



NOTICE

Notice is hereby given that the Annual General Meeting of PI Industries Limited will be held on Thursday, August 29, 2013 at 11:30 A.M. at Udaisagar Road, Udaipur - 313 001, Rajasthan to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Statement of Profit and Loss Account for the year ended March 31, 2013 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares for the year ended March 31, 2013.
3. To appoint a Director in place of Mr. Bimal Kishore Raizada, who retires by rotation, and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Pravin K. Laheri, who retires by rotation, and being eligible offers himself for re-appointment.
5. To appoint M/s S.S. Kothari Mehta & Co, Chartered Accountants as Statutory Auditors to hold office till the conclusion of next Annual General Meeting and to authorise Board of Directors to fix their remuneration.

SPECIAL BUSINESSES

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

“RESOLVED THAT Dr. Venkatrao S. Sohoni, be and is hereby appointed as a Director of the Company, whose term of office shall be liable to retirement by rotation”.

7. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution

“RESOLVED THAT in supersession of the earlier resolution passed by the shareholders of the Company at the Annual General Meeting held on July 19, 2010, pursuant to the provisions of Sections 198, 309, 311 and 269 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, (hereinafter referred to as the “Act”) including any modification(s) or re-enactment(s) thereof, or any other law for the time being in force and subject to any other approval, sanction or permission(s), as may be required under any other enactment or law for the time being in force, the Company hereby accords its approval for the re-appointment and remuneration payable to Mr. Salil Singhal as Chairman & Managing Director of the Company for a period commencing from July 1, 2013 till September

30, 2016, upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Salil Singhal in his capacity as Chairman & Managing Director.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profit, the salary and perquisites payable to Mr. Salil Singhal in the capacity of Chairman & Managing Director shall not exceed such sums as may be allowed under Schedule XIII of Companies Act, 1956 read with relevant provisions of the Companies Act, 1956 as modified from time to time in any financial year.”

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to take steps as may be necessary, proper and expedient to give effect to this resolution”.

8. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in supersession of the resolution passed at the Extra-Ordinary General Meeting held on November 30, 2009, pursuant to the provisions of Sections 198, 309, 311 and 269 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, (hereinafter referred to as the “Act”) including any modification(s) or re-enactment(s) thereof, or any other law for the time being in force and subject to such approval, sanction or permission, as may be required under any other enactment or law for the time being in force, the Company hereby accords its approval for the re-appointment and remuneration payable to Mr. Mayank Singhal as Managing Director & CEO of the Company for a period commencing from April 01, 2013 till September 30, 2017, upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Mayank Singhal in his capacity as Managing Director & CEO.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profit, the salary and perquisites payable to Mr. Mayank Singhal in the capacity of Managing Director & CEO shall not exceed such sums as may be allowed under Schedule XIII of Companies Act, 1956 read with relevant provisions

of the Companies Act, 1956 as modified from time to time in any financial year.”

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to take steps as may be necessary, proper and expedient to give effect to this resolution”.

9. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in partial modification of the resolution passed by the shareholders by way of postal ballot, results of which were declared on January 18, 2013, pursuant to the provisions of Sections 198, 309, 310, 311 and 269 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, (hereinafter referred to as the “Act”) including any modification(s) or re-enactment(s) thereof, or any other law for the time being in force and subject to any other approval, sanction or permission, as may be required under any other enactment or law for the time being in force, the Company hereby accords its approval to the revision in the remuneration payable to Mr. Rajnish Sarna, as Whole-time Director of the Company, with effect from April 01, 2013 upon such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Rajnish Sarna.

RESOLVED FURTHER THAT the performance bonus for the financial year ending March 31, 2013 amounting to ₹ 40,00,000 paid to Mr. Rajnish Sarna in the capacity of Whole-time Director as approved by the Board on the recommendation of the Remuneration Committee be and is hereby approved, ratified and confirmed”.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profit, the salary and perquisites payable to Mr. Rajnish Sarna in the capacity of Whole-time Director shall not exceed such sums as may be allowed under Schedule XIII of Companies Act, 1956 read with relevant provisions of the Companies Act, 1956 as modified from time to time in any financial year.”

“RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to take steps as may be necessary, proper and expedient to give effect to this resolution”.

10. To consider and, if thought fit, to pass with or without

modifications, the following resolution as a Special Resolution:

INCREASE IN THE INVESTMENT LIMIT OF REGISTERED FINANCIAL INSTITUTIONAL INVESTORS UP TO 40%

“RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable rules, regulations, guidelines and laws (Including any statutory modifications or re-enactment thereof, from time to time) and subject to all applicable approvals, permission's and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (the “Board”, which term shall be deemed to include any Committee which the Board may have constituted), consent of the Company be and is hereby accorded to the Board to permit Foreign Institutional Investors (FII's) registered with the Securities and Exchange Board of India (SEBI) to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts, equity shares of the Company up to an aggregate limit of 40% (Forty percent) of the paid up equity share capital for the time being, provided, however, that the equity shareholding of each FII on his own account and on behalf of each of SEBI approved sub-account in the Company shall not exceed 10% (Ten percent) of the total paid up equity share capital or such limits as are or may be prescribed, from time to time, under applicable laws, rules and regulations.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto including intimating the concerned authorities or other regulatory bodies and delegating all or any of the power conferred herein to any Committee or Directors or Officers of the Company”.

**By Order of the Board of Directors
For PI INDUSTRIES LIMITED**

Sd/-

Place: Gurgaon

Naresh Kapoor

Date: May 18, 2013

Company Secretary



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST REACH AT THE REGISTERED OFFICE OF THE COMPANY AT UDAISAGAR ROAD, UDAIPUR – 313 001, RAJASTHAN, NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 is given below and forms part of the Notice.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The register of members and the share transfer books shall remain closed from August 21, 2013 to August 29, 2013 (both days inclusive).
5. Members holding shares in electronic form are hereby informed that the bank particulars registered against their respective depository accounts will be used by the Company for the payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change in the bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the Members.
6. Dividend on equity shares, as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid on or before September 28, 2013 to the Members whose names appear on the Company's Register of Members on August 29, 2013. As regards shares held in electronic form, the dividend will be payable to the 'beneficial owners' of the shares whose names appear in the Statement of Beneficial Ownership furnished by the National Securities Depository Limited and the Central Depository Services (India) Ltd as at the close of the business hours as on August 21, 2013.
7. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrars and Transfer Agent, M/s Karvy Computershare Private Limited (Unit: PI Industries Ltd.) at 17 to 24, Vithalrao Nagar, Madhapur, Hyderabad - 500 081. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
8. Pursuant to provisions of section 205-A and 205-C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund. Members shall not be able to claim any unpaid dividend from the said fund or the Company thereafter. Members who have not en-cashed the dividend warrants for the year 2005-06 onwards are requested to contact the Registrars and Transfer Agent or Registered Office of the Company at the earliest.
9. Members can avail the facility of nomination in respect of shares held by them by sending their nomination in the prescribed Form No.2B duly filled in to the Company's Registrars and Transfer Agent at the address as stated in Note No.7 above.
10. Members having the physical share certificates are advised to consider opening of a Demat Account with an authorized Depository Participant and arrange for dematerializing their Shareholdings in the Company.
11. Members are requested to bring their copy of Annual Report to the Meeting. In case the members have any queries related to accounts, same may be forwarded to the Company so as to reach atleast 10 days before the Annual General Meeting.
12. The relevant details as required by Clause 49 of the Listing Agreements entered with the Stock Exchange, of persons seeking appointment/reappointment as Directors under Item Nos.3, 4, 6, 7 & 8 of the Notice are also annexed.
13. The Certificate from the Auditors of the Company certifying that the Employees Stock Option scheme of the Company is being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and in accordance with the resolutions of the general body will be placed at the Annual General Meeting.
14. The Ministry of Company Affairs (MCA) has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances by companies through electronic mode, vide its Circular No. 17/2011 & 18/2011 dated April 21, 2011 and April 29, 2011, respectively. Listing Agreement executed with the Stock Exchanges also permits Companies to send soft copies of the Annual Report to all those shareholders who have registered their email address with the Company. Members are requested to support this

Green Initiative by registering/updating their e-mail address for receiving electronic communications.

15. In terms of SEBI circular no CIR/MRD/DP/10/2013 dated March 21, 2013, the companies have been mandatorily asked to adopt the usage of electronic payment modes for making cash payments to Investors like Dividend etc. Accordingly, you are requested to kindly update the Bank details including the MICR no, IFSC Code etc. that are

required for making electronic payment. It may further be noted that physical payment instruments for cash payments shall only be made in case the electronic payment instructions have failed or have been rejected by the Bank. Hence, we request you to kindly update your bank details immediately in order to update your records in our database in order to enable the Company to pay dividend through electronic payment modes as per mandate of SEBI.

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956

As required by section 173 of the Companies Act, 1956 ("the Act") the following explanatory statements set out all material facts relating to the business mentioned under Items Nos. 6, 7, 8 & 9 & 10 of the accompanying Notice dated May 18, 2013:

Item No.6

Dr. Venkatrao S. Sohoni was appointed as an Additional Director of the Company with effect from November 7, 2012 by the Board of Directors and he holds office upto the date of this Annual General Meeting. A notice in writing under Section 257 of the Companies Act, 1956, has been received from a Shareholder of the Company signifying his intention to propose Dr. Venkatrao S. Sohoni as a candidate for the office of Director liable to retire by rotation.

A brief profile of Dr. Venkatrao S. Sohoni along with the required particulars is given at the end of the explanatory statement to the notice for the information of the members.

Board recommends the resolution as set out in Item No.6 of the Notice to the members for approval of Dr. Venkatrao S. Sohoni's appointment as a Director liable to retire by rotation.

Except Dr. Venkatrao S. Sohoni, none of the Directors are concerned or interested in the passing of this resolution.

Item No.7

Mr. Salil Singhal was appointed as Chairman and Managing Director of the Company by the Shareholders in their meeting held on July 19, 2010 for a period of three years w.e.f. July 1, 2010. Accordingly, the tenure of Mr. Salil Singhal, as Chairman and Managing Director will expire on June 30, 2013. During his tenure as Chairman & Managing Director of the Company, he has provided strategic direction for sustainable growth of the Company and guided executive team in significant and complex business issues. Under his leadership, the Company has achieved new heights in terms of turnover, profitability etc.

Looking to the current responsibilities of Mr. Salil Singhal and

the increased business activities of the Company, the Board of Directors at its meeting held on May 18, 2013, has approved the re-appointment of Mr. Salil Singhal as Chairman & Managing Director of the Company for a period commencing from July 01, 2013 till September 30, 2016 on the following terms and conditions as recommended by the Remuneration Committee of Directors:

Terms of appointment and remuneration payable to Mr. Salil Singhal, Chairman and Managing Director with effect from July 01, 2013:

1. **Period:** July 01, 2013 to September 30, 2016
2. **Remuneration:**
 - A. **Salary:** ₹12,00,000 per month in the range of ₹12,00,000 to ₹24,00,000 per month with such increment(s) from time to time as the Board / Remuneration Committee of Directors may deem fit.
 - B. **Commission:** Such remuneration by way of commission, in addition to the salary, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year as may be determined by the Board of Directors of the Company at the end of each financial year, subject to the provisions of the Companies Act, 1956.
 - C. **Perquisites:** The perquisites and allowances payable to Mr. Salil Singhal, Chairman and Managing Director would be, subject to overall ceiling of 100% of the salary inclusive but not limited to following perquisites:
 - i. **Housing:** The Company to provide rent-free residential accommodation (furnished or otherwise) or house rent and house maintenance allowance in lieu thereof. The reimbursement of expenses for utilities such as gas, electricity, water, furniture/furnishings, repairs, servant's salaries and services of sweepers, watchman, gardener.

- ii. **Medical:** Expenses incurred for him and his family shall be reimbursed in accordance with the applicable rules of the Company.
- iii. **Leave Travel:** Expenses towards leave travel shall be reimbursed for him and his family (including dependents) in accordance with the applicable rules of the Company.
- iv. **Club fees:** Fees of clubs subject to a maximum of two clubs.
- v. **Personal Accident Insurance:** The Company to pay the premium for the personal accident insurance policy taken for self.
- vi. **Car and Telephone:** The provision of car for use for Company's business and telephone at the residence for Company business will not be considered as perquisites.
- vii. **Provident Fund, Superannuation Fund, Gratuity and Leave Encashment:** Company's contribution to Provident Fund and Superannuation Fund and payment of Gratuity and Encashment of Leave would be as per the rules of the Company. However, Company's contribution to Provident Fund and Superannuation Fund to the extent these (either singly or together) are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company and Encashment of Leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

D. Minimum remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Salil Singhal, as Chairman and Managing Director, the Company has no profits or its profits are inadequate, the salary and perquisites payable to him shall not exceed the limits as laid down in Schedule XIII to the Act read with relevant provisions of the Companies Act, 1956 as modified from time to time.

Other terms and conditions:

- a. Annual increment shall fall due on 1st April each year during the continuation of tenure as Chairman & Managing Director.
- b. The terms and conditions of appointment may be altered and varied by the Remuneration Committee and the Board of Directors as they may deem fit at their discretion, in accordance with the provisions of

the Companies Act, 1956 or any amendments made hereafter in this regard.

Accordingly, the Board of Directors recommends the resolution set out at Item No.7 of the Notice for members' approval.

Memorandum of Interest of Directors

Mr. Salil Singhal may be deemed to be interested in the passing of the resolution at Item No.7, since it relates to his re-appointment and remuneration. Except Mr. Mayank Singhal who is related to Mr. Salil Singhal, none of the other Directors is interested in the resolution.

A brief profile of Mr. Salil Singhal along with the required particulars is given at the end of the explanatory statement to the notice for the information of the members.

The terms of remuneration of Mr. Salil Singhal as mentioned above will be treated as an abstract under Section 302 of the Companies Act, 1956.

Item No.8

Mr. Mayank Singhal was appointed as Managing Director & CEO of the Company by the Shareholders of the Company in their meeting held on November 30, 2009 for a period of five years w.e.f. December 1, 2009. In view of his significant contribution in the excellent performance of Company during last 5 financial years and his important role in providing strategic direction for sustainable growth of the Company in coming years, the Board of Directors at its meeting held on May 18, 2013, has approved the re-appointment of Mr. Mayank Singhal as Managing Director & CEO of the Company for a period commencing from April 01, 2013 till September 30, 2017 on the following terms and conditions as recommended by the Remuneration Committee of Directors.

Terms of appointment and remuneration payable to Mr. Mayank Singhal, Managing Director & CEO with effect from April 1, 2013:

1. **Period:** April 01, 2013 to September 30, 2017
2. **Remuneration:**
 - A. **Salary:** ₹10,00,000 per month in the range of ₹10,00,000 to ₹ 20,00,000 per month with such increment(s) from time to time as the Board / Remuneration Committee of Directors may deem fit.
 - B. **Commission:** Such remuneration by way of commission, in addition to the salary, perquisites and allowances payable, calculated with reference to the net profits of the Company in a particular financial year as may be determined by the Board of Directors of the Company at

the end of each financial year, subject to the provisions of the Companies Act, 1956.

C. Perquisites: The perquisites and allowances payable to Mr. Mayank Singhal, Managing Director & CEO would be, subject to overall ceiling of 100% of the salary inclusive but not limited to following perquisites:

- i. **Housing:** The Company to provide rent-free residential accommodation (furnished or otherwise) or house rent and house maintenance allowance in lieu thereof. The reimbursement of expenses for utilities such as gas, electricity, water, furniture/furnishings, repairs, servant's salaries and services of sweepers, watchman, gardener.
- ii. **Medical:** Expenses incurred for him and his family shall be reimbursed in accordance with the applicable rules of the Company
- iii. **Leave Travel:** Expenses towards leave travel shall be reimbursed for him and his family (including dependents) in accordance with the applicable rules of the Company.
- iv. **Club fees:** Fees of clubs subject to a maximum of two clubs.
- v. **Personal Accident Insurance:** The Company to pay the premium for the personal accident insurance policy taken for self.
- vi. **Car and Telephone:** The provision of car for use for Company's business and telephone at the residence for Company's business will not be considered as perquisites.
- vii. **Provident Fund, Superannuation Fund, Gratuity and Leave Encashment:** Company's contribution to Provident Fund and Superannuation Fund and payment of Gratuity and Encashment of Leave would be as per the rules of the Company. However, Company's contribution to Provident Fund and Superannuation Fund to the extent these (either singly or together) are not taxable under the Income Tax Act, Gratuity payable as per the rules of the Company and Encashment of Leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

D. Minimum remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Mayank Singhal, as Managing

Director & CEO, the Company has no profits or its profits are inadequate, the salary and perquisites payable to him shall not exceed the limits as laid down in Schedule XIII to the Act read with relevant provisions of the Companies Act, 1956 as modified from time to time.

Other terms and conditions:

- a. Annual increment shall fall due on 1st April each year during his tenure as Managing Director & CEO.
- b. The terms and conditions of appointment may be altered and varied by the Remuneration Committee and the Board of Directors as they may deem fit at their discretion, in accordance with the provisions of the Companies Act, 1956 or any amendments made hereafter in this regard.

Accordingly, the Board of Directors recommends the resolution as set out at Item No.8 of the Notice for members' approval.

Memorandum of Interest of Directors

Mr. Mayank Singhal may be deemed to be interested in the passing of the resolution at Item No.8, since it relates to his re-appointment and remuneration. Except Mr. Salil Singhal who is related to Mr. Mayank Singhal, none of the other Directors is interested in the resolution.

A brief profile of Mr. Mayank Singhal along with the required particulars is given at the end of the explanatory statement to the notice for the information of the members.

The terms of remuneration of Mr. Mayank Singhal as mentioned above will be treated as an abstract under Section 302 of the Companies Act, 1956.

Item No.9

Mr. Rajnish Sarna was appointed as Whole-time Director of the Company w.e.f. 7th November, 2012 and Shareholders vide their resolution passed through postal ballot, results of which were declared on 18th January, 2013 accorded their approval for the same. Under the leadership of Mr. Sarna, your Company has successfully completed its first maiden QIP issue, registered excellent growth in its Custom Synthesis Exports and has concluded several new business deals. Keeping in view additional responsibilities cast on him, his contribution in the excellent performance of Company and also his important role in the future direction and growth of the Company, the Board of Directors at its meeting held on May 18, 2013, have revised the remuneration payable to Mr. Rajnish Sarna as Whole-time Director of the Company w.e.f. April 01, 2013 on the following

terms and conditions as recommended by the Remuneration Committee of Directors.

Terms of Revision in remuneration payable to Mr. Rajnish Sarna as Whole-time Director w.e.f. April 01, 2013:

A. Salary : ₹6,00,000 per month in the range of ₹6,00,000 – ₹12,50,000 per month with such increment from time to time as the Board / Remuneration Committee of Directors may deem fit.

B. Perquisites: The perquisites and allowances payable to Mr. Rajnish Sarna, as Whole-time Director would be, subject to overall ceiling of 100% of the salary. The perquisites will exclude value of Stock Option benefits, if any, computed as per Income-tax Act/Rules, on which taxes shall be borne by him.

C. Performance Bonus

In addition to the above, he shall also be entitled to Performance Bonus as may be approved by the Remuneration Committee/ Board of Directors from time to time.

D. Minimum remuneration

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr. Rajnish Sarna, as Whole-time Director, the Company has no profits or its profits are inadequate, the salary and perquisites payable to him shall not exceed the limits as laid down in Schedule XIII to the Act read with relevant provisions of the Companies Act, 1956 as modified from time to time.

All other terms and conditions relating to the appointment of Mr. Rajnish Sarna as already approved by the members of the Company will remain unchanged.

The Board commends the resolution as set out at Item No.9 of the Notice for members' approval.

Memorandum of Interest of Directors

Mr. Rajnish Sarna may be deemed to be interested in the passing of the resolution at item No.9, since it relates to his remuneration. None of the other Directors is interested in the resolution.

The terms of remuneration of Mr. Rajnish Sarna as mentioned above will be treated as an abstract under Section 302 of the Companies Act, 1956.

10. In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Foreign Institutional Investors (FIIs)/ SEBI approved sub-account of FIIs can, in aggregate, hold up to 24% of the paid up equity capital. The said Regulations further provide that the limit of 24% may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing a special resolution to that effect by its shareholders.

The Present level of holding of FIIs in the equity capital of the Company is nearing the cap of 24%.

Keeping in view the interest of the FIIs in the shares of your Company and the inherent advantage thereof to the shareholders at large, the Board of Directors have, at their meeting held on May 18, 2013 decided to increase the limit of FII's holding from 24% to 40%, subject to the requisite approval of the shareholders. The proposed resolution shall enable the FII's to acquire shares of the Company through Stock Exchanges within the revised ceiling under the Portfolio Investment Scheme of the Reserve Bank of India.

None of the Directors of the Company are in any way concerned or interested in the Resolution.

Your Directors commend the resolution for your approval as Special Resolution.

**By Order of the Board of Directors
For PI INDUSTRIES LIMITED**

Sd/-

Naresh Kapoor
Company Secretary

Place: Gurgaon
Date: May 18, 2013