



PIL ITALICA LIFESTYLE LIMITED

(An ISO 9001:2015 Certified Company)

CIN : L25207RJ1992PLC006576

June 05, 2019

The Manager-Listing Department National Stock Exchange of India Limited, 'Exchange Plaza', C-1, Block -G Bandra Kurla Complex, Bandra -East Mumbai-400051	Listing Department BSE Limited Phiroze Jeejeebhoy Towers 25 th Floor, Dalal Street Mumbai- 400001
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Name of Company : PIL ITALICA LIFESTYLE LIMITED
Sub : Intimation for Notice of 27th AGM , Book Closure and E-Voting .
Ref : Scrip Code No.: PILITA/ 500327

Dear Sir / Madam,

Pursuant to the provisions of SEBI (LODR) Regulations, 2015, please find attached herewith Notice of Twenty Seventh Annual General Meeting of the Members of the Company scheduled to be held on Friday, June 28, 2019 at 09.15 a.m. at the registered office of the Company at Kodyat Road, Village: Sisarma, Udaipur (Raj.) – 313031. The copy of the Notice is also available on the website of the Company i.e. www.italicafurniture.com.

Pursuant to Regulation 42 of the SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer books of the Company will remain closed from Saturday 22nd June, 2019 to Friday 28th June, 2019 (both days inclusive) for the purpose of the 27th Annual General Meeting.

The cut-off date for remote e-voting or voting at the AGM through Polling / Ballot paper is 21st June, 2019. The remote e-voting shall commence from Tuesday, 25.06.2019 at 10:00 A.M. and end on Thursday, 27.06.2019 at 05.00 P.M.

Kindly take the above on your records.

Yours faithfully,

For PIL ITALICA LIFESTYLE LIMITED

Aditi
Aditi Parmar
(Company Secretary)
M. No.: A37301



Add : Kodyat Road, Udaipur - 313 031 (Rajasthan)
Mob.: +91 96 499 71111 | Ph. : +91 294 2432271/72 | Customer Care : +91 93 144 11101
Fax : +91 294 2430411 Email: info@italicafurniture.com | Website: www.italicafurniture.com

PIL ITALICA LIFESTYLE LIMITED

CIN : L25207RJ1992PLC006576

Regd. Office : Kodyat Road, Village : Sisarma, Udaipur (Rajasthan)-313031

Tel. : +91 294 2432271 Fax : 91 294 2430411

Website : www.italicafurniture.com

E-mail : info@italicafurniture.com

NOTICE OF TWENTY SEVENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Seventh Annual General Meeting (AGM) of the Members of PIL ITALICA LIFESTYLE LIMITED will be held on 28th June, 2019 at 09:15 A.M. at the registered office of the Company at Kodyat Road, Village: Sisarma, District: Udaipur - 313031 to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, alongwith the Reports of the Directors' and Auditors' thereon.
- To appoint a Director in place of Mr. Mukesh Kumar Kothari (DIN: 03103336), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

- Re-appointment of Mrs. Namrata Babel (DIN:06910061) as an Independent Director**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, Mrs. Namrata Babel (DIN:06910061), whose present term expires at this Annual General Meeting and in respect of whom the Company has received a notice under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director and whose re-appointment has been recommended by Nomination and Remuneration Committee, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (five) consecutive years from the date of this annual general meeting i.e. 28th June, 2019 to 27th June , 2024".

- Re-appointment of Mr. Narendra Bhanawat (DIN: 00146824) as a Whole time Director**

To consider and if thought fit to pass, the following resolution as an Ordinary Resolution.

"RESOLVED THAT in pursuance of the provisions of Section 196, 197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Narendra Bhanawat (DIN:00146824), as a Whole-time Director of the Company for a period of 2 (two) years with effect from 29.05.2019, on the terms and conditions as set out in the Explanatory Statement annexed to the notice convening the meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said re-appointment, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto.

RESOLVED FURTHER THAT the remuneration paid / payable to Mr. Narendra Bhanawat, Whole Time Director of the Company from 29.05.2019 to 28.06.2019 (i.e. date of annual general meeting) be and is hereby ratified.

RESOLVED FURTHER THAT in pursuance of the provisions of Section 197(3) and other applicable provisions, if any of the Companies Act, 2013, and the rules made there under Mr. Narendra Bhanawat, Whole-time Director, will be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Whole-time Director, in accordance with the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolutions".

Registered Office
Kodyat Road,
Village: Sisarma
Udaipur – 313031
Dated : 15.05.2019

By Order of the Board of Directors
Sd/-
Aditi Parmar
Company Secretary
M. No. : A37301

Note :

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. (Copy of Proxy form is attached).
The instrument appointing the proxy must be deposited at the Company's Registered Office, duly completed and signed, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.
- A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A Member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- Corporate members intending to send their authorised representative (s) to attend the Meeting are requested to send a certified copy of the Board resolution authorizing their representative (s) to attend and vote on their behalf at the meeting.
- A Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 3 and 4 of the accompanying Notice are annexed hereto.
- Brief Resume and other details of the Director seeking reappointment under Item No.2 to 4 of the accompanying Notice, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India, is annexed hereto.
- The Register of Members and Share Transfer Books of the Company shall remain closed from 22.06.2019 to 28.06.2019 (both days inclusive).
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than 3 days written notice is given to the company.
- The company has a dedicated E-mail address - investor@italicafurniture.com for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your query at the earliest.
- The Notice of the Annual General Meeting and the Annual Report for the financial year 2018-19 will also be available on the company's website – www.italicafurniture.com under Investor Relations section.
- Members/proxies attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.

11. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
12. Any query related to accounts should be notified to the Company at least 7 days before the date of the Annual General Meeting.
13. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
14. The Securities and Exchange Board of India has mandated compulsory trading of the Company's equity shares in demat form for all the investors. The International Securities Identification number (ISIN) code is INE600A01035.
15. To support the 'Green Initiative', Members who are yet to register/ update their email address with the company or with the depository Participants are requested to register/ update the same for receiving the Notices, Annual Reports and other documents through electronic mode. Members holding shares in physical form may get their email address registered/ updated by providing their Names, Folio Number, E-mail Id and consent to receive the Notices, Annual Report and other document through electronic mode by sending the email at investor@italicafurniture.com or rnt.helpdesk@linkintime.co.in.
16. Electronic copy of the Notice of the 27th AGM 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/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 copies of the Notice of the 27th AGM 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.
17. Route-map to the venue of the Meeting is provided at the end of the Notice.
18. **Voting Through Electronic Means**

- I. In Compliance with the provisions of Section 108 and other applicable provisions, if any, of the act read with Rule 20 of the Companies (management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations, the company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at Annual General Meeting by electronic means and the items of business given in the Notice of the Annual General Meeting may be transacted through e-voting services. The company has executed agreement with M/s Link Intime India Private Limited for facilitating e-voting to enable the shareholders to cast their vote electronically. The facility of casting the votes by the members using an electronic voting system from a place other than venue of Annual General Meeting ("remote e-Voting") will be provided by LINK INTIME INDIA PRIVATE LIMITED. For the aforesaid purpose, Mr. Ashok Modi, Practicing Chartered Accountant (FCA No.: 074488) Proprietor of M/s A. Modi & Co., Chartered Accountants

has been appointed as scrutinizer by the company to scrutinize the remote e-Voting and Poll process in a fair and transparent manner.

- II. The facility for voting through Polling Paper ("Poll") shall also be available at the Annual General Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll at the Annual General Meeting.
- III. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV. The instructions for remote e-voting are explained herein below:
 - a) The remote e-voting period begins on 25.06.2019 at 10 am and ends on to 27.06.2019 at 05.00 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) i.e. 21.06.2019 may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Pvt. Ltd for voting, thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - b) The instructions for shareholders voting electronically are given below:

Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:
If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:
Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Share holders holding shares in Demat Form or 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). Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

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

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour / Against" for voting.
Cast your vote by selecting appropriate option i.e. Favour/Against as desired.
Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian/Mutual Fund/Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian/Mutual Fund /Corporate Body**' login for the Scrutinizer to verify the same. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

V. General Instructions

- a) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. June 21, 2019. 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 i.e. June 21, 2019 only shall be entitled to avail the facility of remote e-voting or voting at the AGM through polling paper.
- b) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date of June 21, 2019, may obtain the login ID and password by sending a request at insta.vote@linkintime.co.in or calling on 022-49186000.
- c) The Company has appointed Mr. Ashok Modi, Practicing Chartered Accountant (FCA No.:074488) of M/s A. Modi & Co., Chartered Accountants as scrutinizer by the company

to scrutinize the remote e-Voting and Poll process in a fair and transparent manner.

- d) 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 at the AGM through Polling Paper. A person who is not a member as on the Cutoff date should treat this notice for information purpose only.
- e) The Scrutinizer, after scrutinizing the voting at AGM venue and through remote e-Voting, will, not exceeding 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report of the votes cast in favor or against, if any, and submit the same to the chairman of the meeting. The chairman or the authorized director shall declare the results. The result declared shall be available on the website of the company (www.italicafurniture.com) and on the website of Link Intime India Private Limited i.e. <https://instavote.linkintime.co.in>. The results shall simultaneously be communicated to the Stock Exchanges. The resolution shall be deemed to be passed on the date of AGM subject to receipt of requisite number of votes in favor of the resolutions.

Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013

Item No. 3

Mrs. Namrata Babel (DIN: 06910061) was appointed as an Independent Director on the Board of the Company. She will continue as an Independent Director upto the date of this annual general meeting of the Company i.e. 28th June, 2019 ("first term" in line with the explanation to Sections 149 (10) and 149 (11) of the Act).

Mrs. Namrata Babel is not disqualified from being appointed as a Director in terms of section 164 of the Act and have given her consent to act as a Director.

Based on performance evaluation reports and on the recommendation of Nomination and remuneration committee, Board feel that Mrs. Namrata Babel should be appointed as an Independent Director to hold office for another term of 5 (five) consecutive years from the date of this annual general meeting i.e. 28.06.2019 to 27.06.2024.

The company has received a declaration from Mrs. Namrata Babel to the effect that she meets the criteria of independence as provide in section 149(6) of the act and Regulation 16(1) (b) of the SEBI (LODR) Regulations, 2015. The Board is of the opinion that she fulfills the condition specified therein and is independent of the management.

In the opinion of the Board, Mrs. Namrata Babel fulfills the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations.

Brief resume of Mrs. Namrata Babel, nature of his expertise in specific functional area and of the Companies in which she holds directorship and membership/chairmanship of Board committees, shareholding and relationship between directors *inter se* as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Agreement) with the Stock Exchange are provided as annexure to this Notice.

Copy of the draft letter for appointment of Mrs. Namrata Babel as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This statement may also be regarded as a disclosure under Listing Regulations.

None of the Directors of the Company except Mrs. Namrata Babel and her relatives to the extent of their shareholdings in the company, if any, is interested or concerned in any way financially or otherwise, in the proposed resolution

The Board of Directors commends the above Resolution as set out at item no 3. of the accompanying Notice for approval of the Members of the Company.

Item no. 4

The present term of appointment of Mr. Narendra Bhanawat as a Whole-time Director will expire on 28.05.2019. Mr. Narendra Bhanawat is looking after the day to day business activities of the Company.

The continuity of the present management will help the Company in attaining its object in better and harmonious way. The Board of Directors of the

Company at their Board meeting held on 15.05.2019 and as recommended by the Nomination and Remuneration Committee, re-appointed Mr. Narendra Bhanawat as Whole-time Director for a period of two (2) years with effect from 29.05.2019 to 28.05.2021 subject to the approval of the shareholders. The proposed remuneration is within the limits and other terms of clause (A) Section II of Schedule V to the Companies Act, 2013 as amended.

The terms and conditions of the re-appointment of Whole-time Director are embodied in the agreement to be made between the company and the Whole-time director. The broad of remuneration proposed to be paid to the said Whole-time Director during his term of office are as under:

Name and Designation	Tenure	Salary per month (Rs.)	Perquisites and Allowances per month (Rs.)
Mr. Narendra Bhanawat (Whole time Director)	29.05.2019 to 28.05.2021	Rs. 19500 /- per month.	Perks and Allowances: 90% of basic salary. Conveyance Allowance: Rs. 1950 per month

The annual increment which will be effective from 1st April every year will be decided by the Board and will be merit based taken into account the Company's performance.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules thereunder (including any statutory modification or re-enactment thereof for the time being in force). However, the Company's contribution to provident fund, superannuation or Annuity fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, and gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes salary, perquisites and allowances.

Mr. Narendra Bhanawat's appointment is subject to liable to retire by rotation.

In the event of loss or absence or inadequacy of profits in any financial year of the Company, Mr. Narendra Bhanawat, Whole-time Director shall be paid the salary and perquisites as specified herein above.

The agreement may be terminated at any time by either party giving a three month notice in writing.

Copy of the draft letter for appointment of Mr. Narendra Bhanawat as Whole Time Director of the Company setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. This may be treated as an abstract of the draft agreement between the Company and Mr. Narendra Bhanawat pursuant to section 190 of the Companies Act, 2013.

The proposed remuneration is within the limits of the schedule V as amended to the Companies Act, 2013.

The terms and conditions set out for the re-appointment and payment of remuneration specified herein may be altered and varied from time to time by the Board of Directors ("the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board of the Company), as it may, at its discretion deem fit. The Board is also entitled to revise the salary, perquisites and allowances, payable to the said Whole time Director of the Company at any time, such that the overall yearly remuneration payable to the said Whole time Director shall not exceed the limits specified under section 197 read with Schedule V to the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force) or any amendment made thereto.

Statement as required under Section II of the Schedule V of the Companies Act, 2013 :

I. GENERAL INFORMATION	
1. Nature of Industry	Plastic moulded furniture and other articles
2. Date or expected date of commencement of commercial production	12.03.1993
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable in view of the point 2 hereinabove
4. Financial performance based on given indicators	Year – 2018-19 Total Revenue 5410.49 Total Expenses 5113.31 Profit Before Tax 372.28 Profit After Tax 314.28
5. Export performance and net foreign exchange collaborations	Rs. 18.30 Lakhs
6. Foreign investments or collaborators, if any	NIL
II. INFORMATION ABOUT THE APPOINTEE	
1. Back ground details	Mr. Narendra Bhanawat aged 52 years is a young and dynamic person with 30 years of vast and rich experience of the plastic industry in general and general administration, production, marketing etc. in particular He has been working on the Board of the Company and holds the position of Whole-time Director since 2008. He holds the bachelor's degree in commerce. He has been managing day to day affairs of the Company subject to the superintendence, control and directions of the Board of Directors of the Company.
2. Past remuneration	a) Salary : Rs.17,150/- per month. b) Perquisites : (i) Perks and Allowances : 90 % of basic salary. (ii) Conveyance Allowance : Rs. 1950 Per month
3. Recognition or awards	NIL
4. Job profile and his suitability	Looking to his job profile as mentioned in 1 above, Mr. Narendra Bhanawat appears to be suitable.
5. Remuneration proposed	a) Salary : Rs.19,500 /- per month. b) Perquisites : (i) Perks and Allowances: 90% of basic salary. (ii) Conveyance Allowance: Rs.1950 Per month.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t.	The proposed remuneration of Mr. Narendra Bhanawat had been benchmarked with the remuneration being drawn by similar positions in the similar industry and the country of his origin): is commensurate with the size of the Company and diverse nature of its businesses.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Narendra Bhanawat holds 400 equity shares in the capital of the Company as on the date of this notice and do not have any relationship with other managerial personnel.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits	This is not applicable. During the year 2018-2019, the Company earned profits and the profits are adequate to cover the managerial remuneration in accordance with the provisions of the Companies Act, 2013. This is done with an abundant precaution to take care of future contingencies, if any.
2. Steps taken or proposed to be taken for improvement	The Company is continuously taking steps to improve its top line and as well bottom line by cost control and cost reduction methods, better distribution, effectively and harmoniously utilizing its available resources focused with higher yields.
3. Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, with the steps taken as narrated at point no. 2 hereinabove, it is expected that the bottom line will improve at least by 45% over the previous year's performance. In the financial year 2018-19, the Company's profit before tax is Rs. 372.28 Lakhs.
IV. Disclosures : In heading "Corporate Governance-In the Board of Directors' report	The same will be provided in the Annual Report as per the requirements.

None of the Directors of the Company except Mr. Narendra Bhanawat and his relatives to the extent of their shareholdings in the company, if any, is interested or concerned in any way financially or otherwise, in this resolution.

The Board of Directors accordingly recommends the above resolution as set out in Item No. 4 for approval of members of the Company.

Registered Office :
Kodiyat Road,
Village: Sisarma
Udaipur – 313031
Dated : 15.05.2019

By Order of the Board of Directors
Sd/-
Aditi Parmar
Company Secretary
M. No. A37301

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING AS REQUIRED UNDER REGULATION 36 OF SEBI (LODR) REGULATIONS, 2015 WITH THE STOCK EXCHANGES AND SECRETARIAL STANDARD 2 ISSUED BY THE ICSI:

Name of Director	Namrata Babel	Narendra Bhanawat	Mukesh Kumar Kothari
DIN	06910061	00146824	03103336
Nationality	Indian	Indian	Indian
Date of Birth	13.07.1981	29.06.1967	09.01.1970
Date of Appointment on the Board	29.05.2014	12.02.2002	25.01.2010
Qualifications	PhD in Management	Graduate in Commerce	Masters in Commerce
Nature of Expertise	Finance, Marketing, Management and Computer Science	Accounts and Finance	Accounts and Finance
Relationship with other Directors	Not related with any Director of the Company.	Not related with any Director of the Company.	Not related with any director of the Company.
Directorship held with other companies	None	Director in M/s Eduvisor Services Private Limited.	None
Committee Membership /Chairmanship in other Companies	None	None	None
No. of equity shares held in Company	NIL (as on the date of this Notice)	400 equity shares	NIL (as on the date of this Notice)

PIL ITALICA LIFESTYLE LIMITED

CIN: L25207RJ1992PLC006576

Regd. Office: Kodyat Road, Village : Sisarma, UDAIPUR (Rajasthan)-313 031

Tel. +91 0294 2432271/72 Fax: 91 0294 2430411

• Website: www.italicafurniture.com • e-mail: info@italicafurniture.com

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]

TWENTY SEVENTH ANNUAL GENERAL MEETING ON FRIDAY, JUNE 28, 2019 AT 09.15 A.M.

Name of the member(s) :	
Registered address :	
E-mail ID :	
Folio No/DP ID-Client ID :	

I/We, being the member (s) of PIL Italica Lifestyle Limited holding equity shares of the above named company, hereby appoint

(1) Name:..... Address:.....

E-mail Id:..... Signature: or failing him

(2) Name:..... Address:.....

E-mail Id :..... Signature:..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Friday, 28.06.2019 at 9.15 a.m at the Registered Office: Kodyat Road, Village: Sisarma, Distt: Udaipur - 313 031 or at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution No.	Optional*	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements and other documents for the year ended 31 st March, 2019.		
2	Appointment of Mr. Mukesh Kumar Kothari (DIN: 03103336), Director liable to retire by rotation		
Special Business			
3	Re-appointment of Mrs. Namrata Babel (DIN:06910061) as an Independent Director		
4	Re-appointment of Mrs. Namratra Bhanawat (DIN:00146824) as a Whole time Director		

Signed this..... day of2019

Signature of shareholder

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

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.

Affix Revenue stamp Re. 1/-

PIL ITALICA LIFESTYLE LIMITED

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TWENTY SEVENTH ANNUAL GENERAL MEETING ON FRIDAY, JUNE 28, 2019 AT 09.15 A.M.**ATTENDENCE SLIP**

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of the Attending Member (in Block Letters)	
Joint Holder 1	
Joint Holder 2	
Name of the Proxy (in Block Letters)	
Regd. Folio Number	
DP Id. / Client Id	
No. of shares held	

I / We hereby record my / our presence at the 27th Annual General Meeting of the Company, to be held on Friday, June 28, 2019 at 09.15 a.m. at Kodyat Road, Village: Sisarma, Udaipur – 313031 (Rajasthan).

Member's / Proxy's Signature

ELECTRONIC VOTING PARTICULARS

Event No.	User ID	*Default PAN/Sequence No.

* Only Members who have not updated their PAN with the Company / Depository Participant shall use the default PAN in the PAN Field.

Note :

1. Please read the Instructions printed under the Note No.18 of the Notice of 27th Annual General Meeting dated June 28, 2019. The Remote e-voting period commence from 10.00 a.m. on Tuesday, June 25, 2019 and ends at 5.00 p.m. (IST) on Thursday, June 27, 2019. The remote e-voting module shall be disable by LI IPL for Voting thereafter.
2. Shareholders / Proxyholders are requested to bring the attendance slip with them when they come to the meeting. No attendance slip will be issued at the time of meeting.
3. This attendance slip is valid only in case shares are held on the date of AGM.

PIL ITALICA LIFESTYLE LIMITED

CIN: L25207RJ1992PLC006576

Regd. Office: Kodyat Road, Village: Sisarma, UDAIPUR (Rajasthan)-313 031

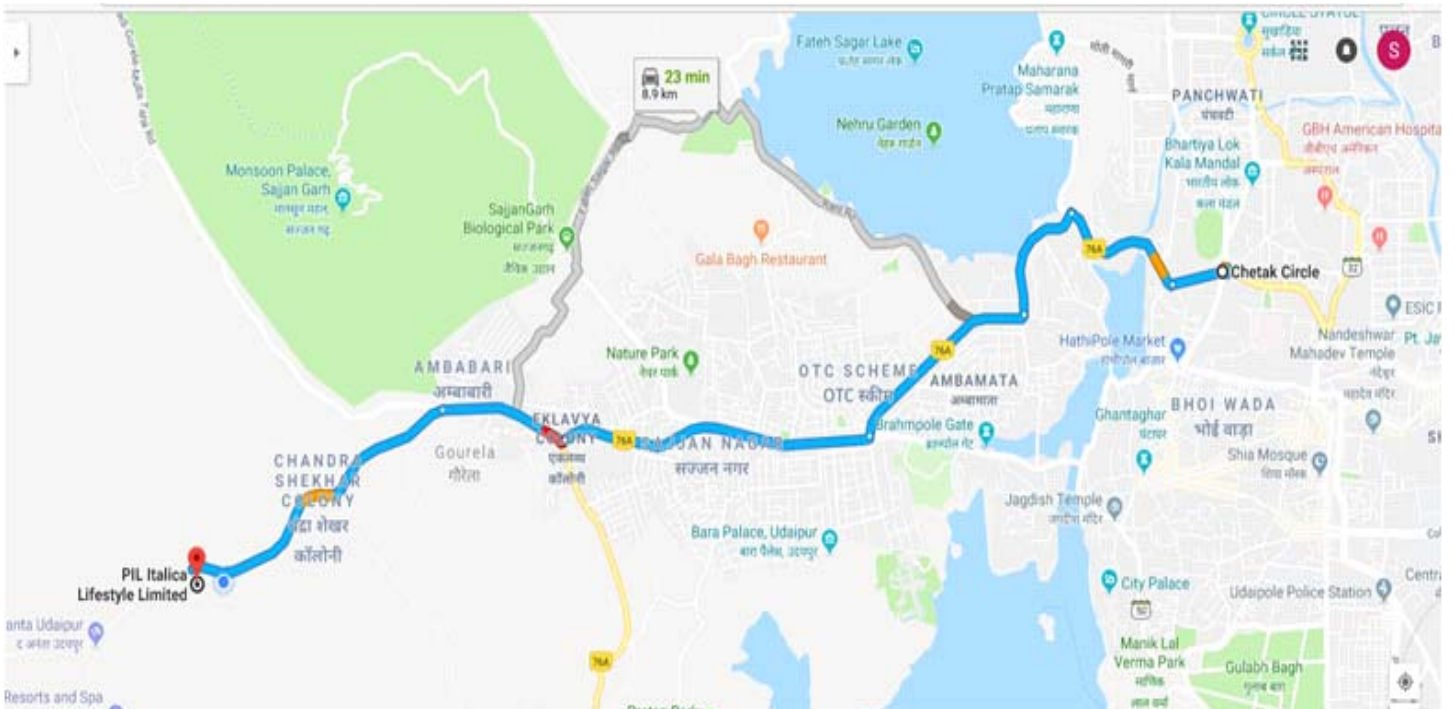
Phone: 0294-2432271/722, Fax: 0294-2430411

Email: www.italicafurniture.com; Website: info@italicafurniture.com

Registration of email address for future communication

Name of shareholder:	
Address:	
Email id	
DP ID	
Client id/folio no. (in case of physical holding)	
Signature:	

ROUTE MAP TO THE VENUE OF THE AGM



**BOOK-POST
PRINTED MATTER**