

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 2013-
2014 are being
posted separately
by posts as per
Companies Act,
2013.

NOTICE OF MEETING

NOTICE is hereby given that the 67th Annual General Meeting of the Shareholders of PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED will be held at Birla Building, 9/1, R. N. Mukherjee Road, Kolkata – 700001 on Friday, the 29th August, 2014 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 Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date, Report of the Board of Directors and the Auditors thereon.
2. To sanction the declaration and the payment of dividend on Equity Shares for the year ended 31st March, 2014.
3. To appoint a director in place of Shri A. V. Jalan (DIN 01455782), 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, Shri D. K. Mantri (DIN 00075664) 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 28th August, 2019.”

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

“RESOLVED THAT pursuant to the provisions of 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, Shri K. K. Daga (DIN 00897823) 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 28th August, 2019.”

Registered Office:
Birla Building
9/1, R. N. Mukherjee Road,
Kolkata - 700001
7th July, 2014

By Order of the Board
R. S. Kashyap
Company Secretary

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 22nd August, 2014 to 29th August, 2014 (both days inclusive).
3. The relevant Statement, pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") in respect of the items of Special Business is annexed hereto.
4. a. Under the provisions of Section 205A of the Companies Act, 1956, the Company has already deposited all unclaimed dividends declared upto and including financial year 2005-2006 to the Investor Education and Protection Fund.
- b. Members are hereby informed that dividends for the financial year 2006-2007 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.

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, 2007	4th July, 2007	3rd August, 2014
31st March, 2008	25th August, 2008	24th September, 2015
31st March, 2009	21st August, 2009	20th September, 2016
31st March, 2010	27th August, 2010	26th September, 2017
31st March, 2011	26th August, 2011	25th September, 2018
31st March, 2012	31st August, 2012	30th September, 2019
31st March 2013	23rd August, 2013	22nd September, 2020

It may be noted that once the unclaimed dividend amount is transferred to the fund as stated above, no claim shall lie in respect of such amount against the company or the fund.

5. a. Members who are holding Shares in identical order of names in more than one Folio are requested to apply to the Company 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 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.
6. Re-appointment of Directors : As per requirement of Clause 49 of the Listing Agreement with Stock Exchanges, the particulars of Directors retiring by rotation and eligible for re-appointment are given hereinbelow:-
Shri A. V. Jalan, aged 38 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. Shri A. V. Jalan does not hold any Equity Share in the Company. Shri A. V. Jalan, Shri B. K. Birla and Shri Kumar Mangalam Birla, are related to each other and interested in the aforesaid resolution.

7. 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 Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company/Share Transfer Agents.
 8. Members are requested to bring their admission slips duly filled up alongwith copy of the Annual Report to the Annual General Meeting.
 9. Details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/reappointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their appointment/reappointment.
 10. Members may also note that the notice of the 67th Annual General Meeting and the Annual Report 2013-2014 will also be available on the Company's Website www.pilaniinvestment.com for being downloaded.
 11. Voting through Electronic means :
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 67th Annual General Meeting of the Company.
 - II. Similarly, members opting to vote physically can do the same by remaining present at the meeting and should exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.
- (III) The instructions for shareholders voting electronically are as under:
- (i) **The voting period begins on 23-August-2014 at 9 AM and ends on 25-August-2014 at 6 PM.** 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 11-July-2014, may cast their vote electronically.** The e-voting module shall be disabled by CDSL for voting thereafter.
 - (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, select the Company Name "**Pilani Investment And Industries Corp Ltd**" from the drop down menu and click on "SUBMIT"
 - (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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

- (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 voting of any company, then your existing password is to be used.
- (viii) 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 enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s etc. Example: <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
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>
Dividend Bank Details	<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 in the Dividend Bank Details field the Number of Shares Held by you as on Cut-Off Date (Record Date) of 11-July-2014.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members 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 the relevant <Company Name> 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 out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xviii) 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.

(xix) **Note for Institutional Shareholders :**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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 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.

(xx) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

- IV. 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 (record date) of 11th July, 2014
- V. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- VI. Shri K. C. Dhanuka, Practising Company Secretary (Certificate of Practice Number 1247) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall within a period not exceeding (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman.
- VIII. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website www.pilaniinvestment.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Madhyapradesh Stock Exchange & Delhi Stock Exchange Association Limited.

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

ITEM NO. 5

Shri D. K. Mantri is an Independent Non-Executive Director of the Company. He joined the Board of Directors of the Company in the year 2008. Shri D. K. Mantri 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 does not hold any equity share in the Company.

Shri D. K. Mantri is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Shri D. K. Mantri being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for a term of five consecutive years from the date of this meeting till 28th August, 2019. A notice has been received from a member proposing Shri D. K. Mantri as a candidate for the office of the Director of the Company.

In the opinion of the Board, Shri D. K. 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.

It is, therefore, in the company's interest that it should continue to avail of his services as an independent member of the board. Accordingly, the Board recommends the resolution in relation to appointment of Shri D. K. Mantri as an Independent Director, for the approval by the shareholders of the Company.

Except Shri D. K. 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 clause 49 of the Listing Agreement with the Stock Exchanges.

ITEM NO. 6

Shri K. K. Daga is an Independent Non-Executive Director of the Company. He joined the Board of Directors of the Company in the year 2009. Shri K. K. Daga is an industrialist having rich business experience and is a well known person in the business circle and is holding Directorship in Associated Savings Pvt. Ltd., Associated Tar and Refractories Pvt. Ltd., Candid Commercial Limited and Advisor in Kripa Investments Limited. He does not hold any equity share in the Company.

In terms of section 149 and other applicable provisions of the Companies Act, 2013, Shri K. K. Daga being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for a term of five consecutive years from the date of this meeting till 28th August, 2019. A notice has been received from a member proposing Shri K. K. Daga as a candidate for the office of the Director of the Company.

In the opinion of the Board, Shri K. K. Daga 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.

It is, therefore, in the company's interest that it should continue to avail of his services as an independent member of the board. Accordingly, the Board recommends the resolution in relation to appointment of Shri K. K. Daga as an Independent Director, for the approval by the shareholders of the Company.

Except Shri K. K. Daga, 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 clause 49 of the Listing Agreement with the Stock Exchanges.

Registered Office:
Birla Building
9/1, R. N. Mukherjee Road,
Kolkata - 700001
7th July, 2014

By Order of the Board
R. S. Kashyap
Company Secretary

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) (Annual General Meeting – 29th August, 2014)

I hereby record my presence at the Annual General Meeting of the Company held on Friday, 29th August, 2014 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.....

----- tear here -----

Form No. MGT-11 PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 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.

- Name..... Address
E-Mail ID : Signature.....Or falling him
- Name..... Address
E-Mail ID : Signature.....Or falling him
- 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 AGM of the Company, to be held on 29th August, 2014 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:

Resolution No.	Resolutions	For	Against
1.	Consider and adopt the Audited Financial Statements, Reports of Board of Directors and Auditors		
2.	Declaration of Dividend on Equity Shares		
3.	Re-appointment of Shri A. V. Jalan who retires by rotation		
4.	Appointment of Auditors and to fix their remuneration		
5.	Appointment of Shri D. K. Mantri as an Independent Director		
6.	Appointment of Shri K. K. Daga as an Independent Director		

Signed this.....Day of.....2014

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.

ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Password
140711013	Please refer to Note No. 11 of the Notice	