Health Services Limited and UltraTech Cement Ltd. Smt. Birla holds a Bachelor of Arts (B.A.) degree and she is also the Chairperson of the Aditya Birla Centre for Community Initiatives and Rural Development, responsible for development projects. She is not acting as the Chairman/Member of any Committee of Directors of other public limited companies. {For this purpose, pursuant to Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered}.

It is in the company's best interest that Smt. Rajashree Birla be appointed as a Director liable to retire by rotation and accordingly, the Board recommends the resolution in relation to appointment of Smt. Rajashree Birla as Director, for the approval by the shareholders of the Company.

Smt. Rajashree Birla does not hold any Equity Share in the Company.

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

None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in this item of the notice. This explanatory statement may also be regarded as disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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27th August, 2018

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

**(To be handed over at the entrance of the meeting Hall)
(71st Annual General Meeting – Friday, 14th September, 2018)**

I/We hereby record my/our presence at the 71st Annual General Meeting of the Company held on Friday, 14th September, 2018 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 and Rule 19(3) 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 Member(s) :
Registered Address :
E-Mail ID :
Folio No./Client ID 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 71st Annual General Meeting of the Company, to be held on Friday, 14th September, 2018 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:

I/We wish my above Proxy(ies) to vote in the manner as indicated in the box below:

Resolution No.	Resolutions	For	Against
1.	Adoption of Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31 st March, 2018 together with the Reports of the Board of Directors and Auditors thereon		
2.	Declaration of Dividend on Equity Shares for the financial year ended 31 st March, 2018		
3.	To appoint Smt. Rajashree Birla (DIN: 00022995) as Director liable to retire by rotation		

Signed this.....day of.....2018

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

Affix
Revenue
Stamp

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.