



PEACOCK INDUSTRIES LIMITED

CIN : L25207RJ1992PLC006576

Regd. Office : Kodiyat Road, Village : Sisarma, UDAIPUR (Rajasthan)-313031

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

Website : www.italicafurniture.com

E-mail : info@italicafurniture.com

NOTICE

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of PEACOCK INDUSTRIES LIMITED will be held at the Registered Office of the Company at Kodiyat Road, Village : Sisarma, District : Udaipur -313 031 on Thursday, 30th July, 2015, at 9.00 A.M. to transact the following business:

ORDINARY BUSINESS :

- (1) To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2015, along with the Reports of the Board of Directors and Auditors' thereon.
- (2) To appoint a Director in place of Mr. Mukesh Kumar Kothari (DIN : 3103336), who retires by rotation and being eligible offers himself for reappointment.
- (3) To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS :

- (4) To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approvals, sanctions, consents, permissions of all the concerned authorities as may be necessary, the Consent of the members be and is hereby accorded for the revision in remuneration payable to Mr. Narendra Bhanawat (DIN: 00146824), as a Whole Time Director and Chief Financial Officer of the Company with effect from 01.04.2015 as under:

Remuneration:

- (a) Basic Salary is Rs. 11925/- per month in the scale of Rs. 11925-325-16800/- per month
- (b) (i) Perks and Allowances : 90% of the basic salary.
- (ii) Conveyance Allowance Rs 1300/- per month and Uniform Allowance Rs.500/-per month.
- (iii) P.F. Contribution & Gratuity : as per Company's rules

RESOLVED FURTHER THAT the Company be and is hereby approves the revision in remuneration as per the existing agreement between the Company and Mr. Narendra Bhanawat, Whole Time Director and Chief Financial Officer of the Company, as specified in the draft supplemental agreement, a copy whereof submitted in this meeting and initialed by the Chairman for the purpose of identification and the Board be and is hereby authorized to execute agreement under the same terms and conditions.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to vary, modify or alter different components of the aforesaid remuneration as may be agreed by the Board of Directors not exceeding the limits specified in Schedule V to the Companies Act, 2013 and for the purpose of giving effect to the said resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in this regard."

- (5) To consider and, if thought fit, to pass with or without modification(s), if any, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 29 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approvals, sanctions, consents, permissions of all the concerned authorities as may be necessary, the name of the Company be changed from PEACOCK INDUSTRIES LIMITED to PIL ITALICA LIFESTYLE LIMITED as made available by Registrar of Companies, Rajasthan and that the name be substituted wherever it appears in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion considers necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the change in name of the Company and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be proper, desirable or expedient, as it may deem fit."

Registered Office :
Kodiyat Road,
Vill : Sisarma, Distt: Udaipur
PIN : 313031
Place : Udaipur
Date : 25-06-2015

By Order of the Board of Directors

Aditi Parmar
Company Secretary

Note :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. (Copy of Proxy form is attached). The instrument appointing the proxy must be deposited at the Company's Registered Office of the company, duly completed and signed, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of the members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the company may appoint single person as proxy and such other person shall not act as a proxy for any other person or shareholder.
2. The Share Transfer Books of the Company shall remain closed from 27-7-2015 to 30-7-2015 (both days inclusive).
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of items no. 4 and 5 of the Notice as set out above, is annexed hereto.



4. Members/proxies attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
5. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
6. Any query related to accounts should be notified to the Company at least 7 days before the date of the Annual General Meeting.
7. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Securities and Exchange Board of India has mandated compulsory trading of the Company's equity shares in demat form for all the investors. The International Securities Identification number (ISIN) code is INE 600A01027.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Electronic copy of the Notice of the 23rd AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 23rd AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

11. Voting Through Electronic Means

I. Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). For the aforesaid purpose the Company has appointed Mr. Ashok Modi on behalf of M/s A. Modi & Co. Chartered Accountants as Scrutinizer who shall scrutinize the e-voting process in a fair and transparent manner. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

The instructions for members for voting electronically are as under:-

A. In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) 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. 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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 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 Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account 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 number of shares held by you as on the cut off date in the Dividend Bank details field.

(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 changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- NON INDIVIDUAL SHAREHOLDERS (i.e. other than Individuals, HUF, NRI etc.) and Custodians etc. are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account (s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the account they would be able to cast their vote.
- They should upload a scanned copy of the Board resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizor to verify the same.

B. In case of members receiving the physical copy:

- I. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- II. The voting period begins on 25-07-2015 (09.00 a.m.) and ends on 29-07-2015 (05.00 p.m.) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (*record date*) of **21st July 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- III. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Statement Pursuant to Section 102(1) of the Companies Act,2013

The following statement sets out all material facts relating to the Special Business mentioned in the Annexure to Notice.

Item no.4

Mr. Narendra Bhanawat (DIN: 00148624) working hitherto as Whole Time Director of the company has also been appointed as Chief Financial Officer of the Company with effect from 23.3.2015. Mr. Narendra Bhanawat is looking after the buiseness activities of the Company in the areas such as Finance, Purchase,Marketing etc.

In view of growth in buiseness activities,the management of the Company is satisfied with his present working conditions and decided to assign him the responsibilities of Chief Financial Officer in addition to his present responsibilities.The Board of Directors considered it just,fair and reasonable to revise the remuneration of Mr. Narendra Bhanawat for his remaining tenure.

Subsequently on the recommendation of the Nomination & Remuneration Committee,the revision of remuneration was placed before the Board of Directors on 25.6.2015 and Directors recommend the said resolution for your approval.

The revised remuneration payable is in continuation of his present tenure effective from 01.04.2015 as under:-

Remuneration:

- a) Basic Salary is Rs. 11925/- per month in the scale of Rs.11925-325-16800 per month.
- b) (i) Perks and Allowances : 90% of the basic salary.
(ii) Conveyance Allowance Rs 1300/- per month and Uniform Allowance Rs. 500/- per month.

(iii) P.F. Contribution & Gratuity : as per Company's rules

The Board of Directors recommended the special resolution as set out in item no.04 of the accompanying Notice requires approval of members.

None of the Directors, key managerial personnel of the Company and their relatives except Mr. Narendra Bhanawat is concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5

You are aware that your Company is engaged in the business of manufacture of plastic moulded furniture –Chairs, Tables, etc. and markets the products under the brand " ITALICA" since 1992. The Company's products find its presence in every strata of the society. With the passes of the time and up-gradation of technology and manufacturing process and changes in urbanization and lifestyle , the moulded furniture are being increasingly used as indoor accessories as well as outdoor.

For the past some time your Directors were feeling that the name of the Company neither reflects product nor brand. To bring the name in consonance with its products, activities and brand, the name should be changed accordingly. The change in name will help the Company in expanding its market presence and unlocking the hidden value. Having gone through various names your Directors feel that the existing name be changed to **PIL ITALICA LIFESTYLE LIMITED**, it meets the object of change in name .

The Registrar of Companies , Rajasthan vide its letter dated 24.06.2015 has informed that the name **PIL ITALICA LIFESTYLE LIMITED** is available.

In view of the provisions the Companies Act, 2013 and rules framed thereunder, the change in the name of the Company requires approval of the members and others permission, sanctions, if any.

Consequent upon the change in name, the Memorandum of Association, Articles of Association and other papers will require suitable alteration to reflect the changed name.

The Board of Directors accordingly recommend the special resolution as set out in item no.05 of the accompanying Notice.

None of the Directors, key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

Registered Office :

Kodiyat Road,
Vill : Sisarma, Distt: Udaipur
PIN : 313031

Dated : 25-06-2015

By Order of the Board of Directors

Aditi Parmar

Company Secretary

Brief resume and other information in respect of Directors seeking appointment/ re-appointment at the Annual General Meeting pursuant to Clause 49 of the Listing Agreement :

a. Mukesh Kumar Kothari

- Mr. Mukesh Kumar Kothari aged 45 years is a Commerce Graduate.
- He is Director in Company since 2010.
- He is a member of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Company.
- Nature of expertise in specific functional area : Accounts, Finance and Taxation.
- He is neither a Director nor holds shares in the Company as on the date of this Notice.



**FORM No. MGT 11
PROXY FORM**

{(Pursuant to section 105(6) of the Companies Act 2013 and rule 19(3) of Companies Management and Administration) Rule,2014}

PEACOCK INDUSTRIES LIMITED

CIN: L25207RJ1992PLC006576

Regd. Office: Kodyat Road, Vill : Sisarma, Distt: Udaipur - 313 031

Tel +0294-2432271 Fax 0294-2430411, website:www.italicafurniture.com

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

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

(1) Name : E-mail Id :	Address : Signature : or failing him;
(2) Name : E-mail Id :	Address : Signature : or failing him;
(3) Name : E-mail Id :	Address : Signature : or failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Thursday, 30th July, 2015 at 09.00 a.m. at the Registered Office: Kodyat Road, Village : Sisarma, Distt: Udaipur-313031 or at any adjournment thereof in respect of such resolutions as are indicated below :

Sl.No.	Resolution	Optional*	
		For	Against
	ORDINARY BUSINESS		
01	Adoption of Financial Statements for the year ended March 31, 2015		
02	Reappointment of Mr. Mukesh Kumar Kothari ,as a Director		
03	Reappointment of Auditors and fix their remuneration.		
	SPECIAL BUSINESS		
04	Revision in remuneration of Mr. Narendra Bhanawat		
05	Approval of Change in Company's Name		

Signed this day of2015

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue stamp Re.1/-

Note :

1. 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.
2. For the Resolutions, Explanatory Statement and Notes, please refer to Notice of the Twenty Third Annual General Meeting.
- 3* It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.



PEACOCK INDUSTRIES LIMITED

Kodiyat Road, Village : Sisarma, District : Udaipur

ATTENDANCE SLIP

23rd Annual General Meeting on 30th day of July 2015 at 9.00 a.m.

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

1. Name of the Attending Member _____ (in Block Letters)
2. Regd. Folio Number _____
3. DP Id.* _____
4. Client Id.* _____
5. Name of the Proxy (in Block Letters) _____ (To be filled in if the proxy attends instead of member)
6. No. of shares held : _____

* Applicable for Investors holding shares in electronic form

I hereby record my presence at the Annual General Meeting at Kodiyat Road, Village : Sisarma, District : Udaipur on Thursday, 30th July, 2015 at 09.00 a.m.

.....
Signature of the Shareholders/Proxy

NOTES :

1. Shareholders / Proxyholders are requested to bring the attendance slip with them when they come to the meeting. No attendance slip will be issued at the time of meeting.
2. This attendance slip is valid only in case shares are held on the date of AGM.

PEACOCK INDUSTRIES LIMITED

Kodiyat Road, Village : Sisarma, Dist : Udaipur

Registration of email address for future communication

Name of Shareholder _____ Email Id : _____
Address : _____
Client id/ Folio No. (in case of physical holding) _____
DP ID : _____
Signature _____