



*Inspired by Science*

## **PI Industries Limited**

CIN : L24211RJ1946PLC000469

Regd Office: Udaisagar Road, Udaipur – 313 001 (Rajasthan)

Corporate Office: 5th Floor, Vipul Square, B- Block, Sushant Lok, Phase – I, Gurgaon – 122 009

Email ID: investor.grievance@piind.com, Website: www.piindustries.com

Phone: 0124-6790000 Fax: 0124 – 4081247

## **NOTICE**

**NOTICE** is hereby given that 68th Annual General Meeting of PI INDUSTRIES LIMITED will be held at Company's registered office at Udaisagar Road, Udaipur – 313001 on Tuesday, September 15, 2015 at 11:45 A.M. to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2015 and the Reports of Directors and Auditors thereon.
2. To confirm the payment of Interim dividend and to declare Final Dividend on equity shares for the Financial Year ended March 31, 2015.
3. To appoint a Director in place of Mr. Rajnish Sarna, (DIN 06429468), who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** M/s S.S. Kothari Mehta & Co, Chartered Accountants (ICAI Registration No. 000756N), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company and Board of Directors be and is hereby authorized to fix the remuneration payable to them as determined by the Audit Committee in consultation with the said Auditors”.

### **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 141, 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s K. G Goyal & Co, Cost Accountants, (Firm Regn. No. 000017), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

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

Sd/-  
**Naresh Kapoor**  
Company Secretary

Dated: 23<sup>rd</sup> May, 2015  
Place: Gurgaon

## IMPORTANT NOTES:

1. The Register of Members and the Share Transfer Books of the Company will remain closed from September 10, 2015 to September 15, 2015 (both days inclusive) for the purpose of the Annual General Meeting and determining the entitlement of the shareholders for the final dividend for the financial year 2014-15.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A blank Proxy Form (MGT-11) is enclosed herewith. Proxies submitted on behalf of the Companies etc, must be supported by an appropriate resolution/ authority, as applicable.
3. Final dividend of Rs.1.30 per equity share has been recommended by the Board of Directors for the Financial Year ended 31st March, 2015 and subject to the approval of the shareholders at this Annual General Meeting, is proposed to be paid on and from September 22, 2015. Interim Dividend of Rs.1.20 per equity share for the Financial Year 2014-15 was paid on 20th November, 2014. The Final Dividend proposed is in addition to the Interim Dividend paid.
4. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for 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 of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
5. The Company is required to transfer the amount of dividend remaining unclaimed for a period of seven years from the due date to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which are applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2009, as on the date of the Annual General Meeting (AGM) held on 10th September, 2014, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Section" on the Website of the Company viz. [www.piindustries.com](http://www.piindustries.com).

Members who have not encashed their dividend warrants are advised to write to the Company immediately, claiming dividend(s) declared by the Company.
6. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Director seeking re-appointment at the Annual General Meeting is provided below.

**9. DETAILS OF THE DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT:**

Name of Director	Rajnish Sarna
Date of Birth	June 8, 1969
Date of Appointment	November 7, 2012
Expertise in specific functional area	<p>A qualified Chartered Accountant, brings with him his diverse experience of over 24 years in areas of Business Development &amp; Strategy, Customer Relationship Management, Operations, Finance &amp; Risk Management, Legal Contracting &amp; Compliances, Investor relations, Corporate Planning &amp; Reporting, Information Technology &amp; Process Re-engineering etc. He has been associated with PI for nearly 20 years and over the years, has held a number of senior leadership roles including that of Executive Director, CFO, CIO etc. He has been a key member of the executive team instrumental in the overall transformation of Company over last several years.</p> <p>Using his enormous skills and knowledge of the PI Business model, he has been playing a facilitator role at the Board and the Management Committee for past several years and instrumental in formulation and implementation of growth strategies at PI. Some of the key initiatives at PI includes development of export market for Company's Agro-Chemical products, maiden private equity funding, investor relations and creating visibility of PI with Financial Investor, setting up a robust Information Management System including implementation of SAP, establishing corporate planning cell, funding to meet corporate growth opportunities etc. His current role is focusing on strengthening the Custom Synthesis exports, evolving new business/partnership models, transforming R&amp;D and operations in to cost effective service model, further strengthening Corporate Planning, Finance, Information Technology and Investor Relations processes at PI.</p>
Qualification	Chartered Accountant
No. of equity shares held in the Company	1,89,924 equity shares and 30,621 stock options @ Rs.52.62 as per Company's stock option plan.
List of other Companies in which directorships are held (excluding Foreign Companies & Section 25 Companies)	PILL Finance & Investments Ltd. PI Life Science Research Ltd.
List of all committees of Board of Directors (across all companies) in which Chairmanship/ membership is held (includes only Audit Committee and Stakeholders Relationship Committee.	Member - Audit Committee, PI Industries Ltd.

10. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company's RTA/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. Members may note that the Notice of the Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website ([www.piindustries.com](http://www.piindustries.com)). The physical copies of the said documents will also be available at the Company's Registered Office at Udaipur for inspection during normal business hours on working days. Even after registering for e-communication, members can obtain the said documents in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders can also post requests to the Company's investor email id: [investor.grievance@piind.com](mailto:investor.grievance@piind.com).
12. **Voting through electronic means**
- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at this Annual General Meeting (AGM) by electronic means i.e. through e-Voting Services. The facility of casting the vote(s) by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the time and place of AGM and the members attending the meeting who have not cast their vote by remote e-voting can exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to this AGM can also attend the AGM but they shall not be entitled to cast vote again.
- IV. The remote e-voting period commences from September 12, 2015 (9:00 a.m.) and ends on September 14, 2015 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 08, 2015, may cast their vote by remote e-voting during the above said period. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast, no change is allowed thereafter.
- V. The process and manner for remote e-voting is as under:
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
- (i) Open email and open PDF file viz; "Pi Industries e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "REVEN" of PI Industries Limited.
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (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, to the Scrutinizer through e-mail to [csakf1975@gmail.com](mailto:csakf1975@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

**REVEN (Remote e-voting Event Number) USER ID  
PASSWORD/PIN \_\_\_\_\_**

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222- 990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 08, 2015.

X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. September 08, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [investor.grievance@piind.com](mailto:investor.grievance@piind.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

XII. Mr. Ashish Kumar Friends, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.piindustries.com](http://www.piindustries.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Ltd., Mumbai.

13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days except Saturdays, up to closing of Annual General Meeting of the Company.

14. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

15. Members are requested to register/update email id with respective depository participant and the Company’s Share and Transfer Agent.

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

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following statement sets out all material facts relating to the special business mentioned in the accompanying notice.

### Item No.5

The Board on the recommendation of the Audit Committee has approved the appointment of M/s K.G Goyal & Co, Cost Accountants to conduct the audit of the cost records of the company for the financial year ending 31st March, 2016 at the remuneration of Rs.2,50,000/- and applicable taxes, if any, plus out pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the shareholders of the company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out in item No.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Director(s)/key managerial personnel of the company/their relative(s) are, in any way, concerned or interested, financially or otherwise, in the resolution as set out at item No. 5 of the Notice.

The Board recommends the Ordinary Resolution as set out in Item No.5 of the Notice for approval by the shareholders.

By Order of the Board

For **PI INDUSTRIES LIMITED**

Sd/-

**Naresh Kapoor**

**Company Secretary**

Dated: 23rd May, 2015

Place: Gurgaon



**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	L24211RJ1946PLC000469
Name of the Company	PI Industries Limited
Registered Office	Udaisagar Road, Udaipur - 313 001 (Rajasthan) Phone: 0294 2492451 – 55 Fax: 0294 2491946 E-mail Address: <a href="mailto:investor.grievance@piind.com">investor.grievance@piind.com</a> Website: <a href="http://www.piindustries.com">www.piindustries.com</a>

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./Client ID	DP ID:

I/We, being the Member(s) of \_\_\_\_\_ shares of the above Company, hereby appoint:

1	Name	
	Address	
	E-mail:	Signature

or failing him/her

2	Name	
	Address	
	E-mail:	Signature

or failing him/her

3	Name	
	Address	
	E-mail:	Signature

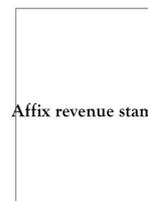
As my/our proxy to attend and vote (on poll) for me/us and on/our behalf at the Annual General Meeting of the Company to be held on Tuesday, September 15, 2015 at 11.45 AM at PI Industries Ltd., Udaisagar Road, Udaipur – 313 001 (Rajasthan) and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Description
<b>Ordinary Business:</b>	
1	To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2015 and the Reports of Directors and Auditors thereon.
2	To confirm the payment of Interim dividend and to declare Final Dividend on equity shares for the Financial Year ended March 31, 2015.
3	To appoint a Director in place of Mr. Rajnish Sarna, (DIN : 06429468), who retires by rotation and being eligible offers himself for re-appointment.
4	To appoint M/s. S.S. Kothari Mehta & Co., Chartered Accountants (ICAI Registration No. 000756N) as statutory auditors of the Company and fix their remuneration.
<b>Special Business:</b>	
5	Ratification of Cost Auditor's Remuneration.

Signed this ..... day of ..... 2015.

Signature of Shareholder.....

Signature of Proxy holder(s).....



Affix revenue stamp

**NOTE: 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.**



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CIN: L24211RJ1946PLC000469

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Email ID: investor.grievance@piind.com, Website:- www.piindustries.com

Phone: 0124-6790000 Fax: 0124 –4081247

**ATTENDANCE SLIP**

(To be presented at the entrance)

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand over the same, duly signed at the space provided, at the entrance of the meeting hall.

I hereby record my presence at the **SIXTY EIGHTH ANNUAL GENERAL MEETING** of the Company at Udaisagar Road, Udaipur – 313 001 (Rajasthan) on Tuesday, September 15, 2015 at 11.45 AM.

Folio No. .... / DP ID No. .... & Client ID .....

.....  
Name of the Shareholder

.....  
Signature

.....  
Name of the Proxy holder

.....  
Signature

**Note: Shareholder/ Proxy holder desiring to attend the Meeting should bring his copy of the Annual Report for reference at the Meeting.**

## ROUTE MAP FOR AGM VENUE WITH PROMINENT LANDMARK

