

## 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 2017-  
2018 are being  
posted separately  
by Post/email as  
per Companies  
Act, 2013

### NOTICE OF MEETING

**NOTICE** is hereby given that the 71<sup>st</sup> 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 Friday, 14<sup>th</sup> September, 2018 at 3.00 P.M. to transact, with or without modification(s) the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the Financial Year ended 31<sup>st</sup> March, 2018, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2018.
3. To appoint a Director in place of Shri Kumar Mangalam Birla (DIN: 00012813) who retires from office by rotation, but being eligible, offers himself for re-appointment.

Registered Office:  
Birla Building  
9/1, R. N. Mukherjee Road,  
Kolkata – 700001  
23<sup>rd</sup> July, 2018

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

#### 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 8<sup>th</sup> September, 2018 to 14<sup>th</sup> September, 2018 (both days inclusive).
3. a. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the unpaid/ unclaimed dividend for the financial year 2009 – 2010 has been transferred by the Company to the Investor Education and Protection Fund (“IEPF”) established by the Central Government. Further, pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on 24<sup>th</sup> August, 2017 (date of last Annual General Meeting) on the website of the Company (www.pilaniinvestment.com) and also on the website of the Ministry of Corporate Affairs.  
b. In terms of the provisions of Section 124(5) of the Companies Act, 2013, dividend which remains unpaid / unclaimed for a period of seven years from the date of declaration will be transferred to the IEPF.

Further, in terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time, equity shares in respect of which dividends have not been paid or claimed for seven consecutive years or more from the date of declaration are required to be transferred to IEPF Authority.

Shareholders, who have so far not encashed their dividend relating to the financial year 2010-11 are requested to do so, by writing to the Secretarial Department at the Registered Office of the Company or to the RTA, failing which the dividend and the equity shares relating thereto will be transferred to the IEPF and the IEPF Authority respectively.

In compliance with the aforesaid Rules, the Company has already transferred equity shares in respect of which dividend has not been paid or claimed by the shareholder for seven consecutive years, to the Demat Account of the Investor Education and Protection Fund Authority, after providing necessary intimations to the relevant shareholders.

- c. 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:-

<b>Dividend for the financial year ended</b>	<b>Date of declaration of Dividend</b>	<b>Last date for claiming unpaid Dividend</b>
31 <sup>st</sup> March, 2011	26 <sup>th</sup> August, 2011	25 <sup>th</sup> September, 2018
31 <sup>st</sup> March, 2012	31 <sup>st</sup> August, 2012	30 <sup>th</sup> September, 2019
31 <sup>st</sup> March, 2013	23 <sup>rd</sup> August, 2013	22 <sup>nd</sup> September, 2020
31 <sup>st</sup> March, 2014	29 <sup>th</sup> August, 2014	28 <sup>th</sup> September, 2021
31 <sup>st</sup> March, 2015	21 <sup>st</sup> December, 2015	20 <sup>th</sup> January, 2022
31 <sup>st</sup> March, 2016	15 <sup>th</sup> September, 2016	14 <sup>th</sup> October, 2023
31 <sup>st</sup> March, 2017	24 <sup>th</sup> August, 2017	23 <sup>rd</sup> September, 2024

4. a. Members who are holding Shares in identical order of names in more than one Folio is requested to apply to the Company or its RTA 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 or its RTA 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 requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Director retiring by rotation and eligible for re-appointment are given hereinbelow:-

Shri Kumar Mangalam Birla, aged 51 years, is the Chairman of the Aditya Birla Group, a global conglomerate with operations spanning in 36 countries across six continents. 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, Hindalco Industries Limited, Aditya Birla Sun Life AMC Limited, Aditya Birla Sun Life Insurance Company Limited, Ultra Tech Cement Limited, Century Textiles & Industries Limited, Aditya Birla Capital 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. He is not acting as the Chairman/Member of any Committee of Directors of other public limited companies including Piloni Investment and Industries Corporation Limited. {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}.

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 their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company or its RTA.
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. Members may also note that the Notice of the 71<sup>st</sup> Annual General Meeting and the Annual Report 2017-2018 will also be available on the Company's Website [www.pilaniinvestment.com](http://www.pilaniinvestment.com) for being downloaded.

9. Electronic copy of the Notice of 71<sup>st</sup> Annual General Meeting alongwith 71<sup>st</sup> Annual Report and Accounts of the Company are being sent to the members whose e-mail IDs are registered with the Depository Participants for communication purposes unless any member requests for a physical copy of the same. The members holding shares in physical mode, who have not registered their E-mail ID with the Company, are requested to do so by providing their E-mail ID to the Company or its RTA viz. Niche Technologies Pvt. Ltd.

**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 regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, 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 Tuesday, 11<sup>th</sup> September, 2018 (9:00 am) and ends on Thursday, 13<sup>th</sup> September, 2018 (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 Friday, 7<sup>th</sup> September, 2018, 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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.</li> </ul>
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	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.

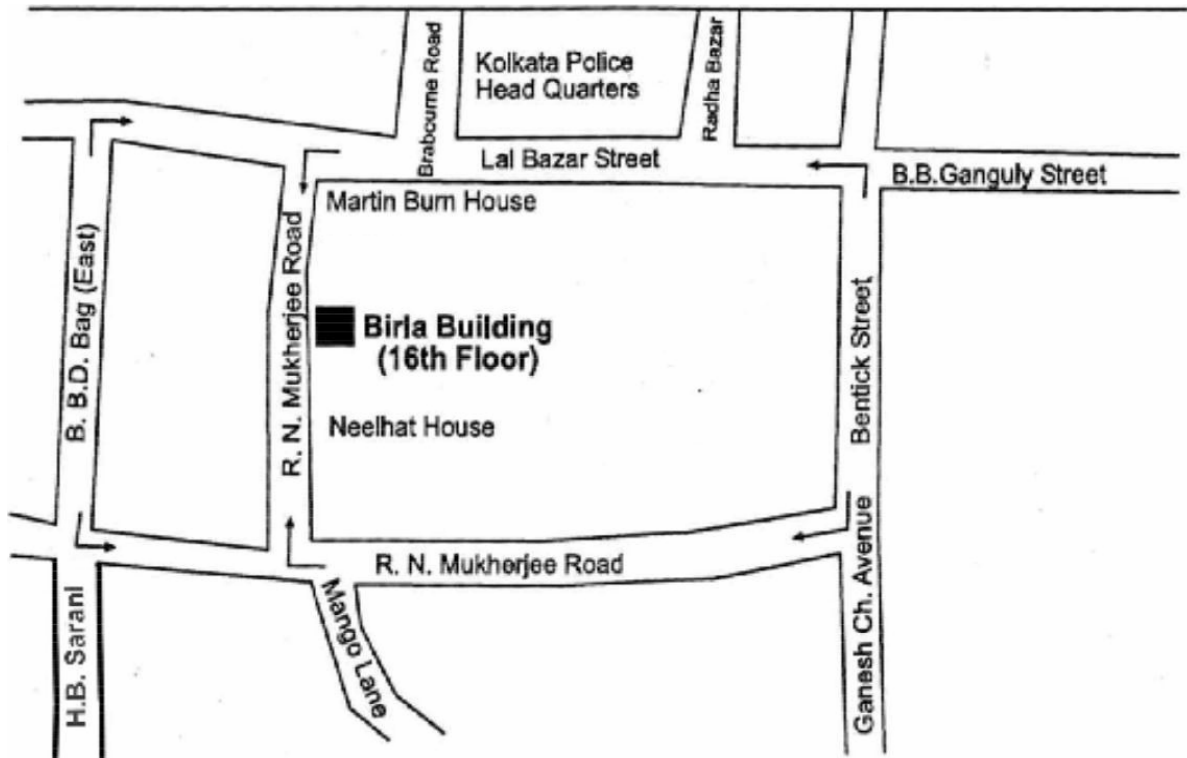
(DBD)	<ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction ( iv ).</li> </ul>
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- (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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533
- (xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
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 [ghanuka419@yahoo.co.in](mailto:ghanuka419@yahoo.co.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before Thursday, 13<sup>th</sup> September, 2018 upto 5:00 pm.

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 7<sup>th</sup> September, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.
13. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business on Friday, 27<sup>th</sup> July, 2018.
14. The shareholders shall have one vote per equity share held by them as on the cut-off date of 7<sup>th</sup> September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
15. 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 7<sup>th</sup> September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
16. 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.
17. 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. 27<sup>th</sup> July, 2018 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.
18. 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.
19. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.pilaniinvestment.com](http://www.pilaniinvestment.com) and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. National Stock Exchange of India Limited and BSE Limited.

## ROUTE MAP to AGM Venue

Birla Building, 9/1 R. N. Mukherjee Road, Kolkata - 700 001



**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  
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CIN : L24131WB1948PLC095302

**ATTENDANCE SLIP**

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

I/We hereby record my/our presence at the 71<sup>st</sup> Annual General Meeting of the Company held on Friday, 14<sup>th</sup> 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 : ..... Signature .....Or failing him
- 2. Name..... Address .....  
E-Mail ID : ..... Signature .....Or 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 71<sup>st</sup> Annual General Meeting of the Company, to be held on Friday, 14<sup>th</sup> 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 <sup>st</sup> 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 <sup>st</sup> March, 2018		
3.	Re-appointment of Shri Kumar Mangalam Birla (DIN: 00012813) who retires by rotation and being eligible offers himself for re-appointment		

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.**