



ITALICA

PIL ITALICA LIFESTYLE LIMITED

(An ISO 9001 : 2015 Certified Company)

CIN : L25207RJ1992PLC006576

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0294-2432272

info@italica.com

June 01st, 2021

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 PhirozeJeejeebhoy Towers 25 th Floor, Dalal Street Mumbai- 400001
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Sub : Intimation of Notice of 29th 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 Twenty Ninth Annual General Meeting ("AGM") of the members of the Company will be held on Thursday, June 24, 2021 at 11:00 A.M. through Video Conferencing / Other Audio Visual Means (VC/OAVM) facility and also 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 17-06-2021 to 24-06-2021 (both days inclusive) for the purpose of 29th 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, 21.06.2021 at 09:00 A.M. and ends on Wednesday, 23.06.2021 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 17, 2021, 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

Aditi Parmar
(Company Secretary)
M.No.A37301



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.italica.com

E-mail : info@italica.com

NOTICE OF TWENTY NINTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Ninth Annual General Meeting (AGM) of the Members of PIL ITALICA LIFESTYLE LIMITED will be held on Thursday, 24th June, 2021 at 11.00 A.M.(IST) through Video Conferencing / Other Audio Visual Means (VC/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 businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, alongwith the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Mukesh Kumar Kothari (DIN: 03103336), who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and fix 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 AKM & Associates, Chartered Accountants, Udaipur (ICAI FRN: 011616C), 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 29th Annual General Meeting till the conclusion of 34th Annual General Meeting of the Company to be held in the financial year 2026-27, 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. **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 3 (three) years with effect from 29.05.2021, 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 29.05.2021 to 24.06.2021 (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 thereunder, 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: 03.05.2021	By Order of the Board of Directors Sd/- Aditi Parmar Company Secretary M. No. : A37301
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Note :

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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, Ministry of Corporate Affairs vide its General Circular No.02/2021 dated January 13, 2021 permitted companies to hold their AGM through video conferencing (VC) or other audio visual means (OAVM) following the procedure prescribed in MCA Circular No. 20/2020 dated May 05, 2020 read along with the SEBI circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ('said Circulars'), inter alia, whereby physical attendance of the members to the AGM venue shall not be required. Therefore, the Company is providing facility to attend and participate in the AGM through VC/OAVM. Thus, Members can attend and participate in the meeting through VC/ OAVM following the instructions given in the notice.
3. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.
4. A Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of Item No.3 and 4 of the accompanying Notice are annexed hereto.
5. Brief Resume and other details of the Director seeking reappointment 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.
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. In terms of Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 securities of listed entities can only be transferred in dematerialized form with effect from April 1, 2019 except in case of request for transmission or transposition of securities. In view of the above, members are advised to dematerialize shares held by them in physical form in order to avoid inconvenience in future.

Members may please note that SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 has fixed March 31, 2021 as the cut-off date for re-lodgment of physical share transfer requests and has stipulated that such transferred shares shall be issued only in demat mode. It is therefore any relodgment of physical share transfer requests will not be entertained by the Company thereafter.
8. 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.
9. 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.
10. Pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
11. 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.

12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM 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. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
 14. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA circulars and SEBI circulars.
 15. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM alongwith Annual Report 2020-21 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 2020-21 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) i.e. www.evotingindia.com.
 16. The Register of Members and Share Transfer Books of the Company shall remain closed from 17.06.2021 to 24.06.2021 (both days inclusive).
 17. Members seeking any information with regard to accounts are requested to write to the Company atleast 7 days before the meeting so as to enable the management to keep the information ready.
 18. 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.
 19. 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.
 20. 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.
 21. 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.
 22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 23. The Members can join the AGM in 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.
 24. 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.
 25. Route map of the Company is enclosed at the end of this notice. However members attending AGM through VC/OAVM, Route Map is not required.
 26. **Process and manner of CDSL e-Voting System for members opting for Remote e-voting and e-voting during AGM**
- THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
- (i) The voting period begins on Monday, 21st June 2021 at 09.00 a.m. and ends on Wednesday, 23rd June 2021 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. Thursday, 17 June 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **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	1) Users of who have opted for CDSL's 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 URLs for users to login to Easi /

	<p>Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <ol style="list-style-type: none"> 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) 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.nsd.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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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

	4) 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 or joining virtual meeting & voting during the meeting
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’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 022- 23058738 and 22-23058542-43.
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

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) 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.
 - 6) 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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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 (v).

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

(vii) 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

(xvi) 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

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(designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

27. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 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 **7 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.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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.

28. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 email id (investor @italica.com /RTA email id (rnt.helpdesk@linktime.co.in).
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company email id (investor @italica.com /RTA email id (rnt.helpdesk@linktime.co.in).

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 at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.

29. The Company has appointed Mr. Ashok Modi, Practicing Chartered Accountant (FCA No.:074488) proprietor of M/s A. Modi & Co., Chartered Accountants, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner. 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

In terms of the provisions of section 139 of the Companies Act, 2013, the present tenure of M/s. Ajay Paliwal & Co., Chartered Accountants, Udaipur will expire in this 29th Annual General Meeting of the Company.

M/S. AKM & Associates, Chartered Accountants, Udaipur (ICAI FRN: 011616C) has showed their willingness to be appointed as the Statutory Auditors in place of the retiring auditors M/s Ajay Paliwal & Co., Chartered Accountants, Udaipur (ICAI FRN:012345C), of the Company for a period of 5 years, from the conclusion of 29th Annual General Meeting until the conclusion of 34th Annual General Meeting to be held in year 2026-27.

The Audit Committee and the Board, unanimously, recommends the ordinary resolution as set out in item No. 3 taking into account their brief profile and also based on the evaluation of the quality of audit work done by the statutory auditors

Brief Profile:

M/S. AKM & Associates, is one of the oldest and well established Chartered Accountancy Firm, having been set up in the year 2003.

The firm is head quartered in Chittorgarh and branch office at Udaipur (Rajasthan) with its operations adequately supported by qualified professionals and staff. The firm has been associated with several clients for the past 2-3 decades. Ms. Akshita Trivedi (having Membership No. 401760), partner in M/S. AKM & Associates, Chartered Accountants, Udaipur possess more than 15 years of experience in Audit, Income Tax, GST and other relevant areas. The audit firm is engaged primarily in providing audit and assurance and FEMA matters and other tax services to

their client which includes listed and unlisted entity. The firm is also associated with nationalized banks for more than 10 years as statutory branch auditors.

The terms and conditions of appointment of the statutory auditors and the proposed fees are as follows:

- a. Term of Appointment- 5 years, from the conclusion of this AGM till the conclusion of 34th Annual General Meeting to be held in year 2026-27.
- b. Proposed Fees: Remuneration for Statutory Audit of Rs. 40,000 (Rupees Forty Thousand only) plus applicable taxes and out-of-pocket expenses incurred by them. The proposed fees is be based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks.

The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be determined by the Board in consultation with the Auditors and as per the recommendations of the Audit Committee.

The Board, based on the recommendation of the Audit Committee, unanimously, recommends the ordinary resolution as set out in item no. 3 of this notice, for approval of members of the Company.

None of the directors and key managerial personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 3 of this notice.

Item No. 4

The present term of appointment of Mr. Narendra Bhanawat as a Whole-time Director will expire on 28.05.2021. 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 03.05.2021 and as recommended by the Nomination and Remuneration Committee, re-appointed Mr. Narendra Bhanawat as Whole-time Director for a period of three (3) years with effect from 29.05.2021 to 28.05.2024, 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 particulars 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)	29.05.2021 to 28.05.2024	Rs. 21,250 /- per month in the scale of Rs. 19,000 per month to Rs. 35,000 per month	Perks and Allowances: 90 % of basic salary. Conveyance Allowance: Rs. 1950 per month Provident Fund Contribution: as per the rules of the Company

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, payables 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 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 – 2020-21	
	Particulars	Amount (Rs. In Lakhs)
	Total Revenue	5484.82
	Total Expenses	4989.68
	Profit Before Tax	495.14
	Profit After Tax	370.52
5. Export performance and net foreign exchange collaborations	Nil	
6. Foreign investments or collaborators, if any	NIL	
II. INFORMATION ABOUT THE APPOINTEE		
1. Back ground details	Mr. Narendra Bhanawat aged 53 years is a young and dynamic person with 32 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. 19,500/- per month (b) Perquisites : (i) Perks and Allowances : 90 % of basic salary. (ii) C o n v e y a n c e Allowance: Rs. 1950 Per month (iii) Provident Fund Contribution : as per the rules of the Company
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) Rs. 21,250 /- per month in the scale of Rs.19,000 per month to Rs. 35,000 per month. (b) Perquisites : (i) Perks and Allowances : 90 % of basic salary. (ii) C o n v e y a n c e A l l o w a n c e : Rs.1950 Per month. (iii) Provident Fund Contribution : as per the rules of the Company
6. C o m p a r a t i v e 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 country of his origin):	The proposed remuneration of Mr. Narendra Bhanawat has been benchmarked with the remuneration being drawn by similar positions in the similar industry and 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.
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III. OTHER INFORMATION

1. Reasons of loss or inadequate profits	This is not applicable. During the year 2020-21, 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 50% over the previous year's performance. In the financial year 2020-21, the Company's profit before tax is Rs. 495.14 Lakhs.
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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.
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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: 03.05.2021

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	Narendra Bhanawat	Mukesh Kumar Kothari
DIN	00146824	03103336
Nationality	Indian	Indian
Date of Birth	29.06.1967	09.01.1970
Date of Appointment on the Board	12.02.2002	25.01.2010
Qualifications	Graduate in Commerce	Masters in Commerce
Nature of Expertise	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.
Directorship held with other companies	M/s Eduvisor Services Private Limited.	None
Committee Membership /Chairmanship in other Companies	None	None
No. of equity shares held in Company	400 equity shares	2700 equity shares

Route map to the deemed venue of AGM

