

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- pilaniinvestment1@gmail.com
CIN: L24131WB1948PLC095302

Annual Report
and Accounts for
the year 2018-
2019 are being
posted separately
by Post/email as
per Companies
Act, 2013

NOTICE OF MEETING

NOTICE is hereby given that the 72nd 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 Wednesday, the 25th September, 2019 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 31st March, 2019, 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, 2019.
3. To appoint a Director in place of Shri A. V. Jalan (DIN: 01455782) who retires from office by rotation, but being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, if any, read with Schedule IV of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Giriraj Maheswari (DIN:00796252) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 17th April, 2019 up to 16th April, 2024.”
5. 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, if any, read with Schedule IV of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Yazdi P. Dandiwala (DIN:01055000) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 17th April, 2019 up to 16th April, 2024.”
6. To consider, and if thought fit to pass with or without modifications(s) the following resolution, as an **Ordinary Resolution**:
“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, if any, read with Schedule IV of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) Smt. Vanita Bhargava (DIN:07156852) be and is hereby appointed as an Independent Director

of the Company, not liable to retire by rotation, for a term of five consecutive years with effect from 10th July, 2019 up to 9th July, 2024.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri D. K. Mantri (DIN:00075664) who was appointed as an Independent Director of the Company for a term upto 28th August, 2019 by the shareholders and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second term of five consecutive years commencing with effect from 29th August, 2019 up to 28th August, 2024.”

Registered Office:
Birla Building
9/1, R. N. Mukherjee Road,
Kolkata – 700001
14th August, 2019.

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 19th September, 2019 to 25th September, 2019 (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 2010 – 2011 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 14th September, 2018 (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 2011-12 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:-

Dividend for the financial year ended	Date of declaration of Dividend	Last date for claiming unpaid Dividend
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
31 st March, 2015	21 st December, 2015	20 th January, 2022
31 st March, 2016	15 th September, 2016	14 th October, 2023
31 st March, 2017	24 th August, 2017	23 rd September, 2024
31 st March, 2018	14 th September, 2018	13 th October, 2025

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 A. V. Jalan, aged 43 years is a B.Com (Hons.) from St. Xavier's College, Kolkata and has completed management course on Marketing and Corporate Finance from London School of Economics, U. K. He has been involved in management of several manufacturing companies since 1998 and having rich experience in business administration. He is the Director of Mangalam Cement Ltd., Vidula Consultancy Services Ltd. and various other Pvt. Ltd. Companies. He is not acting as the Chairman/Member of any Committee of Directors of other public limited companies except being a member of Audit Committee and Stakeholders Relationship Committee of Pilani 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 A. V. Jalan does not hold any Equity Share in the Company.

Shri A. V. Jalan is not related to any other Director of the Company.

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 72nd Annual General Meeting and the Annual Report 2018-2019 will also be available on the Company's Website www.pilaniinvestment.com for being downloaded.
9. Electronic copy of the Notice of 72nd Annual General Meeting along with 72nd 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 Sunday, 22nd September, 2019 (9:00 am) and ends on Tuesday, 24th September, 2019 (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 Wednesday, 18th September, 2019, 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	<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"> 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	<p>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</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <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 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 with a copy marked to helpdesk.evoting@cdslindia.com on or before Tuesday, 24th September, 2019 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 Wednesday, 18th September, 2019. 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, 2nd August, 2019.
14. The shareholders shall have one vote per equity share held by them as on the cut-off date of 18th September, 2019. 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 18th September, 2019 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 2nd August, 2019 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 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.

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

ITEM NO. 4

Shri Giriraj Maheswari was appointed as an Additional Director of the Company by the Board by passing Resolution by Circulation, under Section 161 of the Companies Act, 2013 (the Act) and Article 104 of the Company's Articles of Association with effect from 17th April, 2019. In terms of Section 161 (1) of the Act, Shri Maheswari 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 Shri Maheswari's appointment as an Independent Director for a term of five consecutive years with effect from 17th April, 2019.

Shri Maheswari aged about 39 years, is a qualified Chartered Accountant. He has nearly two decades of enriched experience in various business profiles. He is heading Business Financing, Legal and Accounts including various other functions in couple of companies. Presently he holds directorship in various companies namely Creative Polypack Limited, Aparna Paper Processing Industry Pvt. Ltd., Vibgyor Printing and Packaging Pvt. Ltd., Creative Products Pvt. Ltd., Arvind Press Caps Ltd., Kajal Synthetics and Silk Mills Ltd., Umang Commercial Company Pvt. Ltd. and Essel Mining & Industries Ltd. He 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}.

He does not hold any Equity Shares in the Company.

In the opinion of the Board, Shri Maheswari fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Shri Maheswari is not related to any Director/KMP of the Company.

It is, therefore, in the company's best interest that it should appoint Shri Maheswari as an independent member of the board. Accordingly, the Board commends the resolution in relation to appointment of Shri Maheswari as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Maheswari, 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 explanatory statement may also be regarded as disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO. 5

Shri Yazdi P. Dandiwala was appointed as an Additional Director of the Company by the Board by passing Resolution by Circulation, under Section 161 of the Companies Act, 2013 (the Act) and Article

104 of the Company's Articles of Association with effect from 17th April, 2019. In terms of Section 161 (1) of the Act, Shri Dandiwala 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 Shri Dandiwal's appointment as an Independent Director for a term of five consecutive years with effect from 17th April, 2019.

Shri Dandiwala aged about 69 years is a law graduate and has an extensive Corporate and Commercial law practice experience of over 40 years with a very rich experience in transactions relating to Foreign Direct Investments and Exchange Control Regulations. He has an extensive experience in intricate transactions including mergers and acquisitions, joint ventures, takeovers, disinvestments, investments by venture capitalists, delisting etc. He is on the Board of Directors of various companies, namely Century Textiles & Industries Ltd., Hindalco Industries Ltd., Hindalco Almex Aerospace Ltd., Novelis Inc., Petropolis India Pvt. Ltd., Duville Estates Pvt. Ltd., Access Trusteeship Company Pvt. Ltd. He is also a member and an office bearer of the Managing Committee of the Bombay Incorporate Law Society. He is also a member of the Law Committee of the IMC Chamber of Commerce and Industry. He is acting as the Chairman of Audit Committee of Century Textiles & Industries Limited and as a Member of Audit Committee in Hindalco Industries Limited and Hindalco Almex Aerospace Limited. He is also acting as a Member of Stakeholders Relationship Committee of Century Textiles & Industries Limited. {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}.

He does not hold any Equity Shares in the Company.

In the opinion of the Board, Shri Dandiwala fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Shri Dandiwala is not related to any Director/KMP of the Company.

It is, therefore, in the company's best interest that it should appoint Shri Dandiwala as an independent member of the board. Accordingly, the Board commends the resolution in relation to appointment of Shri Dandiwala as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Dandiwala, 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 explanatory statement may also be regarded as disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO. 6

Smt. Vanita Bhargava was appointed as an Additional Director of the Company by the Board under Section 161 of the Companies Act, 2013 (the Act) and Article 104 of the Company's Articles of Association with effect from 10th July, 2019. In terms of Section 161 (1) of the Act, Smt. Bhargava 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. Bhargava's appointment as an Independent Director for a term of five consecutive years with effect from 10th July, 2019.

Smt. Bhargava aged about 45 years is a senior member of the Dispute Resolution team of Khaitan & Co. New Delhi. She is also an advocate on Record in Supreme Court and has almost 20 years of experience in a variety of matters including matters relating to Constitutional Laws, Taxation Laws, Environment Laws, Civil Laws, Mining Laws, Forest Laws, Shareholding Disputes and Arbitration (Domestic and International), Banking Laws and Insolvency matters. She is on the Board of Gujarat Fluorochemicals Limited. She is also acting as a Member of the Audit Committee of Gujarat Fluorochemicals Limited. {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.

In the opinion of the Board, Smt. Bhargava fulfills the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as an Independent Director of the Company and is independent of the management. Smt. Bhargava is not related to any Director/KMP of the Company.

It is, therefore, in the company's best interest that it should appoint Smt. Bhargava as an independent member of the board. Accordingly, the Board commends the resolution in relation to appointment of Smt. Bhargava as an Independent Director, for the approval by the shareholders of the Company.

Except Smt. Bhargava, 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 explanatory statement may also be regarded as disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO. 7

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 14th August, 2019, re-appointed Shri D. K. Mantri as an Independent Director, for a second term of five consecutive years from 29th August, 2019 up to 28th August, 2024, not liable to retire by rotation. Shri Mantri was appointed as an Independent Director at the 67th Annual General Meeting of the Company for a term of five consecutive years from 29th August, 2014 up to 28th August, 2019.

The Board, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Mantri would be beneficial to the Company and it is desirable to continue to avail of his services as an Independent Director. A notice under Section 160 (1) of the Act has been received from a member signifying its intention to propose Shri Mantri's appointment as an Independent Director for a term of five consecutive years with effect from 29th August, 2019 up to 28th August, 2024.

Shri Mantri aged about 63 years is a renowned industrialist having rich business experience. He heads the DM Group which is a Multi Divisional Group with interests in Tea, Engineering, Trading and Financial Services. He is actively involved with Sangeet Kala Mandir, a most prestigious Cultural Institution in the Country, for more than last two decades. He is a Director of Suprabha Industries Limited, Vijayshree Autocom Limited and various other private limited companies. He 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}.

He holds 100 Equity Shares in the Company.

In the opinion of the Board, Shri Mantri fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Shri Mantri is not related to any Director/KMP.

It is, therefore, in the company's best interest that it should appoint Shri Mantri as an independent member of the board. Accordingly, the Board commends the resolution in relation to appointment of Shri Mantri as an Independent Director, for the approval by the shareholders of the Company.

Except Shri Mantri, 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 explanatory statement may also be regarded as disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

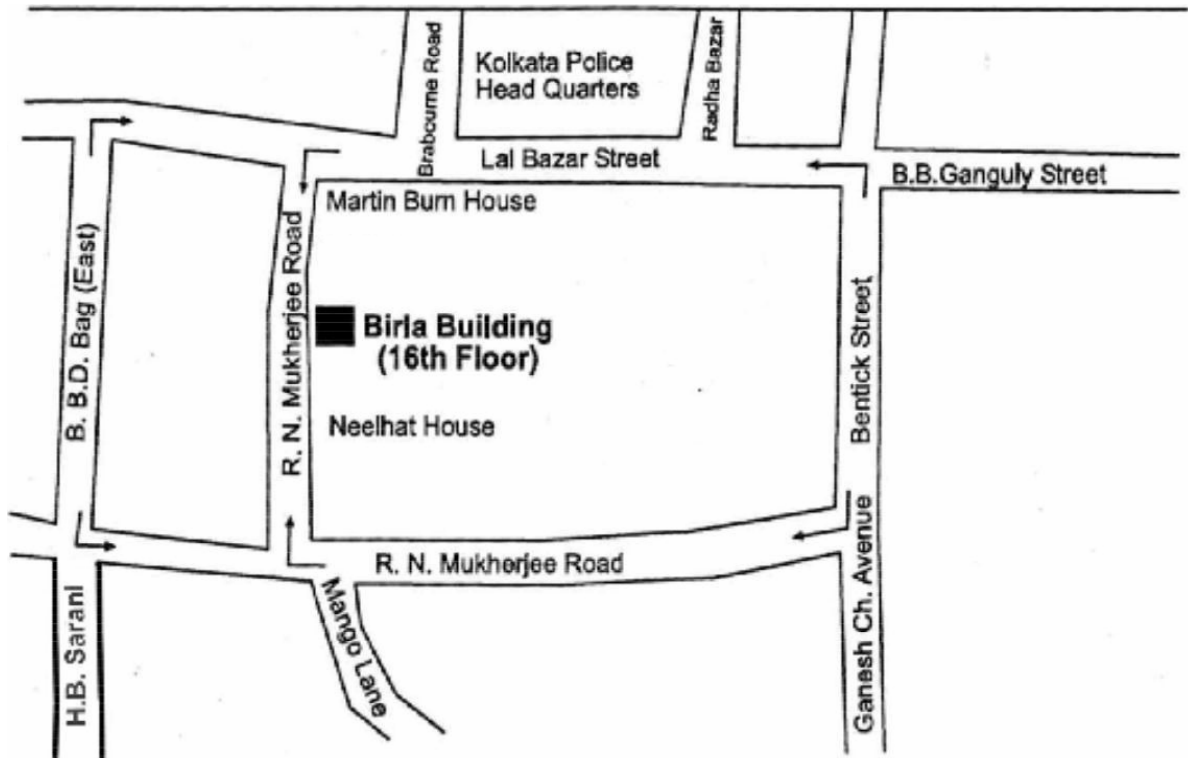
Registered Office:
Birla Building
9/1, R. N. Mukherjee Road,
Kolkata – 700001
14th August, 2019.

By Order of the Board

R. S. Kashyap
Company Secretary
FCS- 8588

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 40823700/ 22200600
Website : www.pilaniinvestment.com
E-mail- pilaniinvestment1@gmail.com
CIN: L24131WB1948PLC095302

ATTENDANCE SLIP

**(To be handed over at the entrance of the meeting Hall)
(72nd Annual General Meeting – Wednesday, 25th September, 2019)**

I/We hereby record my/our presence at the 72nd Annual General Meeting of the Company held on Wednesday, 25th September, 2019 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 72nd Annual General Meeting of the Company, to be held on Wednesday, 25th September, 2019 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, 2019 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, 2019		
3.	Re-appointment of Shri A. V. Jalan (DIN: 01455782) who retires by rotation and being eligible offers himself for re-appointment		
4.	Appointment of Shri Giriraj Maheswari (DIN: 00796252) as an Independent Director of the Company		
5.	Appointment of Shri Yazdi P. Dandiwala (DIN: 01055000) as an Independent Director of the Company		
6.	Appointment of Smt. Vanita Bhargava (DIN: 07156852) as an Independent Director of the Company		
7.	Re-appointment of Shri D. K. Mantri (DIN: 00075664) as an Independent Director of the Company		

Signed this.....day of.....2019

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.