

August 8, 2016.

Senior General Manager- Listing Compliance  
BSE Limited, 24<sup>th</sup> Floor,  
P J Towers, Dalal Street,  
Mumbai 400001

Respected Sir,

**Ref.:- Scrip Code: 507864**

**Sub.:- Submission of AGM Notice and E-voting related Matters**

Dear Sir,

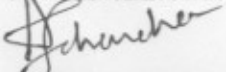
This is in continuation to our letter dated July, 25, 2016, intimating the Book Closure dates and the Date of AGM of Pioneer Investcorp Ltd., We hereby submit a copy of the Notice for 31<sup>st</sup> AGM of the Company to be held on Thursday, 8<sup>th</sup> September, 2016, at 11.30 A.M. at Killachand Conference Room, Indian Merchant Chambers, Churchgate, Mumbai – 400 021.

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its membersholding shares in physical or dematerialised form to exercise their right to vote by electronic means on any or all of the business specified in the Notice convening the AGM of the Company as mentioned above (Remote E-voting). The Company is also offering the facility to the members to cast their vote at the AGM. Accordingly, the Company has fixed Thursday, 1<sup>st</sup> September, 2016 as cut-off date for determining, the eligibility of the Members to vote either through remote e-voting or voting at the AGM.

We request you to take the above information on record.

Thanking you,  
Yours Faithfully,

For **PIONEER INVESTCORP LIMITED**



**AMIT CHANDRA**  
**COMPANY SECRETARY**

Encl.:- a.a.



**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIRST ANNUAL GENERAL MEETING OF PIONEER INVESTCORP LIMITED will be held at Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai – 400 020, on Thursday, 8th September, 2016 at 11.30 A.M. to transact the following business:

**ORDINARY BUSINESS**

1. To consider and adopt
  - a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Auditors and Directors thereon;
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date.
2. To appoint statutory auditors of the Company and fix their remuneration.

To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendation of the Audit Committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 28th August, 2014, the appointment of Jayesh Dadia & Associates LLP, Chartered Accountants having LLP Registration No.121142W, as the Statutory Auditors of the Company, to hold office from the conclusion of this AGM until the conclusion of the next AGM of the Company be and is hereby ratified and that the Board of Directors be and are hereby authorised to fix such remuneration payable to them for the Financial Year ending 31st March, 2017, as may be determined by the Audit Committee in consultation with the Statutory Auditors”.

**SPECIAL BUSINESS**

3. To Re-appoint Mr. Gaurang Gandhi as Managing Director of the Company with effect from 1st October, 2016 and to fix his Remuneration.

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

"RESOLVED THAT in accordance with the provisions of sections 196, 197 and 203 and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Rules') read with Schedule V of the Act and the Articles of Association of the Company (including any statutory modification(s) or reenactment thereof for the time being in force) and subject to such approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors vide resolutions dated 25th July, 2016, consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Gaurang Gandhi (DIN 00008057), as Managing Director of the Company, for a further period of 3 (three) years with effect from 1st October, 2016 on the terms & conditions including remuneration as are set out hereunder:

1. Period: 3 (three) years with effect from 1st October, 2016. Either party to the Contract of Service shall be entitled to terminate the Agreement by giving not less than three months' prior notice in writing to the other without assigning any reason thereto.

Either party shall also be entitled to terminate the Agreement forthwith by giving notice in writing to the other, if the other party commits a breach of any of the terms and conditions of the Contract of Service or is adjudicated as insolvent or commits an act of insolvency or goes into liquidation voluntary or otherwise or if Receiver is appointed of any of its assets or property of the Company or the Company enters into a compromise or arrangement with its general body of its creditors.

2. Remuneration :

- a) Salary including following perquisites upto : Rs.10,00,000/- p.m. ;

- i) Medical Reimbursement - all medical expenses incurred for the Managing Director and his family shall be reimbursed;
  - ii) Leave Travel Concession -The Managing Director and his family shall be entitled to Leave Travel Allowance as per Company policy;
  - iii) Contribution to Provident Fund at a maximum rate of 12%, however the same shall not exceed the non taxable limit under the Income Tax Act, 1961;
- b) Other terms are as follows:
- i) Gratuity - Gratuity equal to the half month's salary for each completed year of service;
  - ii) Motor Car - Provision of Motor car with chauffeur;
  - iii) Club Fees - Fees of Clubs subject to a maximum of two clubs will be borne by the Company; however Admission and Life Membership fees will not be paid;
  - iv) The Managing Director shall be entitled to reimbursement of all actual expenses including travel, business promotion expenses or other out of pocket expenses including expenditure in foreign currency incurred by him for and on behalf of the Company, in furtherance of its business and objects; and
  - v) The Managing Director shall not be entitled to receive any fees for attending meetings of the Board / Committee.
- c) Commission at the rate of not exceeding 1% of the Company's net profits for each Financial Year or such amount for each Financial Year as may be decided by the Board;

RESOLVED FURTHER THAT the terms and conditions of the above appointment may be amended and varied from time to time by the Board of Directors as it may in its discretion deem fit or any amendments made hereafter in this regard and as may be agreed to by and between the Company and the Managing Director."

RESOLVED FURTHER THAT, notwithstanding anything herein, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay to the Managing Director the above remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as aforesaid and that the perquisites pertaining to contribution to provident fund, and gratuity shall not be included in the computation of the ceiling on remuneration specified in Section II, Section III and Section IV of Part II of Schedule V of the Companies Act, 2013 or any statutory act(s), rule(s), regulation(s), notification(s), modification(s), enactment(s) thereof;

RESOLVED FURTHER THAT, any Directors or the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution.

Registered Office :  
1218, Maker Chambers V,  
Nariman Point,  
Mumbai – 400 021.  
Date: 25th July, 2016.  
Place: Mumbai.

By Order of the Board of Directors  
For Pioneer Investcorp Limited

Amit Chandra  
Company secretary

## **IMPORTANT NOTES:**

1. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 2nd September, 2016 to Thursday, 8th September, 2016 (both days inclusive) for the purpose of the Thirty First Annual General Meeting or any adjournment thereof.
2. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 3.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 3 of the Notice to be transacted at the Annual General Meeting, is annexed hereto.
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING SHALL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AT THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person appointed as proxy shall act on behalf of such member or number of members not exceeding fifty. However, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. PROXIES IN ORDER TO BE VALID, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED.
6. Members/Proxies/Authorised Representatives are requested to bring duly filled in enclosed Attendance Slip along with a valid ID Proof such as PAN Card, Passport, AADHAR Card or driving license to enter the AGM Hall. Further it is requested to bring your copy of Annual Report for their convenience at the AGM.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting;
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote;
9. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant (in case of shares held in demat)/Registrar and Share Transfer Agents (RTA) of the Company (in case of shares held in physical mode) to enable us to send you various notices/ documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report etc) via email.
10. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, if any. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to their respective Depository Participants (DPs) with whom the Members has opened their Demat Account. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Company/Registrar & Share Transfer Agent (RTA).
11. Under Section 124 of the Companies Act, 2013 (205A of the Companies Act, 1956) the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred Rs.2,32,413/- being the unpaid and unclaimed dividend amount pertaining to Final Dividend, 2007-08 on 14th September, 2015, to the Investor Education and Protection Fund of the Central Government.

The following are the details of dividend paid by the Company and its respective due date of transfer of such fund to the Central Government, which remains unpaid:

Sr. No	Date of Declaration	Dividend for the year	Due date of transfer to the government
1	11th August, 2010	Dividend 2009-10	10th September, 2017.
2	28th July, 2011	Dividend 2010-11	27th August, 2018.
3	07th September, 2012	Dividend 2011-12	07th October, 2019.

Members wishing to claim dividends, which have remained unclaimed, are requested to correspond with Registrar and Share Transfer Agents (RTA) or Company Secretary at the Company's Registered office.

12. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2007 - 08, as on the date of the 30th Annual General Meeting (AGM) held on 28th August, 2015, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Section" on the Website of the Company viz. [www.pinc.co.in](http://www.pinc.co.in).

Particulars of the dividend transferred to the General Revenue Account of the Central Government i.e. Investor Education & Protection Fund during the Financial Year ended March 31, 2016 pursuant to Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978:

Sr. No.	Date of Declaration of Dividend	Dividend for the Financial Year	Amount transferred to Investor Education & Protection Fund (Rs.)	Date of Transfer to Investor Education & Protection Fund
1	21st August, 2008.	Dividend 2007-08	2,32,413	14th September , 2015.

13. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding and Register of Contract or Arrangements in which Directors are interested are available for inspection at the Registered Office of the Company during business hours between 11.00 a.m to 3.00 p.m except on Saturdays and holidays and will be made available at the venue of the meeting.
14. With a view to using natural resources responsibly, Company request members who are holding Shares in demat to update their email address with their depository participant and those who are holding shares in physical form to update their email address to Company's Registrar & Share Transfer Agent (RTA).
15. Non-resident Indian Members are requested to inform about the following to the Company or its RTA or the concerned DP as the case may be, immediately:
- the change in the residential status and
  - the particulars of the NRE Account with a Bank in India with complete name, branch, account type, account number and address of the bank with pin code, if not furnished earlier.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent (RTA).
17. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director seeking re-appointment at the Annual General Meeting, forms integral part of the notice. The Director has furnished the requisite consent/declaration for his appointment/re-appointment.
18. The Annual Report 2015-16 along with the Attendance Slip and Proxy Form are being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participants(s) unless any member has requested for a physical copy of the documents. For members who have not registered their email address, physical copies of the Annual Report 2015-16 are being sent by the permitted mode.
19. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.pinc.co.in](http://www.pinc.co.in) for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours

on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor.relations@pinc.co.in

20. Corporate Members intending to send their Authorised Representative to attend and vote at the Meeting are requested to ensure that the Authorised Representative carries a duly certified true copy of the Board Resolution, Power of Attorney or such other valid authorisation, authorising him to attend and vote at the Meeting and any one of the photo identity proofs (viz. Driving License, PAN Card, Election Card, Passport).

Specimen Resolution for this purpose is as under:

(To be printed/typed on the letterhead of Corporate Member)

“RESOLVED THAT pursuant to the provisions of Section 113 and all other applicable provisions, if any, of the Companies Act, 2013, Mr. \_\_\_\_\_ or failing him, Mr. \_\_\_\_\_ be and is hereby authorised to act as the representative of (name of the Corporate Member) to attend the Thirty First Annual General Meeting of PIONEER INVESTCORP LIMITED to be held on the \_\_\_\_\_, \_\_\_\_\_ at \_\_\_\_\_, Maharashtra, India” at \_\_\_\_\_ a.m. or at any adjournment thereof, for and on behalf of the Company as its representative.

RESOLVED FURTHER THAT the aforesaid representative of the Company, be and is hereby authorised to vote for and on behalf of the Company on any of the Resolutions as stated in the Notice of the Thirty first Annual General Meeting of Pioneer Investcorp Limited or at any such adjournment thereof, as may be deemed fit, proper and necessary.”

The aforesaid Resolution shall preferably be signed by such Director/Authorised Signatory of the Corporate Member whose specimen signature has been lodged with RTA.

In terms of the provisions of the Companies Act, 2013, the representatives of Corporate Members without proper authorisations, such as Board Resolution or Power of Attorney or such other valid authorisation, may not be permitted to attend and /or vote at the Meeting.

21. The term 'Members' has been used to denote Shareholders of Pioneer Investcorp Limited.

22. E-voting:

In compliance with section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to its members to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The Company has signed an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their vote electronically.

The procedure and instructions for shareholders voting electronically are as under:

- i The voting period begins from 9.00 a.m. (STARTING TIME) on Monday, 05-09-2016 and ends at 5.00 p.m. (ENDING TIME) on Wednesday, 07-09-2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 01-09-2016, 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. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com);
- iv. Click on Shareholders.
- v. 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.



- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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 voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>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 (Serial No. appearing in your mailing address) in the PAN field.</p> <p>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.</p>
Dividend Bank Details or Date of birth	<p>Enter the Dividend Bank Details or Date of Birth as recorded in your demat account or in the company records for the said demat account in order to login.</p> <p>If both the details are not recorded with the depository or Company then please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- ix. After entering these details appropriately, click on "SUBMIT" tab;
- x. Members holding shares in physical form will then reach directly 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting cast by clicking on "Click here to print" option on the Voting page.
- xviii. 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.
- xix. Shareholders 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.



## xx. Note for Institutional Shareholders

- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xxi 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com).

xxii Aspi Bhesania, Company Secretary in Whole Time Practice (ICSI membership number: 6119 C.P. no.9657) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.pinc.co.in](http://www.pinc.co.in) and on the website of CDSL and communicated to the Stock Exchange.

#### EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3 of the accompanying Notice.

##### Item No.3

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief resume of Mr. Gaurang Gandhi, Managing Director of the Company proposed to be re-appointed, his qualification, experience and the names of the Companies in which he hold directorships, memberships of the board committees, are provided below:

#### Managing Director Profile

##### Re-appointment of Mr. Gaurang Gandhi – Managing Director

Mr. Gaurang Gandhi, Promoter of the Company, age 61 years, is a Chartered Accountant. He has over 38 years of experience in financial and capital market . He is instrumental and played a leading and active role in the growth of PINC Group.

Mr. Gaurang Gandhi is a Director and Committee Member in the following companies:

Name of the Company	Designation	Name of the Company	Designation
Pioneer Money Management Ltd. (Subsidiary of Pioneer Investcorp Ltd.)	Director	Siddhi Portfolio Services Pvt. Ltd.	Director
Pioneer Investment Advisory Services Ltd.(Subsidiary of Pioneer Investcorp Ltd.)	Director	Pioneer Fund Advisors Pvt. Ltd.	Director
Pioneer Wealth Management Services Ltd. (Subsidiary of Pioneer Investcorp Ltd.)	Director	Pioneer Insurance & Reinsurance Brokers Pvt. Ltd.	Director

Name of the Company	Designation	Name of the Company	Designation
Infinity.Com Financial Securities Ltd (Subsidiary of Pioneer Investcorp Ltd.)	Director	Symbyosys Integrated Solutions Pvt. Ltd.	Director
Pioneer Commodity Intermediaries Pvt. Ltd. (Subsidiary of Pioneer Investcorp Ltd.)	Director	Sharp point Motors & Automobiles Pvt. Ltd.	Director
PINC Finsec Services Ltd.	Director	L. Gordhandas Co. & Clearing Agent Pvt. Ltd.	Director
Benefit Realty Pvt. Ltd.	Director	Festive Multitrade Pvt. Ltd.	Director
Futuristic Impex Pvt. Ltd.	Director	Pushpdeep Trading Pvt. Ltd.	Director
Associated Stone Industries (Kotah) Ltd.	Director		

**Committee Member**

Name of the Company	Name of the Committees
Pioneer Investcorp Ltd.	Audit Committee, Stakeholders Grievance Committee, ESOP Compensation Committee, and Corporate Social Responsibility Committee.
Infinity.Com Financial Securities Ltd. (Subsidiary of Pioneer Investcorp Ltd.)	Audit Committee
Associated Stone Industries (Kotah) Ltd.	Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee

As on date Mr. Gaurang Gandhi, holds 63,14,778 Shares in the Company constituting 51.35% of the paid up share capital of the Company.

Disclosure of relationship between directors inter-se	Nil
Listed Company (Other than Pioneer) in which Mr. Gaurang Gandhi hold Directorship and committee membership	Associated Stone Industries (Kotah) Limited.
Directorship	As mentioned above
Member of Board Committee	As mentioned above
Chairperson of Board committee	2
Shareholding in the Company	63,14,778 Shares

Save and except Mr. Gaurang Gandhi - Managing Director and his relatives, none of the other Directors, Key Managerial personnel or their relatives are in any way, concerned or interested, financially or otherwise in this resolution.

Your Directors therefore, recommend the special resolution, as set forth in Item No.3 of this Notice, for approval by the members of the Company

Registered Office :  
1218, Maker Chamber V,  
Nariman Point,  
Mumbai – 400 021.  
Date: 25th July, 2016.  
Place: Mumbai.

By Order of the Board of Directors  
For Pioneer Investcorp Limited

Amit Chandra  
Company secretary

**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 )

**PIONEER INVESTCORP LIMITED**

**(CIN: L65990MH1984PLC031909)**

**Registered Office: 1218, Maker Chamber V, Nariman Point, Mumbai – 400 021, Maharashtra, India.**

**Email: investor.relations@pinc.co.in Website: www.pinc.co.in**

**Phone: +91 – 22 – 6618 6633 / 2202 1171 Fax: +91 - 22 – 2204 9195**

**31st Annual General Meeting - Thursday, 8th September, 2016 at 11.30 A.M.**

Name of the Member(s)	
Registered Address	
Email:	
Folio No./Client ID	
DP ID:	

I / We, being the member(s) of _____ holding _____ shares of the above mentioned Company , hereby appoint	
Name:	Email:
Address:	
Signature:	

Or failing him / her

I / We, being the member(s) of _____ holding _____ shares of the above mentioned Company , hereby appoint	
Name:	Email:
Address:	
Signature:	

Or failing him / her

I / We, being the member(s) of _____ holding _____ shares of the above mentioned Company , hereby appoint	
Name:	Email:
Address:	
Signature:	

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 31st Annual General Meeting of the Company, to be held at Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai – 400 020, on Thursday, 8th September, 2016 at 11.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary business</b>				
1	a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Auditors and Directors thereon and b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date.			
2	Appointment of Jayesh Dadia & Associates LLP as the Statutory Auditors of the Company			
<b>Special business</b>				
3	To Re-appoint Mr. Gaurang Gandhi as Managing Director of the Company with effect from 1st October, 2016 and to fix his Remuneration.			

Signed \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Affix  
A Revenue  
Stamp  
(of not less  
than ₹. 1/-)

\_\_\_\_\_  
Signature of member

\_\_\_\_\_  
Signature of the proxy holder(s)

Notes: 1) This Form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Annual General meeting.

2) It is optional to indicate your preference if you leave the 'for', 'against' or 'abstain' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate

(CIN: L65990MH1984PLC031909)

Registered Office: 1218, Maker Chamber V, 12th Floor, Nariman Point, Mumbai – 400021, Maharashtra, India.

Email: investor.relations@pinc.co.in Website: www.pinc.co.in

Phone: +91 – 22 – 6618 6633 / 2202 1171 Fax: +91 - 22 – 2204 9195

**ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING**

Members 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 room.

I hereby record my presence at the Thirty first Annual General Meeting of the Company on Thursday, 8th September, 2016 at 11.30 A.M. at Kilachand Conference Room, 2nd Floor, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai – 400 020.

Sequence No.  Folio No./DP Id/ Client ID  Name and address of the first holder   Name of the Joint Holder(s)  No of shares	
---	--

.....  
**Full name of the Member (in block letters)**

.....  
**Signature**

.....  
**Full name of the proxy (in block letters)**

.....  
**Signature**

Note: Please fill up this Attendance Slip and hand it over at the entrance Hall of the AGM. Members are requested to bring Valid ID Proof such as PAN Card, AADHAR Card, Passport or Driving License and their copy of Annual Report to the AGM.

**ELECTRONIC VOTING PARTICULARS**

EVSN Electronic Voting Sequence Number	PAN	DOB/ BANK ACCOUNT DETAILS
160727010	REFER EVOTING INSTRUCTION IN THE NOTICE	REFER EVOTING INSTRUCTION IN THE NOTICE

**PINC**

bright thinking