PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED

CIN : L24131WB1948PLC095302

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

Email : pilaniinvestment1@gmail.com, TELEPHONE : 033 4082 3700 / 2220 0600, Website : www.pilaniinvestment.com

20th August, 2020

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

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

Sub: Notice of the 73rd 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

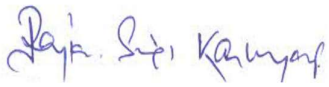
Dear Sirs,

Further to our intimation dated 12th August, 2020, please find enclosed herewith Notice of the 73rd Annual General Meeting ("AGM") of the Company to be held through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") on Friday, 11th September, 2020 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 73rd Annual General Meeting of the Company is being 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 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, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai- 400013	Central Depository Services (India) Ltd. Marathon Futurex, A Wing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai- 400013	Niche Technologies Pvt. Ltd. 3A, Auckland Place, 7th Floor, Room No- 7A and 7B Kolkata- 700017

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

Notice of Meeting

NOTICE is hereby given that the 73rd Annual General Meeting of the Shareholders of PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED will be held on Friday, the 11th September, 2020 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, 2020, 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, 2020.

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 with or without modification(s) 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 will be attaining the age of 75 years on 15th September, 2020, as a Non-Executive Director of the Company."

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

   "**RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri D. K. Mantri (DIN: 00075664), who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

Registered Office:
Birla Building
9/1, R. N. Mukherjee Road,
Kolkata – 700001
30th July, 2020

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

Notice *Contd.*

NOTES:

1. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

   Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 73rd AGM of the Company shall be conducted through VC / OAVM. 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 Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Item Nos. 4 and 5 of the Notice set out above, is hereto annexed.

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 pilaniinvestment1@gmail.com and to the Scrutiniser at dhanuka419@yahoo.co.in by email through registered email address with a copy marked to helpdesk.evoting@cdslindia.com.

5. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the 73rd AGM along with the Annual Report 2019-20 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 2019-20 will also be available on the Company's website www.pilaniinvestment.com 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.

6. Register of Members and Transfer Books of the Equity Shares of the Company will remain closed from Saturday, the 5th September, 2020, to Friday, the 11th September, 2020 (both days inclusive).

7. a. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the unpaid/ unclaimed dividend for the financial year 2011 – 2012 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 25th September, 2019 (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 2012-13 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
31st March, 2013	23rd August, 2013	22nd September, 2020
31st March, 2014	29th August, 2014	28th September, 2021
31st March, 2015	21st December, 2015	20th January, 2022
31st March, 2016	15th September, 2016	14th October, 2023
31st March, 2017	24th August, 2017	23rd September, 2024
31st March, 2018	14th September, 2018	13th October, 2025
31st March, 2019	25th September, 2019	24th October, 2026

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, Niche Technologies Private Limited for assistance in this regard.

9. 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.

10. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

11. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

12. **VOTING THROUGH ELECTRONIC MEANS**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The voting period begins on Tuesday, the 8th September, 2020 at 9.00 A.M. and ends on Thursday, the 10th September, 2020 at 5.00 P.M. 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 Friday, 4th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on "Shareholders" module.

(v) 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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

Notice *Contd.*

(viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	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. • 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).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

(xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for "Pilani Investment and Industries Corporation Limited" on which you choose to vote.

(xiii) 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.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. 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 at pilaniinvestment1@gmail.com or to the Registrar and Share Transfer Agents- Niche Technologies Private Limited at nichetechpl@nichetechpl.com.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company at pilaniinvestment1@

gmail.com or to the Registrar and Share Transfer Agents- Niche Technologies Private Limited at nichetechpl@nichetechpl.com.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. 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.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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** mentioning their name, demat account number/folio number, email id, mobile number at pilaniinvestment1@gmail.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** mentioning their name, demat account number/folio number, email id, mobile number at pilaniinvestment1@gmail.com. These queries will be replied to by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM 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 AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the 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.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- 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 who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; dhanuka419@yahoo.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- In case, if you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.

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 Friday, the 4th September, 2020. 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 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, the 31st July, 2020.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date of Friday, the 4th September 2020. 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, the 31st July, 2020 are requested to send the 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.
17. 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, within 48 hours 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.
18. 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.
19. The place of meeting held by VC/OAVM will be deemed to be the Registered Office address of the Company.
20. Brief resume of Director seeking re-appointment at the Meeting alongwith details of his other Directorships and shareholding in the Company pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards are provided as an annexure to this Notice.
21. 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.

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") effective from 1st April, 2019, 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 would attain the age of 75 years on 15th September, 2020 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 75 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 Century Textiles and Industries 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.

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 explanatory statement may also be regarded as disclosure under Regulation 26(4) and 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Keeping in view the above, 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

Shri D. K. Mantri was appointed as an Additional Director of the Company in the capacity of Non-Executive/Non-Independent director 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 14th November, 2019. In terms of Section 161 (1) of the Act, Shri Mantri 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 Mantri's appointment as a Director of the Company liable to retire by rotation.

Shri Mantri aged about 64 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 a Director of the Company. 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 a Director on the Board of Directors of the Company. Accordingly, the Board commends the resolution in relation to appointment of Shri Mantri as a 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 26(4) and 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Registered Office:
Birla Building
9/1, R. N. Mukherjee Road,
Kolkata – 700001
30th July, 2020

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