

**PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED**

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

Annual Report  
and Accounts  
for the year  
2015-2016 are  
being posted  
separately by  
posts as per  
Companies  
Act. 2013

**NOTICE OF MEETING**

**NOTICE** is hereby given that the 69<sup>th</sup> Annual General Meeting of the Shareholders of PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED will be held at Birla Building, 9/1, R. N. Mukherjee Road, Kolkata – 700001 on Thursday, the 15<sup>th</sup> September, 2016 at 3.00 P.M. to transact, with or without modification(s) as may be permissible, the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the financial year ended 31<sup>st</sup> March, 2016 and the Reports of Directors' and Auditors' thereon.
2. To sanction the declaration and the payment of dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2016.
3. To appoint a director in place of Shri B. K. Birla (DIN: 00055856), who retires from office by rotation and being eligible, offers himself for re-appointment.
4. To appoint auditors and fix their remuneration.

**SPECIAL BUSINESS**

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, or any amendment thereto or modification thereof, Smt. Surbhi Singhi (DIN:03275338) be and is hereby appointed as an Independent Director of the Company for a period of five years from the date of this Meeting till 14<sup>th</sup> September, 2021."

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

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

20<sup>th</sup> July, 2016

**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 9<sup>th</sup> September, 2016 to 15<sup>th</sup> September, 2016 (both days inclusive).
3. a. The Company has transferred the unpaid or unclaimed dividends declared upto the financial years 2007-2008, from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. 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 21<sup>st</sup> December, 2015 (date of last Annual General Meeting) on the website of the Company (www.pilaniinvestment.com) as also on the website of the Ministry of Corporate Affairs.  
b. Members are hereby informed that dividends for the financial year 2008-2009 and thereafter, which remain unpaid or unclaimed over a period of 7 years have to be transferred by the Company to INVESTOR EDUCATION & PROTECTION FUND constituted by the Central Government under Section 205(A) & 205(C) of the Companies Act, 1956 and Sections 124 & 125 of the Companies Act, 2013.

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

<b>Dividend for the financial year ended</b>	<b>Date of declaration of Dividend</b>	<b>Last date for claiming unpaid Dividend</b>
31 <sup>st</sup> March, 2009	21 <sup>st</sup> August, 2009	20 <sup>th</sup> September, 2016
31 <sup>st</sup> March, 2010	27 <sup>th</sup> August, 2010	26 <sup>th</sup> September, 2017
31 <sup>st</sup> March, 2011	26 <sup>th</sup> August, 2011	25 <sup>th</sup> September, 2018
31 <sup>st</sup> March, 2012	31 <sup>st</sup> August, 2012	30 <sup>th</sup> September, 2019
31 <sup>st</sup> March, 2013	23 <sup>rd</sup> August, 2013	22 <sup>nd</sup> September, 2020
31 <sup>st</sup> March, 2014	29 <sup>th</sup> August, 2014	28 <sup>th</sup> September, 2021
31 <sup>st</sup> March, 2015	21 <sup>st</sup> December, 2015	20 <sup>th</sup> January, 2022

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 requirement of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors retiring by rotation and eligible for re-appointment are given herein below:-

Shri B. K. Birla (DIN: 00055856), aged about 95 years, is among the top Industrialists in the country and is well known for his dynamism, enterprise and leadership qualities, which has helped him in building his successful business empire. He holds Directorship in Century Textiles & Industries Ltd., Jay Shree Tea & Industries Ltd., Century Enka Ltd., and Kesoram Industries Ltd., and also associated with other Charitable Trusts and Educational Institutions. Shri B. K. Birla, Shri Kumar Mangalam Birla and Shri A. V. Jalan are related to each other and are interested in the aforesaid resolution. Shri B. K. Birla does not hold any Equity Share in 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 69<sup>th</sup> Annual General Meeting and the Annual Report 2015-2016 will also be available on the Company's Website [www.pilaniinvestment.com](http://www.pilaniinvestment.com) for being downloaded.
9. Electronic copy of the Notice of Annual General Meeting alongwith 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 12<sup>th</sup> September, 2016 (9:00 am) and ends on 14<sup>th</sup> September, 2016 (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 8<sup>th</sup> September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. 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 [dhanuka419@yahoo.co.in](mailto:dhanuka419@yahoo.co.in) with a copy marked to

helpdesk.evoting@cdslindia.com on or before 14<sup>th</sup> September, 2016 upto 5:00 pm without which the vote shall not be treated as valid.

12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8<sup>th</sup> September, 2016. 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 22<sup>nd</sup> July, 2016.
14. The shareholders shall have one vote per equity share held by them as on the cut-off date of 8<sup>th</sup> September, 2016. 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 8<sup>th</sup> September, 2016 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. 8<sup>th</sup> September, 2016 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.
20. The relevant Statement, pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the item of Special Business is annexed hereto.

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

### **ITEM NO. 5**

Smt. Surbhi Singhi is appointed as an Additional Director of the Company by the Board at its meeting held on 6<sup>th</sup> November, 2015 under Section 161 of the Companies Act, 2013 (the Act) and Article 104 of the Company's Articles of Association. In terms of Section 161 (1) of the Act, Smt. Singhi 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. Surbhi Singhi's appointment as an Independent Director for a term of five consecutive years from the date of this meeting till 14<sup>th</sup> September, 2021. She is a renowned professional having rich experience. She holds directorships in P. K. Infrastructure Pvt. Ltd., Rainbow Investments Ltd., Quest Properties Ltd., GKW Ltd., Harrisons Malayalam Ltd, STEL Holdings Ltd. She does not hold any equity share in the Company.

In the opinion of the Board, Smt. Surbhi Singhi 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.

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

Except Smt. Surbhi Singhi, 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  
20<sup>th</sup> July, 2016

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

**PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED**

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

**ATTENDANCE SLIP**  
**(To be handed over at the entrance of the meeting Hall)**  
**(69<sup>th</sup> Annual General Meeting – Thursday, 15<sup>th</sup> September, 2016)**

I/We hereby record my/our presence at the 69<sup>th</sup> Annual General Meeting of the Company held on Thursday, 15<sup>th</sup> September, 2016 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 Members :  
Registered Address :  
E-Mail ID :  
Folio No./Client No. :  
DP ID :

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

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

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 69<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, 15<sup>th</sup> September, 2016 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.	Consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) for the year ended 31 <sup>st</sup> March, 2016, the Reports of the Board of Directors' and Auditors' thereon		
2.	Declaration of Dividend on Equity Shares for the financial year ended 31 <sup>st</sup> March, 2016		
3.	Re-appointment of Shri B. K. Birla (DIN: 00055856) who retires by rotation and being eligible offers himself for re-appointment		
4.	Appointment of Messrs. S. R. Batliboi & Co. LLP, Chartered Accountants as Auditors and fixing their remuneration		
5.	Appointment of Smt. Surbhi Singhi (DIN: 03275338) as an Independent Director for a period of five years		

Signed this.....Day of.....2016

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.**

## Route map for the venue of the Annual General Meeting

