

PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED

CIN : L24131WB1948PLC095302

REGD. OFFICE : BIRLA BUILDING, 9/1, R. N. MUKHERJEE ROAD, KOLKATA-700001

Email : pilani@pilaniinvestment.com, TELEPHONE : 033 4082 3700 / 2220 0600, Website : www.pilaniinvestment.com

6th June, 2025

The Manager,
Listing Department
National Stock Exchange of India Ltd.
“Exchange Plaza”, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

The Manager (Listing)
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400 001

Sub: Notice of the 78th Annual General Meeting (“AGM”) of the Company as required under Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Scrip Code: NSE: PILANIINVS :: BSE: 539883 :: ISIN: INE417C01014

Dear Sirs,

Please find enclosed herewith Notice of the 78th Annual General Meeting (“AGM”) of the Company scheduled to be held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) on Monday, 30th June, 2025 at 3.00 P.M. (IST). AGM of the Company is being held through VC / OAVM in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India. The Notice for the 78th AGM of the Company will be sent electronically to those shareholders whose email IDs are registered with the Company / Registrar and Share Transfer Agent and the Depositories. The aforesaid Notice is also being made available on the website of the Company for being downloaded.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For **Pilani Investment and Industries Corporation Limited**

Company Secretary

Encl: As above

Cc:

National Securities Depository Ltd. Trade World, A Wing, 4 th Floor, Kamala Mills Compound, Lower Parel, Mumbai- 400013	Central Depository Services (India) Ltd. Marathon Futurex, A Wing, 25 th Floor, NM Joshi Marg, Lower Parel, Mumbai- 400013	Niche Technologies Pvt. Ltd. 3A, Auckland Place, 7 th Floor, Room No- 7A and 7B Kolkata- 700017
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Pilani Investment and Industries Corporation Limited

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

Phone Nos.: (033) 40823700/ 22200600

Website: www.pilaniinvestment.com

E-mail: pilani@pilaniinvestment.com

CIN: L24131WB1948PLC095302

Notice of the 78th Annual General Meeting

NOTICE is hereby given that the **78th Annual General Meeting** of the Shareholders of **PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED** will be held on **Monday, 30th June, 2025 at 3.00 P.M. IST** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") facility, 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 31st March, 2025, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2025.
3. To appoint a director in place of Smt. Rajashree Birla (DIN: 00022995) who retires from office by rotation, but being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. To consider, and if thought fit, to pass the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and any other applicable laws, rules and regulations, consent of the Members be and is hereby accorded to the continuation of Smt. Rajashree Birla (DIN: 00022995), who has attained the age of 75 years, as a Non-Executive Director of the Company."

"RESOLVED FURTHER THAT any of the Director, Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), as amended from time to time, the approval of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as the "Board") for borrowing from time to time, any sum or sums of monies, notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of its paid-up share capital, free reserves and securities premium that is to say, reserves

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not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the sum of ₹3,500 Crores (Rupees Three Thousand Five Hundred Crores only)."

"RESOLVED FURTHER THAT the Board of Directors ('the Board', which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred on any Director(s), Chief Executive Officer, Chief Financial Officer and/or the Company Secretary of the Company."

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the rules made thereunder and such other applicable provisions of law, if any, and any amendments, modifications, variations or re-enactments thereof (Applicable Laws) and the 'Related Party Transaction Policy' of the Company, as may be applicable from time to time, and pursuant to the consent and recommendation of the Audit Committee and the Board of Directors, the Members of the Company do hereby approve and accord approval to the Board of Directors of the Company (hereinafter referred to as Board which term shall be deemed to include any duly authorized Committee constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/or carrying out and/or continuing with contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) pertaining to grant of Inter Corporate Deposits (ICDs) / Loans by the Company to the below mentioned Related Parties, details whereof in relation to the transactions are more particularly set out in the explanatory statement annexed to the notice convening this meeting, notwithstanding that the aggregate value of such transactions, to be entered into may exceed ₹1,000 Crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, as prescribed under Applicable Laws or any other materiality threshold, as may be applicable from time to time, but shall not exceed the limit as specified below for each such party, provided, that the said contracts/arrangements/transactions shall be carried out on an arm's length basis and are in the ordinary course of business of the Company:

Name of the Related Party	Nature of Transaction	Maximum Amount Outstanding at any point of time (₹ in Crores)
Birla Group Holdings Private Limited	Extending Inter Corporate Deposits / Loans (in one or more tranches)	₹2,200 Crores
Applause Entertainment Private Limited		₹ 600 Crores
Azure Jouel Private Limited		₹700 Crores

"RESOLVED FURTHER THAT the Members of the Company do hereby approve and accord approval to the Board of Directors, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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“RESOLVED FURTHER THAT the Members of the Company, do hereby also accord approval to the Board of Directors of the Company, to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or official(s) of the Company/any other person(s) so authorized by it, in accordance with Applicable Laws, to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be considered necessary or expedient to give effect to the aforesaid resolution.”

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. K. C. Dhanuka & Co. Practicing Company Secretaries, Kolkata (Firm Registration No. S1988WB004200 and Peer Review Certificate No. 2776/2022), be and are hereby appointed as Secretarial Auditor of the Company for a term of five consecutive years, commencing from the Financial Year 2025-26, on such remuneration plus applicable taxes and actual out of pocket expenses as approved by the Board of Directors of the Company, from time to time in consultation with the Secretarial Auditor.”

“RESOLVED FURTHER THAT any of the Director, Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company, be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

Registered Office:

Birla Building
9/1, R. N. Mukherjee Road,
Kolkata – 700001
30th May, 2025

By Order of the Board

R. S. Kashyap

Company Secretary

FCS- 8588

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NOTES:

1. In accordance with the circulars issued by the MCA and SEBI, the 78th Annual General Meeting of the Company (hereinafter referred to as "AGM") is being conducted through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of the members at a common venue.

Central Depository Services (India) Limited ("CDSL") will be providing facility for remote e-voting, participation in the AGM through VC/ OAVM and e-voting during the AGM.

2. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the AGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the Company at pilani@pilaniinvestment.com and to the Scrutiniser at sdalmiya.associates@gmail.com by email through registered email address with a copy marked to helpdesk.evoting@cdslindia.com latest by 5.00 p.m. on Sunday, 29th June, 2025.
5. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the 78th AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2024- 25 will also be available on the Company's website at www.pilaniinvestment.com and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Central Depository Services (India) Limited at www.evotingindia.com.
6. Register of Members and Transfer Books of the Equity Shares of the Company will remain closed from Tuesday, 24th June, 2025 to Monday, 30th June, 2025 (both days inclusive).
7.
 - a. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the unpaid/ unclaimed dividend for and upto the financial year 2016 – 2017 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 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 remain 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 also required to be transferred to IEPF Authority. Shareholders, who have so far not encashed their dividend relating to the financial year 2017-18 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

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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:-

Dividend for the financial year ended	Date of declaration of Dividend	Last date for claiming unpaid Dividend
31 st March, 2018	14 th September, 2018	13 th October, 2025
31 st March, 2019	25 th September, 2019	24 th October, 2026
31 st March, 2020	11 th September, 2020	10 th October, 2027
31 st March, 2021	16 th September, 2021	15 th October, 2028
31 st March, 2022	9 th September, 2022	8 th October, 2029
31 st March, 2023	5 th September, 2023	4 th October, 2030
31 st March, 2024	27 th September, 2024	26 th October, 2031

8. 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.
- c. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents ("RTA"), Niche Technologies Private Limited for assistance in this regard.
9. The Members holding shares of the Company in physical form are requested for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 & SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023. The formats are also available on the website of the Company.
10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificates; Endorsement; Sub-division/splitting of securities certificates; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.
11. Members are again requested to submit their PAN, KYC and nomination details immediately.
- 12. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and

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Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 78th 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 ("remote e-Voting") from a place other than venue of the AGM will be provided by Central Depository Services (India) Limited (CDSL).

- (i) The voting period commences on Thursday, 26th June, 2025 at 9.00 A.M IST and ends on Sunday, 29th June, 2025 at 5.00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, 23rd June, 2025 may cast their vote electronically. The 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) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.

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Type of shareholders	Login Method
	<ol style="list-style-type: none"> 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free number 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (iv) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

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	For Shareholders holding shares in Demat Form other than individual and Physical Form
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Company i.e "PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED" on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Facility for Non – Individual Shareholders and Custodians –Remote Voting:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 a Compliance User 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 linked in the login 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory

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who are authorized to vote, to the Scrutinizer and to the Company at the email addresses viz; sdalmiya.associates@gmail.com and pilani@pilaniinvestment.com latest by 5.00 p.m on Sunday, 29th June, 2025, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- (i) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting i.e. latest by 5.00 p.m. of Friday, 20th June, 2025 mentioning their name, demat account number/folio number, email id, mobile number at pilani@pilaniinvestment.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting i.e. latest by 5.00 p.m. of Friday, 20th June, 2025, mentioning their name, demat account number/folio number, email id, mobile number at pilani@pilaniinvestment.com. These queries will be replied to by the company suitably at the AGM.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

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- (ix) Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
 - (x) If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
 - (xi) If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free number 1800 22 55 33.
 - (xii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free number 1800 22 55 33.
13. 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 Monday, 23rd June, 2025. A person who is not a member as on cut-off date should treat this notice for information purpose only.
 14. The notice of the Annual General Meeting along with Annual Report 2024-25 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, 23rd May, 2025.
 15. The shareholders shall have one vote per equity share held by them as on the cut-off date of Monday, 23rd June, 2025. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 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 Friday, 23rd May, 2025 are requested to send the email communication to the Company at pilani@pilaniinvestment.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
 17. Smt. Shweta Dalmiya of M/s S. Dalmiya & Associates, Company Secretaries (Certificate of Practice Number 19603) 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, within two working 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/her 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 at 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 and a copy would also be displayed at the Notice Board of the Company.
 19. The place of meeting held by VC/OAVM will be deemed to be the Registered Office address of the Company.
 20. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Registers of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.
 21. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA/Company in case the shares are held by them in physical form.

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

ITEM NO. 4

Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") requires the listed entities to obtain approval of shareholders by way of a Special Resolution to appoint or continue the directorship of Non-Executive Directors who have attained the age of 75 years.

Accordingly, a Special Resolution is being proposed to be passed by the members for the continuation of holding the office of Non-Executive Director by Smt. Rajashree Birla (DIN: 00022995), who has attained the age of 75 years till she becomes liable to retire by rotation pursuant to Section 152 of the Companies Act, 2013, in the Annual General Meeting of the Company.

Smt. Birla, aged about 80 years, Bachelor in Arts is a Non-Executive Director and also Chairperson of the Corporate Social Responsibility Committee of the Board. She is physically fit and in good health.

Smt. Birla is the Chairperson of the Aditya Birla Centre for Community Initiatives and Rural Development. Smt. Birla spearheads the social and community welfare activities across 40 companies in the Aditya Birla Group. The Aditya Birla Centre for Community Initiatives and Rural Development's work in education, healthcare, sustainable livelihood and social reform has created a positive difference in the lives of millions of people.

The significant extent and reach of the Aditya Birla Centre for Community Initiatives and Rural Development in uplifting and empowering communities exemplify Smt. Birla's inspirational leadership in corporate philanthropy. Her vision to elevate the underprivileged sections of society has inspired her to lead social causes including providing homes to the homeless & destitute and healthcare to the needy. Smt. Birla is a role model and an iconic leader for those who aspire to bring about positive changes in society.

A visionary and philanthropist par excellence, Smt. Birla has been recognised with various awards for her exemplary work in the field of social welfare including Padma Bhushan, one of the highest civilian awards instituted by the Government of India.

Smt. Birla holds a lot of important positions in various organisations involved in initiatives for social welfare and promotion of art and culture. Besides she is associated with various charitable trusts and educational, cultural & philanthropic institutions.

Smt. Birla is a Director on the Board of highly reputed listed companies prominent among them are Aditya Birla Real Estate Limited, Grasim Industries Limited, Hindalco Industries Limited, UltraTech Cement Limited and various Aditya Birla Group of Companies, national and international. She is the Chairperson of your Company and Century Enka Limited. She is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India and any other competent regulatory authority. Smt. Birla has not resigned from the Directorship, from any of the listed entities in which she acts as a Director in the past three years. She had attended all the Board meetings of the Company held during FY 2024-25. During the FY 2024-25 she was paid ₹ 1.20 Lakhs towards sitting fees. She was initially appointed as the Director of the Company on 27th August, 2018.

Smt. Birla is not related to any other Director of the Company. 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}. She does not hold any equity shares in the Company.

Except Smt. Birla, being an appointee, none of the 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

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explanatory statement may also be regarded as disclosure under 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

Based on the recommendation of the Nomination and Remuneration Committee and taking in account Smt. Birla's seniority, expertise and vast experience which has immensely benefitted the Company, the Board of Directors commends the approval by the Members for the continuation of directorship of Smt. Rajashree Birla as a Non-executive Director, notwithstanding she attaining the age of seventy five years.

ITEM NO. 5

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting by passing a Special Resolution, borrow monies in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

In order to pursue opportunities that add value through both organic and inorganic means, it is crucial for the company to have access to various funding options. For this purpose, the Company is desirous of raising finance from various lending institutions and/or Bodies Corporate and/or such other persons as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital and free reserves and securities premium of the Company. This will enable the Company to finance and/or successfully explore various investment opportunities in the best interest of its stakeholders. Therefore, it is essential to obtain shareholder's approval by way of special resolution for fixing the borrowings limits up to ₹3,500 Crores (Rupees Three Thousand Five Hundred Crores only).

It would be in the interest of the Company to fix the borrowing limits and authorise the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves and securities premium provided that the total outstanding amount so borrowed shall not at any time exceed the sum of ₹3,500 Crores (Rupees Three Thousand Five Hundred Crores only).

The Board of Directors recommends the special resolution as set out in item no. 5 for approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

ITEM NO. 6

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 any transaction involving a transfer of resources, services or obligations between a listed entity and a related party of the listed entity will be considered as "related party transaction". And if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 Crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, such transaction shall be treated as "material related party transaction", and shall require shareholders approval.

The annual consolidated turnover of the Company for the financial year 2024-25 is ₹302.14 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding ₹30.21 Crores (being 10% of the Company's annual consolidated turnover) shall be considered as material transaction and hence, approval of the Members will be required for the same.

The Company may be required to enter into transactions, as stated in the resolution at Item No. 6, during the Financial Year 2025 - 26, with Related Parties mentioned in the said resolution. It is therefore proposed to obtain the prior approval of its Members for entering into arrangements/transactions/ contracts with its related parties from time to time.

The Audit Committee and Board have approved the Related Party Transactions at their meetings held on 26th May, 2025, and thereby recommended to the members, in terms of Regulation 23 of SEBI (Listing Obligations and

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Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the ordinary course of business and at arm's length basis and are in accordance with Related Party Transaction Policy of the Company.

Relevant information pursuant to the SEBI Master Circular dated 11th November, 2024 for compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as below:

Sr. No.	Particulars	Details		
		Birla Group Holdings Private Limited (BGHPL)	Applause Entertainment Private Limited (Applause)	Azure Jouel Private Limited (Azure)
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	BGHPL is a Promoter of the Company. Nature of concern/interest is financial transaction.	Applause is the Subsidiary of BGHPL; hence a promoter group company. Nature of concern/interest is financial transaction.	Azure is the Subsidiary of BGHPL; hence a promoter group company. Nature of concern/interest is financial transaction.
b.	Type, material terms and particulars of the proposed transaction;	Inter Corporate Deposits (ICDs) / Loans by the Company. Unsecured. Interest Rate: One-year HDFC Bank MCLR + 0.90 % spread. Interest rate would be reset on 1 st April each year with the then prevailing One-year HDFC Bank MCLR + 0.90 % spread. Put/Call option: Anytime after 7 (Seven) days from the date of disbursement with 2 (Two) days advance notice. Other terms: As may be mutually agreed upon.		
c.	Tenure of the proposed transaction (particular tenure shall be specified);	Maximum tenure shall be 36 (Thirty Six) months from the date of disbursement of ICD / Loan.		
d.	Value of the proposed transaction;	Inter corporate Deposits / Loans, up to ₹2,200 Crores.	Inter corporate Deposits / Loans, up to ₹600 Crores.	Inter corporate Deposits / Loans, up to ₹ 700 Crores.
e.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	The estimated value of the proposed transaction as mentioned in Clause d above as a % of the Company's Annual Consolidated Turnover for the FY 2024-25 is 728%.	The estimated value of the proposed transactions as mentioned in Clause d above as a % of the Company's Annual Consolidated Turnover for the FY 2024-25 is 199%.	The estimated value of the proposed transactions as mentioned in Clause d above as a % of the Company's Annual Consolidated Turnover for the FY 2024-25 is 232%.

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Sr. No.	Particulars	Details		
		Birla Group Holdings Private Limited (BGHPL)	Applause Entertainment Private Limited (Applause)	Azure Jouel Private Limited (Azure)
f.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	Not applicable since the Company is a listed Non-Banking Financial Company (NBFC) and registered with Reserve Bank of India as a Core Investment Company (CIC).		
g.	Justification as to why the RPT is in the interest of the listed entity;	The Company is registered as a Core Investment Company (CIC) with the Reserve Bank of India. Being a CIC, it can give ICDs / Loans only to group companies and deployment of funds in group companies will ensure compliance with CIC Regulations. Hence, the transactions are in furtherance of the business activities of the Company and consequently the transaction is in the best interests of the Company.		
h.	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable		
i.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	Not Applicable		
j.	Any other information that may be relevant.	The RPTs proposed to be entered with BGHPL, Applause and Azure is in the ordinary course of business since the Company being a registered CIC is engaged in the activity of granting Inter Corporate Deposits /Loans to group companies. Such RPTs shall be entered into on an arm's length basis.		

Smt. Rajashree Birla, the Non-Executive Director of the Company also holds the position of Director in Birla Group Holdings Private Limited. Shri Kumar Mangalam Birla, Son of Smt. Rajashree Birla, also holds the position of Director in Birla Group Holdings Private Limited.

Except the above, none of the other Directors, Key Managerial Personnel and their relatives are concerned/interested, financially or otherwise in the above resolution, except to the extent of their shareholding/ common directorships, if any, in the Company and in any of the entities mentioned above.

Based on the information on the proposed transactions, the Audit Committee has approved entering into the said Material Related Parties Transactions and the Board of the Company has reviewed and recommended that the approval of the Members be also sought for the resolution contained at Item No. 6 of the accompanying notice.

The Board, therefore, recommends the passing of the Ordinary Resolution at Item No. 6 of the Notice, for the approval of the Members.

Where the materiality thresholds for related party transactions, as provided under Regulation 23(1) of the SEBI Listing Regulations, undergoes any modification or revision, as may be notified by appropriate authority, pursuant to which the requirement for seeking prior approval of Members remains no longer applicable with respect to the resolution or any part of the resolution, the resolution or such part of the resolution, as the case may be, shall be deemed

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infructuous and shall not be considered by the Company during the year financial year ending 2025- 26.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no Related Party/ies shall vote to approve the Ordinary Resolution at Item No. 6 of the Notice.

ITEM NO. 7

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on 26th May, 2025 subject to the approval of the Members of the Company, approved appointment of M/s. K. C. Dhanuka & Co. Company Secretaries, Kolkata (Firm Registration No. S1988WB004200 and Peer Review Certificate No. 2776/2022) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025-26 till 2029-30.

M/s. K.C. Dhanuka & Co., Company Secretaries is a peer reviewed firm with vast experience of over three decades in Corporate Laws, Secretarial Laws, SEBI, Taxation and Other Laws. The Board believes that his experience of conducting Secretarial Audit and knowledge of the legal and regulatory framework will be invaluable to the Company in ensuring continued adherence to compliance requirements, as applicable.

M/s. K. C. Dhanuka & Co., Practicing Company Secretaries, has consented to the said appointment and confirmed that they are Peer Reviewed Company Secretaries. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed remuneration to be paid to M/s. K.C. Dhanuka & Co., Company Secretaries, for the financial year 2025-26 is ₹36,000/- (Rupees Thirty-Six Thousand only) plus out of pocket expenses and applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee. There is no material change in the fees payable to M/s. K.C. Dhanuka & Co., Company Secretaries.

The Board, therefore, recommends the passing of the Ordinary Resolution at Item No. 7 of the Notice, for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

Registered Office:

Birla Building
9/1, R. N. Mukherjee Road,
Kolkata – 700001
30th May, 2025

By Order of the Board

R. S. Kashyap

Company Secretary
FCS - 8588