

August 24, 2018.

To
The Manager
Listing Department
BSE Limited, 24th Floor,
P J Towers, Dalal Street,
Mumbai 400001

Respected Sir,

Scrip Code: 507864

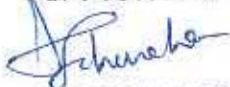
Sub.:- Notice of 33rd Annual General Meeting

**Ref.:- Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure
Requirments) Regulation 2015**

The Thirty third Annual General Meeting of the Company is scheduled to be held on Wednesday - 19th September, 2018, at 11.30 a.m. at Kilachand Conference Room, 2nd floor, Indian Merchants Chamber, Churchgate, Mumbai – 400 020. The business matters proposed to be passed at the 33rd AGM of the Company is stated in the enclosed AGM Notice.

Please acknowledge receipt of the letter.

Thanking you,
Yours Faithfully,
For PIONEER INVESTCORP LIMITED



AMIT CHANDRA
COMPANY SECRETARY

Encl.:- a.a.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY THIRD 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 Wednesday, 19th September, 2018 at 11.30 A.M. to transact the following business:

ORDINARY BUSINESS

1. Adoption of Accounts

- a) the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 including audited Balance Sheet as at 31st March, 2018 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, 2018 including audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss for the year ended on that date.

2. To ratify the appointment of Statutory Auditors.

To ratify the appointment of statutory auditors of the Company, and to fix the remuneration payable to them for the financial year ending 31st March, 2019, as may be determined by the Audit Committee in consultation with Statutory Auditors and that such remuneration may be paid on a progressive billing basis.

As members of the Company are aware that the Company in order to comply with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder, relating to mandatory rotation of Statutory Auditors, the Company has obtained members approval in the last AGM to appoint J. D. Jhaveri & Associates, Chartered Accountant (Firm Reg. no. 111850W) as the statutory auditors of the Company, to hold office for a period of five consecutive years commencing from the Financial Year 2017-18, on a remuneration that may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis. However, such appointment is subject to ratification by the members of the Company at the Annual General Meeting of the Company as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. Accordingly, the appointment of J. D. Jhaveri & Associates, Chartered Accountant (Firm Reg. no. 111850W) as the statutory auditors of the Company is being placed before the members of the Company for ratification.

“RESOLVED THAT, pursuant to Sections 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 and pursuant to the resolution passed by the members at the last AGM held on 22nd September, 2017, the appointment of J. D. Jhaveri & Associates, Chartered Accountant (Firm Reg. no. 111850W) as the statutory auditors of the Company, to hold office till the conclusion of the next AGM on a remuneration that may be determined by the audit committee in consultation with the auditors for the financial year ending 31st March, 2019, and that such remuneration may be paid on a progressive billing basis, be and is hereby ratified”.

Registered Office :
1218, Maker Chambers V,
Nariman Point,
Mumbai – 400 021.
Date: 02nd August, 2018.
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 Thursday, 13th September, 2018 to Wednesday, 19th September, 2018 (both days inclusive) for the purpose of the Thirty Third 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. 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.
4. 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.
5. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the AGM, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
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 your 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. 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. Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Companies Act, 2013 and the applicable rules.

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	28th July, 2011	Dividend 2010-11	27th August, 2018.
2	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 Form no.IEPF-6 on MCA website about the Unclaimed Dividends as on 31st March, 2018 relating to the financial year 2010-11, to be transferred to the Investors Education & Protection Fund (IEPF) on or before 27th August, 2018.

Those Members who have not claimed Dividend for the said Financial Year 2010-11 are requested to claim the same before the due date of transfer i.e. 27th August, 2018 to IEPF. Further Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Companies Act, 2013 and the applicable rules.

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 AM to 3.00 PM except on Saturdays and holidays and will be made available at the venue of the meeting.
14. The Company also request & draws attention to those shareholders who are holding shares in physical mode, to recent amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to mandatory dematerialization for transfer of securities. **Please note that with effect from December 5, 2018, no transfers in physical mode will be accepted and transfers shall be in dematerialized form only. In view of the above you are requested to kindly convert your holding from Physical mode into demat mode.**
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:
 - a. the change in the residential status and
 - b. 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 details to the Company/Registrar and Share Transfer Agent (RTA), as per following specimen.

Satellite Corporate Services Private Limited

Unit No. 49, Building No. 13 AB, 2nd Floor,
Samhita Commercial Co-Op Society Ltd, Off Andheri Kurla Rd,
MTNL Lane, Sakinaka, Mumbai - 400072

Dear Sir/Madam,

Unit: Pioneer Investcorp Limited

Sub: Shareholders Information updating (KYC)

Please take on record the information as mentioned in below and update the same in my folio.

PARTICULARS	DETAILS
Name:	
Folio Number:	
Address:	
Current Address:	
PAN No.:	
Mobile No./E-mail Id:	
Bank Name/Branch:	
Account Number:	
IFSC Code/MICR No.:	
(Signature of sole / First Shareholder)	

Notes:

1. After filling this form forward this form to Satellite Corporate Services Pvt. Ltd., Registrar and Transfer Agent (RTA) of the Company.
2. Please enclose self-certified copy of PAN card and cancelled cheque along with this form.
3. In case of address change please fill the details against current address and enclosed self-attested address proof either telephone bill, electricity bill, water bill or aadhar card.

17. The Annual Report 2017-18 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 2017-18 are being sent by the permitted mode.
18. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website 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.
19. 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).
20. The term 'Members' has been used to denote Shareholders of Pioneer Investcorp Limited.
21. 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 33rd 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 10.00 a.m. (STARTING TIME) on Sunday, 16-09-2018 and ends at 05.00 p.m. (ENDING TIME) on Tuesday, 18-09-2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 12-09-2018, 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;
- 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 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 O'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. 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 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
 - 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.

- 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 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.
- xx In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- xxi Aspi Bhesania & Associates, 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 and on the website of CDSL and communicated to the Stock Exchange.

Please note the following important dates.

CUT OFF DATE FOR EVOTING	12-09-2018
EVOTING START DATE /TIME	16-09-2018 / 10.00 A.M.
EVOTING END DATE /TIME	18-09-2018 / 05.00 P.M.
AGM DATE /TIME	19-09-2018 / 11.30 A.M

Registered Office :
 1218, Maker Chambers V,
 Nariman Point,
 Mumbai – 400 021.
 Date: 02nd August, 2018.
 Place: Mumbai.

By Order of the Board of Directors
 For Pioneer Investcorp Limited

Amit Chandra
 Company secretary