

30 May, 2024

<b>The Manager-Listing Department</b> National Stock Exchange of India Limited, 'Exchange Plaza', C-1, Block -G Bandra Kurla Complex, Bandra -East Mumbai-400051	<b>Listing Department</b> BSE Limited Phiroze Jeejeebhoy Towers 25 <sup>th</sup> Floor, Dalal Street Mumbai- 400001
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**Sub** : Intimation of Notice of 32nd 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 Thirty Second Annual General Meeting ("AGM") of the members of the Company will be held on Thursday, June 27, 2024 at 11:00 A.M. through Video Conferencing / Other Audio Visual Means(VC/OAVM) facility and also physically at the Registered office of the Company at Kodiyat 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](http://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 21-06-2024 to 27-06-2024 (both dates inclusive) for the purpose of 32nd 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, 24.06.2024 at 09:00 A.M. and ends on Wednesday, 26.06.2024 at 05:00 P.M.** During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Thursday, June 20, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The instructions for remote e-voting process as well as the e-voting system on the date of the AGM are given in the Notice of AGM.

Kindly take the above on your records.

Thanking you,  
Yours Faithfully,  
**For PIL ITALICA LIFESTYLE LIMITED**

**Rajat Raja Kothari**  
(Company Secretary)

# Notice of Thirty Second Annual General Meeting

NOTICE is hereby given that the Thirty Second Annual General Meeting (AGM) of the Members of **PIL Italica Lifestyle** Limited will be held on Thursday June 27, 2024 at 11.00 a.m. through the Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility and the 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

1. To receive, consider and adopt the Balance Sheet as at March 31, 2024 and statement of Profit and Loss Account for the year ended on that date, the Report of Directors and Auditors' thereon; and
2. To appoint a Director in place of Mr. Narendra Bhanawat (DIN: 00146824), who retires by rotation and being eligible, has offered himself for reappointment.

## SPECIAL

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder, read with Schedule IV of the Act and regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on recommendation made by the Nomination and Remuneration Committee of the Board of Directors of the Company, Ms. Sonal Mantri (DIN: 10616908), 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 the SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years commencing from May 09, 2024 up to May 08, 2029 (both days inclusive), not liable to retire by rotation.

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

Registered Office:  
Kodyat Road, Village: Sisarma  
Udaipur: 313031

By Order of the Board of Directors

Dated: May 09, 2024

Sd/-  
**Rajat Raja Kothari**  
Company Secretary  
M. No.: A51610

## Note:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020,20/2020, 02/2021, 19/2021, 21/2021 and 11/2022 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and December 28, 2022 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 32<sup>nd</sup> AGM of the Company is being conducted through VC/OAVM Facility and through physical presence of members at a common venue. The venue for the 32<sup>nd</sup> AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 21 and available at the Company's website [www.italica.com](http://www.italica.com).
2. In continuation of this Ministry's General Circular No.21/2021, dated December 14, 2022 General Circular 02/2022 dated May 05, 2022 and General Circular No. 11/2022 on dated December 28, 2022 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2023, or 2024 become due in the year 2023 or 2024, to conduct their AGMs on or before September 30, 2024, 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.
3. A Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of Item No. 3 of the accompanying Notice are annexed hereto.
4. Brief Resume and other details of the Director seeking reappointment/appointment under Item No. 2 and 3 of the accompanying Notice, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”) and Secretarial Standard-2 issued by The Institute of Company Secretaries of India, is annexed hereto.
5. Pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, issued by the Securities and Exchange Board of India, the facility to appoint proxy to attend and cast vote for the members is available for this AGM as it is conducted through electronic mode as well as physical mode and hence the Proxy Form and Attendance Slip are annexed to this Notice.
6. As per Securities and Exchange Board of India (SEBI) norms, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or transmission/transposition of shares. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's Registrar and Transfer Agents. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, copy of PAN card of both transferor and transferee for registration of transfer of shares are required to furnish to the Company/Registrar and Share Transfer Agent of the Company.
7. All the Members who are physical present in the meeting as well as the members who are attending the AGM through VC/OAVM will also be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 as per Ministry of Corporate Affairs circular issued on dated May 05, 2020.
8. In line with the Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 13, 2022, January 05, 2023 and September 25, 2023, the Notice of AGM along with Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that Notice and Annual Report 2023-24 has been uploaded on the website of the Company at [www.italica.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://www.evotingindia.com).
9. The Register of Members and Share Transfer Books of the Company shall remain closed from June 21, 2024 to June 27, 2024 (both days inclusive).
10. Institutional/Corporate Shareholders (other than individuals/HUF, NRL, etc.) are required to send a scanned copy (PDE/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to [caashokmodi@gmail.com](mailto:caashokmodi@gmail.com).

## NOTICE

11. The Company has depository connectivity for holding share in demat/electronic form and therefore equity shares of the Company may also be held in the electronic form with any DP, with whom the members/investors are having their depository account. The ISIN No. for the Equity Shares of the Company is INE600A01035. Members holding shares in physical form are requested to convert their holding into dematerialized form to eliminate risks associated with physical shares. Members can contact Company's Registrar and Share Transfer Agent for assistance in this regard.
12. In case of Joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
14. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
15. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical mode. The Members who are desirous of availing this facility may kindly write to Company's R & T Agent for nomination form by quoting their folio number.
16. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
17. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
18. The Company has a dedicated E-mail address: [investor@italica.com](mailto:investor@italica.com) for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your query at the earliest.
19. To support the 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with PILL in case the shares are held by them in physical form.
20. Since the AGM will be held through VC/OAVM and Physically at the Registered Office of the Company, therefore the Route Map is annexed in this Notice.
21. **Process and manner for members opting for voting through Electronic means:**

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

**Step 1:** Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

  - (i) The voting period begins on June 24, 2024 at 9 a.m. and ends on June 26, 2024 at 5 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 June 20, 2024 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 December 09, 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.

## NOTICE

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.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 e-mail Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"><li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li></ol>

## NOTICE

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below: (Contd.)

Type of shareholders	Login Method
	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/either">https://www.evoting.nsd.com/either</a> on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period 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 above mentioned 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1) The shareholders should log on to the e-Voting website [www.evotingindia.com](http://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.

## NOTICE

- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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:

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### For Physical shareholders and other than individual shareholders holding shares in Demat.

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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"><li>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.</li></ul>
Dividend Bank Details <b>OR</b> 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"><li>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.</li></ul>

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- (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 **PIL ITALICA LIFESTYLE LIMITED** (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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non-Individual Shareholders and Custodians – For Remote Voting only:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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 email-ed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## NOTICE

- 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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 mandatory 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 e-mail address [viz:corporate@italica.com](mailto:viz:corporate@italica.com), if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.
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 **10 days prior to meeting** mentioning their name, demat account number/folio number, e-mail id, mobile number at [corporate@italica.com](mailto:corporate@italica.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, e-mail id, mobile number at [corporate@italica.com](mailto:corporate@italica.com). The Company will reply to these queries suitably by e-mail.
  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/EGM 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 EGM/AGM.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for e-Voting. The Company also proposes to provide the option of voting by means of poll paper at the venue of Meeting in addition to the remote electronic voting mentioned above.
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 e-Voting.
3. The facility for voting through poll paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-Voting shall be able to exercise their right at the meeting. 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/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.

10. If any Votes are cast by the shareholders through the e-Voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

### PROCESS FOR THOSE SHAREHOLDERS WHOSE E-MAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. **For Physical shareholders:** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by e-mail to [corporate@italica.com](mailto:corporate@italica.com) / [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)



## NOTICE

2. **For Demat shareholders:** Please update your e-mail id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders:** Please update your e-mail id & mobile no. with your respective **Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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

22. 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 chairperson 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](http://www.italica.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com) and shall 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**

Ms. Sonal Mantri was appointed as an Additional Independent Director of the Company on May 09, 2024 and she holds office up to the date of ensuing annual general meeting. It is proposed to appoint her as Non-Executive Independent Director of the Company for a period of five years and that in the opinion of the Board she fulfilled the conditions specified in this Act for appointment as Independent Director. The Board also opined that she possesses appropriate skill, experience and knowledge as required occupying the position of an Independent Director. Nomination and Remuneration Committee has already recommended her appointment.

The Company has received from Ms. Sonal Mantri (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013.

This resolution is put before shareholders to seek their approval by way of a Special Resolution. None of the Directors, Key Managerial Personnel and their relatives of the Company are in any way concerned or interested, financially or otherwise in the proposed resolution set out in item no.3 in Notice.

Registered Office:  
Kodiyat Road, Village: Sisarma  
Udaipur: 313031

By Order of the Board of Directors

Dated: May 09, 2024

Sd/-  
**Rajat Raja Kothari**  
Company Secretary  
M. No.: A51610

**NOTICE**

**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:**

<b>Name of Director</b>	<b>Sonal Mantri</b>	<b>Narendra Bhanawat</b>
DIN	10616908	00146824
Nationality	Indian	Indian
Date of Birth	18.02.1988	29.06.1967
Date of Appointment on the Board	09.05.2024	12.02.2002
Qualifications	Company Secretary	Graduate in Commerce
Nature of Expertise	Corporate and Secretarial Law	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	None	None
Committee Membership/ Chairmanship in other Companies	None	None
No. of equity shares held in Company	Nil	400 equity shares

NOTICE

# PIL ITALICA LIFESTYLE LIMITED

(CIN: L25207RJ1992PLC006576) Regd. Office: Kodyat Road, Village: Sisarma, Udaipur (Rajasthan): 313031  
Tel. +91 0294 2432272 • Website: [www.italica.com](http://www.italica.com) • E-mail: [info@italica.com](mailto:info@italica.com)

## Form No. MGT-11

### PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule No 19(3) of the Companies (Management and Administration) Rules, 2014)

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

I/We, being the member(s) of ..... shares of **Pil Italica Lifestyle Limited**, hereby appoint

- (1) Name: ..... Address: .....  
E-mail ID: ..... Signature: .....or failing him/her;
- (2) Name: ..... Address: .....  
E-mail ID: ..... Signature: .....or failing him/her;

as my/our proxy, to attend and vote (on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Thursday, 27<sup>th</sup> day of June, 2024, at 11:00 a.m., at Kodyat Road, Village: Sisarma, Udaipur (Raj.): 313031 and at any adjournment thereof in respect of such resolutions as are indicated below:

- Resolution No.
1. ....
  2. ....
  3. ....
  4. ....
  5. ....

Affix  
Revenue  
Stamp of  
₹ 1/-

Signed this..... day of ..... 2024

Signature of Shareholder.....

Signature of Proxyholder(s).....

### Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting.
2. The member/Proxies/Authorised Representatives are advised to bring original photo identity for verification.
3. Please complete all details including details of member(s) in above box before submission.

NOTICE

# PIL ITALICA LIFESTYLE LIMITED

(CIN: L25207RJ1992PLC006576) Regd. Office: Kodyat Road, Village: Sisarma, Udaipur (Rajasthan): 313031  
Tel. +91 0294 2432272 • Website: [www.italica.com](http://www.italica.com) • E-Mail: [info@italica.com](mailto:info@italica.com)

## ATTENDANCE SLIP

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Regd. Folio No.

---

D.P. ID.

---

Client ID.

---

No. of Shares held

---

Name and Address of the First Shareholder (IN BLOCK LETTERS)

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Name of the Joint holder (if any)

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I/we hereby record my/our presence at the 32<sup>nd</sup> Annual General Meeting of the Members of **PIL ITALICA LIFESTYLE LIMITED** held on Thursday, June 27, 2024 at 11:00 a.m. at the registered office of the Company situated at Kodyat Road, Vill.: Sisarma, Udaipur (Raj.): 313031.

.....

Member's/Proxy's Name in Block Letters Member's/Proxy's Signature

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

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

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

### Route map to the Venue of AGM

