



ITALICA

PIL ITALICA LIFESTYLE LIMITED

(An ISO 9001 : 2015 Certified Company)

CIN : L25207RJ1992PLC006576

+91-96 499 71111

0294-2432272

info@italica.com

June 03, 2022

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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Sub : Intimation of Notice of 30th AGM, Book Closure and E-voting.
Ref : Scrip Code No.: PILITA/ 500327

Dear Sir / Madam,

Pursuant to General Circulars issued by Ministry of Corporate Affairs and in compliance with the provisions of SEBI Circulars and SEBI (LODR) Regulations, 2015, this is to inform you that the Thirtieth Annual General Meeting ("AGM") of the members of the Company will be held on Thursday, June 30, 2022 at 11:00 A.M. through Video Conferencing / Other Audio Visual Means (VC/OAVM) facility and also physically at the Registered office of the Company at Kodyat Road, Village: Sisarma, Udaipur - 313031, to transact the business as set out in the Notice convening AGM. The copy of the Notice is also available on the website of the Company i.e. www.italica.com.

Pursuant to Section 91 of the Companies Act, 2013 and the Rules framed thereunder, the Register of Members and Share Transfer Books of the Company will remain closed from 24-06-2022 to 30-06-2022 (both dates inclusive) for the purpose of 30th Annual General Meeting.

As per Section 108 of the Companies Act 2013, and Rule 20(4) of the Companies (Management and Administration Rules) 2014, the remote e-voting shall commence from Monday, 27.06.2022 at 09:00 A.M. and ends on Wednesday, 29.06.2022 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) of Thursday, June 23, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The instructions for remote e-voting process as well as the e-voting system on the date of the AGM are given in the Notice of AGM.

Kindly take the above on your records.

Thanking you,
Yours Faithfully,

For PIL ITALICA LIFESTYLE LIMITED

Rajat Raja Kothari
(Company Secretary)
M. No.: A51610



NOTICE OF THIRTIETH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth Annual General Meeting (AGM) of the Members of PIL Italica Lifestyle Limited will be held on Thursday, 30th June, 2022 at 11.00 a.m. through the Video Conferencing/ Other Audio Visual Means (OAVM) facility and AGM will also be held physically on the above mentioned date and time at the registered office of the Company at Kodyat Road, Village: Sisarma, Udaipur – 313031 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt :

The audited financial statements of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors and Auditors thereon.

2. To appoint/re-appoint a Director in place of retiring:

To appoint a Director in place of Mr. Narendra Bhanawat (DIN: 00146824), who retires by rotation and being eligible to offer himself for reappointment.

3. Appointment of Statutory Auditor :

To appoint Auditor and fixing their remuneration and in this regard 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) 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 H.R.Jain & Co., Chartered Accountants, Udaipur (ICAI FRN:00262C), be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five(5) years commencing from the conclusion of the 30th Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company to be held in the financial year 2027-28, at such remuneration including applicable taxes and out of pocket expenses, as may be mutually agreed between the Auditors and Board of Directors of the Company.”

SPECIAL BUSINESS:

4. Appointment of Mr. Himanshu Surendrakumar Gupta (DIN: 09607045) as Director of the Company:

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution :

“**RESOLVED THAT**, pursuant to provision of Section 149,150,152 read with Schedule IV to the Companies Act,2013, 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 Regulation 17 of SEBI (Listing Obligation and

Disclosure Requirements) Regulations,2015, Mr. Himanshu Surendrakumar Gupta (DIN: 09607045) who was appointed as an Additional Director of the Company w.e.f. 21st May 2022 in terms of Section 161(1) of the Companies Act,2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 20th May, 2027.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to this Resolution.

By Order of the Board of Directors
Sd/-

Registered Office:

Kodyat Road, Village:
Sisarma
Udaipur – 313031
Dated: 01.06.2022

Rajat Raja Kothari
Company Secretary
M. No. : A51610

Note :

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020,20/2020, 02/2021, 19/2021 and 21/2021 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January, 2021, 8th December, 2021 and 14th December,2021 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 30th AGM of the Company is being conducted through VC/OAVM Facility and through physical presence of members at a common venue. The deemed venue for the 30th AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 21 and available at the Company’s website www.italica.com.
2. In continuation of this Ministry’s General Circular No.21/2021, dated 14/12/2021 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 20/2020 dated 05.05.2020.

3. A Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 3 and Item No. 4 of the accompanying Notice are annexed hereto.
4. Brief Resume and other details of the Director seeking reappointment/appointment under Item No.2 and 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.
5. Pursuant to the SEBI Circular No. SEBI/HO/ CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, issued by the Securities and Exchange Board of India, the facility to appoint proxy to attend and cast vote for the members is available for this AGM as it is conducted through electronic mode as well as physical mode and hence the Proxy Form and Attendance Slip are annexed to this Notice.
6. As per Securities and Exchange Board of India (SEBI) norms, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company’s Registrar and Transfer Agents. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, copy of PAN card of both transferor and transferee for registration of transfer of shares are required to furnish to the Company/Registrar and Share Transfer Agent of the Company.
7. All the Members who are physical present in the meeting as well as the members who are attending the AGM through VC/ OAVM will also be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 as per Ministry of Corporate Affairs circular issued on dated 5th May, 2020.
8. In line with the Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 13, 2022, the Notice of AGM alongwith Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2021-22 has been uploaded on the website of the Company at www.italica.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of Central Depository Services (India) Limited ((agency for providing the Remote e-Voting facility and e-voting system during the AGM/ EGM) i.e. www.evotingindia.com.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from 24.06.2022 to 30.06.2022 (both days inclusive).
10. Institutional / Corporate Shareholders (other than individuals / HUF, NRL, etc.) are required to send a scanned copy (PDE/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to caasokmodi@gmail.com.
11. The Company has depository connectivity for holding share in demat/electronic form and therefore equity shares of the Company may also be held in the electronic form with any DP, with whom the members/ investors are having their depository account. The ISIN No. for the Equity Shares of the Company is INE600A01035. Members holding shares in physical form are requested to convert their holding into dematerialized form to eliminate risks associated with physical shares. Members can contact Company’s Registrar and Share Transfer Agent for assistance in this regard.
12. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. Members seeking any information with regard to accounts are requested to write to the Company atleast 10 days before the meeting so as to enable the management to keep the information ready.
14. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
15. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical mode. The Members who are desirous of availing this facility may kindly write to Company’s R & T Agent for nomination form by quoting their folio number.
16. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
17. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at

the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

18. The company has a dedicated E-mail address - investor@italica.com for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your query at the earliest.
19. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with PILL in case the shares are held by them in physical form.
20. Since the AGM will be held through VC/OAVM and Physically at the Registered Office of the company, therefore the Route Map is annexed in this Notice.
21. **Process and manner for members opting for voting through Electronic means:**

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System My easy. After successful login the Easy / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

	<p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

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

Click on “Shareholders” module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

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

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

After entering these details appropriately, click on “SUBMIT” tab.

Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

Click on the EVSN for the relevant <Company Name> on which you choose to vote.

On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Facility for Non – Individual Shareholders and Custodians –Remote Voting

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@italica.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an

email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

22. The Instructions For Shareholders For E-Voting During the AGM Are As Under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

23. The instructions for shareholders attending the AGM through VC/OAVM are as under:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (investor@italica.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (investor@italica.com). These queries will be replied to by the company suitably by email.
 6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
24. The Scrutinizer, after scrutinizing the voting at AGM venue and through remote e-Voting, 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 / company secretary shall declare the results. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.italica.com and on the website of CDSL i.e. www.cdslindia.com and shall also be communicated to the Stock Exchanges where the shares of the Company are listed. 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

M/s AKM & Associates (Statutory Auditor) appointed in 29th AGM of the Company for a period of 5 years had shown their unwillingness on 24.05.2022 to continue as Statutory Auditor with effect from conclusion of 30th Annual General Meeting due to preoccupation. Therefore, in order to fill such vacant post, the Board proposed to appoint M/s H. R. Jain & Co. as Statutory Auditor for a period of 5 years, from the conclusion of 30th AGM till the conclusion of 35th AGM to be held in Financial Year 2027-28.

Brief Profile : M/S H.R.Jain & Co., Chartered Accountants, Udaipur (ICAI FRN:00262C) is a well established and renowned Chartered Accountants firm, situated in Udaipole, Udaipur city, Udaipur. The firm is having a vast experience into firm registration, tax filings, Compliances, Certification, Audits, Intellectual Property Rights (IPR) etc. They have a group of highly skilled professionally qualified individuals offering various services to startup, small proprietor to large listed entities.

Item No. 4

Mr. Himanshu Surendrakumar was appointed as additional Director of the Company on 21st May, 2022 in Independent Director Category

and he holds office up to the date of ensuing annual general meeting. It is proposed to appoint him as non-executive independent Director of the Company for a period of five years and that in the opinion of the Board he fulfilled the conditions specified in this Act for appointment as Independent Director. The Board also opined that he possesses appropriate skill, experience and knowledge as required occupying the position of an Independent Director. Nomination and Remuneration

Committee has already recommended his appointment. This resolution is put before shareholders to seek their approval by way of a Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution except Mr. Himanshu Surendrakumar Gupta himself, being the appointee.

By Order of the Board of Directors
Sd/-

Registered Office:
Kodiyat Road, Village:
Sisarma
Udaipur – 313031
Dated: 01.06.2022

Rajat Raja Kothari
Company Secretary
M. No. : A51610

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	Narendra Bhanawat	Himanshu Surendrakumar Gupta
DIN	00146824	09607045
Nationality	Indian	Indian
Date of Birth	29.06.1967	14.08.1994
Date of Appointment on the Board	12.02.2002	21.05.2022
Qualifications	Graduate in Commerce	Company Secretary
Nature of Expertise	Accounts and Finance	Corporate & Securities Laws, Finance and Management
Relationship with other Directors	Not related with any Director of the Company.	Not related with any Director of the Company.
Directorship held with other companies	None	None
Committee Membership /Chairmanship in other Companies	None	None
No. of equity shares held in Company	400 equity shares	Nil

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.italica.com • e-mail: info@italica.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] 30TH Annual General Meeting , 30.06.2022 at 11.00 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: Signatureor failing him;
- (2) Name : Address:
 E-mail Id: Signatureor failing him;
- (3) Name : Address:
 E-mail Id: Signatureor failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday, 30.06.2022 at 11.00 am 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	Optional*	
		For	Against
	ORDINARY BUSINESS		
01	Adoption of Financial Statements and other documents for the year ended 31 st March, 2022.		
02	Appointment of Mr. Narendra Bhanawat, Director liable to retire by rotation.		
03	Appointment of H.R.Jain & Co. as Statutory Auditor		
	SPECIAL BUSINESS		
04	Appointment of Mr.Himanshu Surendrakumar Gupta as an Independent Director		

Signed this day of 2022

Signature of Shareholder Signature of Proxy holder(s)

Affix
 Revenue
 stamp Re.1/-

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.

For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the 30th Annual General Meeting.

*It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Please complete all details including details of member(s) in above box before submission.

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.italica.com • e-mail: info@italica.com

ATTENDANCE SLIP

Regd. Folio No.	
D.P. I.D.	
Client I.D.	
No. of Shares held	
Name and Address of the First Shareholder IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 30th Annual General Meeting of the Members of PIL ITALICA LIFESTYLE LIMITED held on Thursday, June 30, 2022 at 11:00 A.M. at the registered office of the Company situated at Kodyat Road, Vill.- Sisarma, Udaipur (Raj.)- 313031

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Note: Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

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

-----Please tear here-----

Route map to be deemed Venue of AGM

