

Pitti Engineering Limited

(Formerly Pitti Laminations Limited)

ISO 9001:2015 ISO 14001:2015

www.pitti.in



August 23, 2019

To,
BSE Ltd
Floor 25, P J Towers, Dalal Street
Mumbai - 400 001

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai - 400 051

Scrip Code: 513519

Scrip Code: PITTIENG

Dear Sir,

Sub: Notice of 35th Annual General Meeting under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform you that the 35th Annual General Meeting of the Company is scheduled to be held on Thursday, the September 19, 2019 at 2:30 P.M at the Kohinoor Hall, Hotel Taj Deccan, Road No.1, Banjara Hills, Hyderabad - 500 034.

We are enclosing herewith the Notice of the 35th Annual General Meeting of the Company.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Pitti Engineering Limited



Mary Monica Braganza
Company Secretary & Compliance Officer
CIN: L29253TG1983PLC004141
FCS-5532

CIN: L29253TG1983PLC004141

Registered Office

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NOTICE

Notice is hereby given that the **35th Annual General Meeting of Pitti Engineering Limited (Formerly Pitti Laminations Limited) will be held on Thursday, the 19th day of September 2019 at 2.30 P.M. at the Kohinoor Hall at Hotel Taj Deccan, Road No. 1, Banjara Hills, Hyderabad – 500 034 to transact the following business:**

ORDINARY BUSINESS

- To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2019 and the reports of the Board of Directors and Auditors thereon and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2019 and the reports of the Board of Directors and Auditors thereon placed before this meeting, be and are hereby considered and adopted.”

- To appoint a Director in place of Shri Akshay S Pitti, who retires by rotation and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Akshay S Pitti (DIN:00078760) who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

- To ratify the payment of remuneration to the Cost Auditors for the financial year 2019-20 and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under,

as amended from time to time, the remuneration payable to M/s. S S Zanwar & Associates, Cost Accountants (Firm Registration No.100283), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March 2020 amounting to ₹ 2,00,000/- (Rupees Two lakhs only) plus goods and service tax as applicable and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified.”

- To approve related party transaction for the financial year 2019-20 and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, consent of the Members of the Company be and is hereby accorded to the material related party transactions as per the details given in the explanatory statement annexed to this notice for the financial year 2019-20 on such terms and conditions as may be mutually agreed upon, however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution, sign and execute necessary documents and papers on an ongoing basis

and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalise any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution.”

- To revise the remuneration payable to Shri Sharad B Pitti, Chairman & Managing Director and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in partial modification to the resolution passed by the Members at the 33rd Annual General Meeting held on 6th September 2017 and subject to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Act and subject to such other consent as may be required, approval of Members of the Company be and is hereby accorded for the revision in the remuneration of Shri Sharad B Pitti (DIN 00078716) Chairman & Managing Director of the Company as per the terms and conditions set out in the explanatory statement

annexed to the notice convening this meeting with effect from 1st October 2019 till completion of the remaining period of his present term of appointment viz., 30th April 2022 and that the Board of Directors be and are hereby authorised to alter and vary the terms and conditions including remuneration in such manner as may be agreed to between the Board of Directors and Shri Sharad B Pitti, provided however that the remuneration payable to the Chairman & Managing Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

6. To re-appoint and revise the remuneration payable to Shri Akshay S Pitti, Vice-Chairman & Managing Director and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Act and subject to such other consent as may be required, approval of Members of the Company be and is hereby accorded for the re-appointment of Shri Akshay S Pitti (DIN 00078760) as the Vice-Chairman & Managing Director of the Company for a period of five years from 14th October 2019 to 13th October 2024, liable to retire by rotation as per the terms and conditions set out in the explanatory statement annexed to the notice convening this meeting, and that the Board of Directors be and are hereby authorised to alter and vary the terms and conditions of the said re-appointment

including remuneration in such manner as may be agreed to between the Board of Directors and Shri Akshay S Pitti, provided however that the remuneration payable to the Vice-Chairman & Managing Director shall not exceed the overall ceiling of the total managerial remuneration as provided under Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

7. To re-appoint Shri N R Ganti as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Shri N R Ganti (DIN 00021592), who was appointed as an Independent Director at the 30th Annual General Meeting of the Company and who holds office up to 21st September 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149 (6) of the Act along with the rules framed thereunder and Regulation 16(1) (b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160 (1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term

of five years commencing with effect from 22nd September 2019 up to 21st September 2024.

RESOLVED FURTHER THAT pursuant to Regulation 17 (1A) of the SEBI Listing Regulations, approval be and is hereby given for continuation of Shri N R Ganti, beyond 14th May 2024 as an Independent Director of the Company on account of his attaining the age of 75 years on the said date.”

8. To re-appoint Shri Gummalla Vijaya Kumar as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Shri Gummalla Vijaya Kumar (DIN 00780356), who was appointed as an Independent Director at the 30th Annual General Meeting of the Company and who holds office up to 21st September 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149 (6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 22nd September 2019 up to 21st September 2024.”

9. To re-appoint Shri M Gopalakrishna as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Shri M Gopalakrishna (DIN 00088454), who was appointed as an Independent Director at the 30th Annual General Meeting of the Company and who holds office up to 21st September 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149 (6) of the Act along with the rules framed thereunder and Regulation 16(1) (b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 22nd September 2019 up to 21st September 2024.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval be and is hereby given for re-appointment of Shri M Gopalakrishna as an Independent Director of the Company on account of his having already attained age of 75 years."

10. To re-appoint Ms. Gayathri Ramachandran as an Independent Director and in this

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Ms. Gayathri Ramachandran (DIN 02872723), who was appointed as an Independent Director at the 30th Annual General Meeting of the Company and who holds office up to 21st September 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149 (6) of the Act along with the rules framed thereunder and Regulation 16(1) (b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 22nd September 2019 up to 21st September 2024.

RESOLVED FURTHER THAT pursuant to Regulation 17 (1A) of the SEBI Listing Regulations, approval be and is hereby given for continuation of Ms. Gayathri Ramachandran, beyond 27th September 2023 as an Independent Director of the Company on account of her attaining the age of 75 years on the said date."

11. To re-appoint Shri S Thiagarajan as an Independent Director and in this regard to consider and if thought fit, to pass

the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Shri S Thiagarajan (DIN 02721001), who was appointed as an Independent Director at the 31st Annual General Meeting of the Company and who holds office up to 23rd April 2020 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1) (b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from 24th April 2020 up to 23rd April 2025."

**By order of the Board
For Pitti Engineering Limited**

Mary Monica Braganza
Company Secretary &
Compliance Officer
FCS:5532

Place : Hyderabad
Date : 9th August 2019

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses under Item No. 3 to 11 to be transacted at the Annual General Meeting (AGM) is annexed hereto. The relevant details, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this AGM is also annexed herewith as Annexure 1.

2. **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other member.

The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/ authority, as applicable.

3. Corporate members intending to send their authorised representative to attend the AGM are required to send a certified copy of the Board Resolution authorising them to attend and vote on their behalf at the AGM.

4. Members, Proxies and Authorised Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.

5. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered office of the Company on all working days between 11.00 A.M. and 1.00 P.M. upto the date of this AGM and also at the AGM.

6. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM is done away with vide notification dated 7th May 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly no resolution is proposed for ratification of Auditors who were appointed in the AGM held on 6th September 2017.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 13th September 2019 to Thursday, 19th September 2019 (both days inclusive) in connection with the AGM.

8. Pursuant Regulation 40 of SEBI Listing Regulations, as amended securities of listed companies can be transferred only in dematerialised form with effect from 1st April 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.

9. Members are requested to:

a) Intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details to the Registrar and Transfer Agent of the Company in case of

shares held in physical form and to their Depository Participants in case the shares are held by them in dematerialised form.

b) Consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names. The details of such folios together with the share certificates for consolidation into one folio may be send to the Company or the Registrar and Transfer Agent of the Company.

c) Register/update their e-mail address with the Registrar and Transfer Agent of the Company in case of shares held in physical form and with their Depository Participants in case the shares are held by them in dematerialised form for receiving all communications from the Company electronically.

d) Quote their folio number/client ID/DP ID in all correspondence to the Company and the Registrar and Transfer Agent of the Company.

10. Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2018-19 will also be available on the Company's website viz. www.pitti.in.

11. Members seeking any information with regard to accounts are requested to write to the Company at least 7 days in advance of the AGM, to the attention of the Company Secretary, so as to enable the Company to keep the information ready.

12. As per the provisions of Section 72 of the Companies Act,

2013 the facility for making nomination is available for the members in respect of the shares held by them. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the Registrar and Transfer Agent of the Company, in case the shares are held by them in physical form. Members holding shares in dematerialised form may contact their respective Depository Participants for availing this facility.

13. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.

14. A route map showing directions to reach the venue of the 35th AGM is annexed.

15. E-Voting

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

and Regulation 44 of Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.

- II. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide remote e-voting facility.
- III. The members whose names appear in the Register of Members / List of Beneficial Owners as on Thursday, 12th September 2019 (cut-off date) are entitled to vote on the resolutions set forth in this notice. The e-voting period will commence on Monday, 16th September 2019 (9.00 A.M. IST) and will end on Wednesday 18th September 2019 (5.00 P.M. IST).

During this period, members of the Company holding shares either in physical form or dematerialised form as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

- IV. The Company has appointed Shri Ajay Kishen, Practising Company Secretary (CP No. 5146) as Scrutiniser to conduct and scrutinise the e-voting process and poll at the AGM in a fair and transparent manner.

1. Instruction for e-voting

- A. **In case of members receiving e-mail (for members whose email address are registered with the Company / Registrar)**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 16th September 2019 (9.00 A.M. IST) and will end on Wednesday 18th September 2019 (5.00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date Thursday, 12th September 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form 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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account Bank Details or folio.
	<ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 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 scrutiniser to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. In case of members receiving the physical copy of notice of AGM (for members whose e-mail ids are not registered with the Company/ Depositories):**
- i. Please follow all the steps from S.No. (i) to S.No. (xvii) to cast vote
- C. General Instructions:**
- i. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Thursday, 12th September 2019.
 - ii. Members can opt for only one mode of voting, i.e., either by physical poll or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical poll will be treated as invalid.
 - iii. The facility for voting through polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
 - iv. The member who cast their vote by e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- The Scrutiniser, after scrutinising the votes cast at the meeting through poll and through e-voting will, not later than forty eight hours of conclusion of the Meeting, make a consolidated scrutiniser's report and submit the same to the Chairman. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company www.pitti.in. The results shall simultaneously be communicated to the Stock Exchanges.

Explanatory Statement under section 102 of the Companies Act, 2013

Item No. 3

The Board of Directors of the Company at the meeting held on 6th May 2019, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. S S Zanwar & Associates, Cost Accountants to conduct audit of cost records maintained by the Company for the financial year ending 31st March 2020. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, remuneration of the Cost Auditors needs ratification by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of the notice.

The Board recommends the ordinary resolution set out at Item No. 3 of the notice for approval by the Members.

Item No. 4

Your Company has entered into transactions for purchase and sale of goods and services in its ordinary course of business and on arm's length basis with Pitti Casting Private Limited (PCPL) a related party as defined under Section 2(76) of the Companies Act, 2013. The transactions are dependent on the requirement of the Company for its products from time to time and the ability of supply of specified material by PCPL. During the course of its business the Company also sells its products to PCPL.

The transactions for the year entered/to be entered into with PCPL are in the ordinary course of business and at arm's length basis, hence the provisions of section 188 of the Companies Act, 2013 read with rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 are not applicable.

As per Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 all related party transactions shall require the prior approval of the audit committee and approval of Members in case of material related party transaction. A transaction with

a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of Company as per the last audited financial statements.

The transactions with PCPL for the year 2019-20 in respect of purchase and sale of goods and services in the ordinary course of business and on arm's length basis is estimated at ₹ 135 crores (21.97% of previous year net turnover).

As per Regulation 23 (7) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 all material related party transactions shall require approval of the Members through resolutions and all entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

Except Shri Sharad B Pitti, Shri Akshay S Pitti and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 4 of the notice.

The Board recommends the ordinary resolution set out at Item No. 4 of the notice for approval by the Members

Item No. 5

The Members at the 33rd Annual General Meeting of the Company held on 6th September 2017 approved the appointment Shri Sharad B Pitti as Chairman & Managing Director of the Company for a period of five years from 1st May 2017.

Shri Sharad B Pitti (62 years) is the founder of the Company. He is a visionary and thinks ahead of his times. He has ably provided effective leadership, stewardship and strategic direction to the Company. With his long experience and knowledge of the lamination and engineering industry and emerging marketing prospects, he has mentored and provided guidance to the Vice-Chairman, Key Managerial

Personnel and staff which helped the Company to confidently take up new initiatives. One of the achievements of the Company was to build the new factory at Aurangabad in time, successfully install equipment and commission the plant and machinery on schedule. This has started to transform the company and raise its quality and delivery packages to global standards.

Shri Sharad B Pitti is a Director on Pitti Casting Private Limited, Pitti Electrical Equipment Private Limited, Pitti Holdings Private Limited, Pitti Components Limited, Pitti Trade and Investment Private Limited, Janisha Towers Limited and Tanzil Vanijya Limited. He does not hold any Committee positions in these companies.

Shri Sharad B Pitti holds 39,20,306 equity shares of the Company.

Shri Sharad B Pitti is currently drawing a salary of ₹ 3,85,000/- per month. There has been no revision in his salary since 1st May 2012.

The Nomination and Remuneration Committee at their meeting held on 17th July 2019 had after taking into account the financial position of the company, trend in the industry, appointee's qualification, experience, past performance, past remuneration, etc., had recommended an upward revision in the remuneration of Shri Sharad B Pitti.

The Board at its meeting held on 9th August 2019, on the recommendation of the Nomination and Remuneration Committee considered and approved the upward revision in the remuneration of Shri Sharad B Pitti with effect from 1st October 2019 till completion of the remaining period of his present term of appointment viz., 30th April 2022 subject to the approval of Members on the following terms and conditions:

Remuneration

- Basic Salary ₹ 3,85,000/- per month
- HRA ₹ 1,54,000/- per month
- Other allowances ₹ 2,32,948/- per month

- d) Leave travel allowance as per rules of the Company.
- e) Contribution to Provident Fund and Gratuity as per rules of the Company in force.
- f) Provision of car for use in Company's business and telephone at residence / and usage of cell phones.
- g) Annual increments / increases as may be decided by the Board of Directors from time to time within the limits specified under Companies Act, 2013 and the SEBI Listing Regulations as amended from time to time.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, wherein any financial year, during the tenure of the Chairman & Managing Director the Company has no profits or its profits are inadequate, the Company shall pay to him the above remuneration by way of salary, benefits, perquisites and allowances as specified above.

This explanatory statement and the resolution at Item No. 5 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

Except Shri Sharad B Pitti, Shri Akshay S Pitti and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of the notice.

The Board recommends the ordinary resolution set out at Item No. 5 of the notice for approval by the Members.

Item No. 6

Shri Akshay S Pitti (33 years) is a Commerce Graduate and has been in Whole-Time-Director position since 14th October 2004. Shri Akshay S Pitti possesses top management experience in all facets of project management and manufacturing. Under his able leadership, the Company has added many reputed and prestigious clients. He has provided commendable planning and

executive leadership, resulting in a higher level of production, productivity and profitability.

Shri Akshay S Pitti is currently drawing a salary of ₹ 3,85,000/- per month. There has been no revision in his salary since 1st May 2012.

The Nomination and Remuneration Committee at their meeting held on 17th July 2019 had after taking into account the financial position of the company, trend in the industry, appointee's qualification, experience, past performance, past remuneration, etc., had recommended the re-appointment of Shri Akshay S Pitti as Vice-Chairman & Managing Director of the Company for a period of 5 years from 14th October 2019 with an upward revision in his remuneration.

The Board at its meeting held on 9th August 2019, on the recommendation of the Nomination and Remuneration Committee considered and approved the re-appointment of Shri Akshay S Pitti, Vice-Chairman & Managing Director of the Company for a further period of 5 years from 14th October 2019 subject to the approval of Members on the following terms and conditions:

Remuneration

- a) Basic Salary ₹ 3,85,000/- per month
- b) HRA ₹ 1,54,000/- per month
- c) Other allowances ₹ 2,32,948/- per month
- d) Leave travel allowance as per rules of the Company.
- e) Contribution to Provident Fund and Gratuity as per rules of the Company in force.
- f) Provision of car for use in Company's business and telephone at residence / and usage of cell phones.
- g) Annual increments / increases as may be decided by the Board of Directors from time to time within the limits specified under Companies Act, 2013 and the SEBI Listing regulations as amended from time to time.

Minimum Remuneration

Notwithstanding anything to the contrary herein contained, wherein

any financial year, during the tenure of the Vice-Chairman & Managing Director the Company has no profits or its profits are inadequate, the Company shall pay to him the above remuneration by way of salary, benefits, perquisites and allowances as specified above.

Shri Akshay S Pitti is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to continue to act as Vice-Chairman & Managing Director. The profile of Shri Akshay S Pitti along with details as required under Regulation 36 of SEBI Listing Regulations and the Secretarial Standards on General Meetings is furnished in Annexure - 1 to this notice.

This explanatory statement and the resolution at Item No. 6 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

Except Shri Sharad B Pitti, Shri Akshay S Pitti and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 6 of the notice.

The Board recommends the ordinary resolution set out at Item No. 6 of the notice for approval by the Members.

Item No. 7 to 11

The Members at the 30th Annual General Meeting of the Company held on 22nd September 2014 approved the appointment of Shri N R Ganti, Shri Gummalla Vijaya Kumar, Shri M Gopalakrishna and Ms. Gayathri Ramachandran as Independent Directors of the Company for a period of five years with effect from 22nd September 2014. The said Directors will complete their respective terms on 21st September 2019.

The Members at the 31st Annual General Meeting of the Company held on 28th September 2015 approved the appointment of Shri S Thiagarajan as Independent Director of the Company for a period of five years from 24th April 2015 upto 23rd April 2020.

The Nomination and Remuneration Committee at their meeting held on 17th July 2019 recommended the re-appointment of Shri N R Ganti, Shri Gummalla Vijaya Kumar, Shri M Gopalakrishna, Ms. Gayathri Ramachandran and Shri S Thiagarajan as Independent Directors for a second term of consecutive five years.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee considers that in view of the skills, experience, knowledge and contribution made by the Independent Directors during their tenure of the first term, it would be of immense benefit to the Company to continue to have their association with the Company as Independent Directors.

Accordingly, it is proposed to re-appoint Shri N R Ganti, Shri Gummalla Vijaya Kumar, Shri M Gopalakrishna, Ms. Gayathri Ramachandran and Shri S Thiagarajan as Independent Directors of the Company, not liable to retire by rotation, for a second term of five consecutive years on the Board of the Company. Further in the opinion of the Board, the said Directors are independent of the Management.

The aforesaid Directors have given their consent for re-appointment and have also provided declarations stating that they meet the criteria of independence as provided in the Companies Act, 2013 and SEBI Listing Regulations. They have also confirmed that they are not disqualified from being appointed as a Directors.

The Company has also received notice in writing in the prescribed manner as required by section 160 of the Companies Act, 2013 proposing the candidature of these Directors as Independent Directors of the Company.

In terms of Regulation 17 (1A) of SEBI Listing Regulations appointment of a Non-Executive Director beyond the age of 75 years requires the consent of the Members by way of a special resolution. In view of the significant benefits reaped by the Company from the experience, expertise and mature advice to the business of the Company, the Board recommends the re-appointment of Shri M Gopalakrishna (aged 80 years) as Independent Directors and for continuation of Shri N R Ganti as Independent Director beyond 14th May 2024 on account of his attaining the age of 75 years on that date and Ms. Gayathri Ramachandran as Independent Director beyond 27th September 2023 on account of her attaining the age of 75 years on that date.

The Independent Directors are paid remuneration by way of sitting fees for attending the meetings of

the Board or Committees thereof and reimbursement of expenses for participating in the Board and Committee meetings.

Copies of the draft letter of appointment of Shri N R Ganti, Shri Gummalla Vijaya Kumar, Shri M Gopalakrishna, Ms. Gayathri Ramachandran and Shri S Thiagarajan setting out the terms and conditions of appointment is available for inspection by the Members at the registered office of the Company on all working days from 11.00 A.M. to 1.00 P.M.

Shri N R Ganti, Shri Gummalla Vijaya Kumar, Shri M Gopalakrishna, Ms. Gayathri Ramachandran and Shri S Thiagarajan are interested in their respective resolution for re-appointment. Relatives of the said Director's may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 7 to 11 of the notice.

The profile of the Independent Directors along with details as required under Regulation 36 of SEBI Listing Regulations and the Secretarial Standards on General Meetings is furnished in Annexure - 1 to this notice.

**By order of the Board
For Pitti Engineering Limited**

Mary Monica Braganza
Company Secretary & Compliance Officer
FCS:5532

Place : Hyderabad
Date : 9th August 2019

Annexure-1

Information about the Directors proposed to be appointed / re-appointed

Name of the Director	Shri Akshay S Pitti	Shri N R Ganti
DIN	00078760	00021592
Date of Birth	28.10.1985	14.05.1949
Age	33 years	70 years
Profile, Qualification and experience	Shri Akshay S Pitti is a Commerce Graduate. He possesses top management experience in all facets of project management and manufacturing. Under his leadership, the company has added many reputed and prestigious clients. He has provided commendable planning and executive leadership, resulting in a higher level of production, productivity and profitability.	Shri N R Ganti is a Post-Graduate in Business Administration and had started his career in the field of banking with the State Bank of India and later took up management consultancy services. He has been a corporate investment advisor to several of companies and gave productive advice to the companies in organising funds through private placements and preferential issues. He established a software company, which was later divested to a large industrial group.
Expertise in specific functional area	Industrial Management	Industrial Management
Terms and conditions of Re-appointment	As set out in the resolution at item no. 6 of this notice read with the explanatory statement thereto.	Non-Executive Independent Director as per existing terms and conditions.
Remuneration proposed to be paid	As set out in the resolution at item no. 6 of this notice read with the explanatory statement thereto.	Sitting fees as approved by the Board
Remuneration drawn during the financial year 2018-19	Remuneration as disclosed in the report on Corporate Governance forming part of the annual report for the FY 2018-19	Sitting fees as disclosed in the report on Corporate Governance forming part of the annual report for the FY 2018-19
Date of first appointment on the Board	14.10.2004	16.10.2002
Shareholding in the Company as on 31 st March 2019	27,49,100 equity shares	1600 equity shares
Number of meetings of the Board attended during the financial year 2018-19	4	4
Relationship with other Directors/Key Managerial Personnel	Son of Shri Sharad B Pitti, Chairman & Managing Director	Not related to any Director / Key Managerial Personnel
Directorship of other Boards as on date of AGM notice	Pitti Casting Pvt. Ltd. Pitti Electrical Equipment Pvt. Ltd. Pitti Holding Pvt. Ltd. Pitti Components Ltd. Pitti Trade and Investment Pvt. Ltd. AA Plus Infotech Pvt. Ltd. Uttaranchal Metal Powder Pvt. Ltd.	Nil
Membership / Chairmanship of Committees of other Boards	Nil	Nil

Name of the Director	Shri Gummalla Vijaya Kumar	Shri M Gopalakrishna
DIN	00780356	00088454
Date of Birth	23.10.1955	12.01.1939
Age	63 years	80 years
Profile, Qualification and experience	Shri Gummalla Vijaya Kumar is a Bachelor of Law and is a practicing advocate at the High Court of Telangana. He has also been a Government Pleader for revenue for the united state of Andhra Pradesh. With over 37 years of experience in practicing law, he brings a wealth of legal expertise to the board.	Shri M. Gopalakrishna is a Graduate in Science and Law and is also an IAS (Retd). He joined Indian Administrative Service (IAS) in 1962. Worked under the Governments of Assam, Andhra Pradesh and Government of India. He has wide and varied administrative, corporate and managerial experience of nearly six decades in Government and the Public Sector in the promotion, development and regulation of industry and power utilities. He is also the recipient of the Member of the year Award for the year 2018-2019 awarded by the Hyderabad Management Association; Bhishma Award awarded in 2018 by the International Knowledge and Opportunities Network (IKON), Hyderabad; Dean Paul H Appleby Award of IIPA for distinguished services to public awarded in 2017 and Rajiv Gandhi Sadbhavana Award, Hyderabad in 2017 among the many other awards he holds.
Expertise in specific functional area	Law	Industrial Management
Terms and conditions of Re-appointment	Non-Executive Independent Director as per existing terms and conditions.	Non-Executive Independent Director as per existing terms and conditions.
Remuneration proposed to be paid	Sitting fees as approved by the Board.	Sitting fees as approved by the Board.
Remuneration drawn during the financial year 2018-19	Sitting fees as disclosed in the report on Corporate Governance forming part of the annual report for the FY 2018-19	Sitting fees as disclosed in the report on Corporate Governance forming part of the annual report for the FY 2018-19
Date of first appointment on the Board	28.08.2006	28.06.2007
Shareholding in the Company as on 31 st March 2019	20 equity shares	Nil
Number of meetings of the Board attended during the financial year 2018-19	4	4
Relationship with other Directors/Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Directorship of other Boards as on date of AGM notice	Nil	Suven Life Sciences Ltd. (Listed) Olectra Greentech Ltd. (Listed) BGR Energy Systems Ltd. (Listed) The Andhra Petrochemicals Ltd. (Listed) Prabhat Agri Biotech Ltd. NSL Textiles Ltd. Avra Synthesis Pvt. Ltd. Avra Laboratories Pvt. Ltd. NSL Renewable Power Pvt. Ltd.

Name of the Director	Shri Gummalla Vijaya Kumar	Shri M Gopalakrishna
Membership / Chairmanship of Committees of other Boards	Nil	Suven Life Sciences Ltd. Audit Committee (M) Stakeholders Relationship Committee (C) Remuneration Committee (M)
	Nil	Olectra Greentech Ltd. Audit Committee (M) Stakeholders Relationship Committee (M) Remuneration Committee (M) CSR Committee (C)
		BGR Energy Systems Ltd. Audit Committee (M) Stakeholders Relationship Committee (C)
		Prabhat Agri Biotech Ltd. Audit Committee (M) Remuneration Committee (M) CSR Committee (M)
		NSL Textiles Ltd. Audit Committee (M) Remuneration Committee (C)
		NSL Renewable Power Pvt. Ltd. Audit Committee (M) Remuneration Committee (M) CSR Committee (M)

Name of the Director	Ms. Gayathri Ramachandran	Shri S Thiagarajan
DIN	02872723	02721001
Date of Birth	27.09.1948	30.12.1954
Age	70 years	63 years
Profile, Qualification and experience	Ms. Gayathri Ramachandran holds a Master's Degree in Economics and Development Economics, she is also an IAS (Retd) officer with over 38 years of experience as a senior bureaucrat with Government of India and Government of Andhra Pradesh. Ms. Gayathri has held various national and international positions with the Government of India in the Ministries of Power, Petroleum, Chemical & Fertilisers and Civil Aviation. She has also served as Special Secretary to the Government of Andhra Pradesh. She has made significant contribution to reforms and restructuring of power sector and formulating guidelines in the management of Power and Energy sectors.	Shri S Thiagarajan, is a Chartered Accountant with rich expertise in financial and management accounting. He has held various prestigious positions in NMDC for over 15 years and served as a Board member on various associates of NMDC. He has hands-on experience in corporate financial roles in local and global context. He is a partner of Ramamoorthy (N) & Co, Chartered Accountants
Expertise in specific functional area	Industrial Management	Accountancy, Audit and Finance
Terms and conditions of Re-appointment	Non-Executive Independent Director as per existing terms and conditions.	Non-Executive Independent Director as per existing terms and conditions.
Remuneration proposed to be paid	Sitting fees as approved by the Board.	Sitting fees as approved by the Board.

Name of the Director	Ms. Gayathri Ramachandran	Shri S Thiagarajan	
Remuneration drawn during the financial year 2018-19	Sitting fees as disclosed in the report on Corporate Governance forming part of the annual report for the FY 2018-19	Sitting fees as disclosed in the report on Corporate Governance forming part of the annual report for the FY 2018-19	
Date of first appointment on the Board	22.09.2014	24.04.2015	
Shareholding in the Company as on 31 st March 2019	Nil	Nil	
Number of meetings of the Board attended during the financial year 2018-19	3	4	
Relationship with other Directors/Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	
Directorship of other Boards as on date of AGM notice	SKIL Infrastructure Ltd. (Listed) JPT Securities Ltd. (Listed) KLG Capital Services Ltd. (Listed) Gujarat-Dwarka Portwest Ltd. SKIL-Himachal Infrastructure and Tourism Ltd. Verona Capital Ltd. Navi Mumbai Smart City Infrastructure Ltd. Karanja Logistics Pvt. Ltd. Tooquick Technologies Pvt. Ltd.	Nil	
Membership / Chairmanship of Committees of other Boards	SKIL Infrastructure Ltd.	Audit Committee (M) Stakeholders Relationship Committee (C) Nomination and Remuneration Committee (M)	Nil
	JPT Securities Ltd.	Audit Committee (M) Nomination and Remuneration Committee (M)	
	KLG Capital Services Ltd.	Audit Committee (M) Nomination and Remuneration Committee (M)	
	Gujarat-Dwarka Portwest Ltd.	Audit Committee (M) Nomination and Remuneration Committee (M)	
	SKIL-Himachal Infrastructure and Tourism Ltd.	Audit Committee (M) Remuneration Committee (C)	



PITTI ENGINEERING LIMITED

[Formerly Pitti Laminations Limited]

CIN: L29253TG1983PLC004141

Registered Office: 6-3-648/401, IV Floor, Padmaja Landmark, Somajiguda, Hyderabad – 500 082

Website: www.pitti.in, Email: shares@pitti.in

Tel: +90-4023312774, 23312770, Fax: +91-40-23393985

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Meeting Hall)

I hereby record my presence at the 35th Annual General Meeting of the members of the Company held on Thursday, 19th September 2019 at 2:30 P.M. at the Kohinoor Hall at Hotel Taj Deccan, Road No. 1, Banjara Hills, Hyderabad – 500 034

Folio No. : DP ID : Client ID* :

Full Name & Address of the Member in Block Letters :

.....

No. of Shares (held) :

.....

Name of the proxy (if any) in Block Letters :

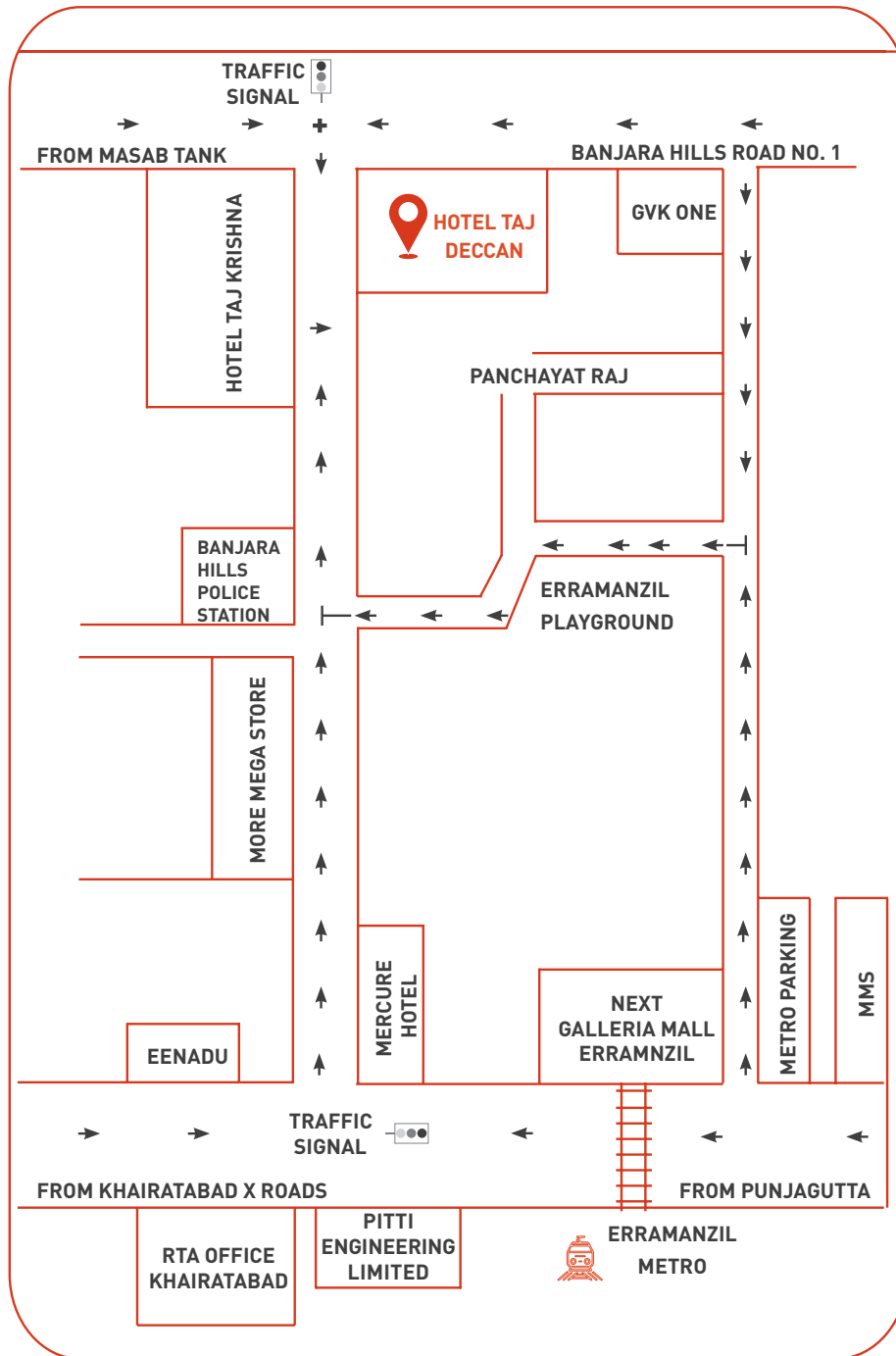
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.....
Signature of the Shareholder / Proxy

*Strike out whichever is not applicable

Route Map to the Venue of the 35th Annual General Meeting

Venue : Kohinoor Hall at Hotel Taj Deccan, Road No. 1, Banjara Hills, Hyderabad – 500 034.
Day & Date : Thursday, 19th September 2019
Time : 2:30 P.M.





PITTI ENGINEERING LIMITED

[Formerly Pitti Laminations Limited]

CIN: L29253TG1983PLC004141

Registered Office: 6-3-648/401, IV Floor, Padmaja Landmark, Somajiguda, Hyderabad – 500 082

Website: www.pitti.in, Email: shares@pitti.in

Tel: +90-4023312774, 23312770, Fax: +91-40-23393985

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]

Name of the Members(s) :

Registered Address :

E-mail ID :

Folio No./DP ID/Client ID :

I/We being the member(s) of Pitti Engineering Limited holding shares of the above named company, hereby appoint

1) Name :

Address :

Email :

Signature : or failing him/her

2) Name :

Address :

Email :

Signature : or failing him/her

3) Name :

Address :

Email :

Signature :

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 35th Annual General Meeting of the Company, to be held on Thursday, 19th September 2019 at 2:30 P.M. at the Kohinoor Hall, Hotel Taj Deccan, Road No.1, Banjara Hills, Hyderabad – 500 034 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	Optional*	
		For	Against
1.	Adoption of the audited financial statements of the Company for the financial year ended 31 st March 2019 and the reports of the Board of Directors and Auditors thereon.		
2.	Appointment of Shri Akshay S Pitti, Director retiring by rotation.		
3.	Ratification of the remuneration of the Cost Auditors for the financial year ending 31 st March 2020.		
4.	Approval of Related Party Transactions for the financial year 2019-20.		
5.	Revision of remuneration payable to Shri Sharad B Pitti, Chairman & Managing Director.		
6.	Re-appointment and revision of remuneration payable to Shri Akshay S Pitti, Vice-Chairman & Managing Director.		
7.	Re-appointment of Shri N R Ganti as an Independent Director.		
8.	Re-appointment of Shri Gummalla Vijaya Kumar as an Independent Director.		
9.	Re-appointment of Shri M Gopalakrishna as an Independent Director.		
10.	Re-appointment of Ms. Gayathri Ramachandran as an Independent Director.		
11.	Re-appointment of Shri S Thiagarajan as an Independent Director.		

Signed this day of 2019

Signature of the Shareholder

Signature of the Proxy Holder

**Affix
Revenue
Stamp**

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

* It is optional to indicate your preference. If you leave the for or against column blank against any or all resolutions, your proxy will be entitled to vote in a manner as he / she may think appropriate.