

PIL ITALICA LIFESTYLE LIMITED

(formerly known as Peacock Industries Limited)

(CIN: L25207RJ1992PLC006576)

Regd. Office: Kodyat Road, Village: Sisarma, UDAIPUR (Rajasthan)-313 031

Tel. +91 0294 2432271/72 Fax : 91 0294 2430411

Website: www.italicafurniture.com

e-mail: info@italicafurniture.com

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of PIL ITALICA LIFESTYLE LIMITED (formerly known as Peacock Industries Limited) will be held at the registered office of the Company at Kodyat Road, Village : Sisarma, District : Udaipur - 313031 on Friday, 30th June, 2017 at 9.15 A.M. to transact the following business:

ORDINARY BUSINESS :

- (1) To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31,2017, alongwith the Reports of the Directors' and Auditors' thereon.
- (2) To appoint a Director in place of Mr. Magan Lal Sharma (DIN : 00250883), who retires by rotation and being eligible offers himself for reappointment.
- (3) To appoint a Director in place of Mr. Mukesh Kumar Kothari (DIN : 03103336), who retires by rotation and being eligible offers himself for reappointment.
- (4) To ratify the appointment of the Statutory auditors of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provision of Section 139 (9), 142 (1) and other applicable provisions, if any of the Companies act, 2013 and read with the rules made thereunder, the appointment of M/s. Ajay Paliwal & Co., Chartered Accountant, Udaipur (ICAI FRN : 012345C) as approved in the Twenty Fourth Annual General Meeting until 29th Annual General Meeting of the Company to be held in the financial year 2021-22, be and are hereby ratified in this Annual General Meeting till the conclusion of next Annual General Meeting of the Company at such Remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS :

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

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, Mr. Magan Lal Sharma (DIN: 00250883), who was appointed as a director liable to retire by rotation and whose term expires at this Annual general meeting and in respect of whom the Company has received a notice under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is

hereby appointed as an Independent director of the Company to hold office for a term of 5 (five) consecutive years for a term upto the conclusion of the 30th Annual General Meeting of the Company in the calendar year 2022."

- (6) To consider and, if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT in pursuance of the provisions of section 196,197 and 198 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for the reappointment of Mr. Daud Ali (DIN: 00185336), as a Managing Director of the Company for a period of 3 (three) years with effect from 01.04.2018, on the terms and conditions of remuneration as set out in the Explanatory Statement annexed to the notice convening the meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or the remuneration, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto.

RESOLVED FURTHER THAT in pursuance of the provisions of section 197(3) and other applicable provisions, if any of the Companies Act,2013, and the rules made there under Mr. Daud Ali, Managing Director, may be paid remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Managing Director, in accordance with the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolutions."

Registered Office :
Kodyat Road,
Village: Sisarma
Udaipur - 313031
Dated : 06.05.2017

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, 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 Register of Members and Share Transfer Books of the Company shall remain closed from 26-06-2017 to 30-06-2017 (both days inclusive).
3. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business under Item Nos. 5 and 6 of the accompanying Notice are annexed hereto.
4. A statement giving the details of the Director seeking reappointment under Item No.2,3 and 6 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. Members/proxies attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
6. Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
7. Any query related to accounts should be notified to the Company at least 7 days before the date of the Annual General Meeting.
8. 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.
9. 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 INE600A01035.
10. 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.
11. Electronic copy of the Notice of the 25th 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 Participants(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 25th 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.
12. **Voting Through Electronic Means**

Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, as amended and the provisions of

the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 the Scrutinizer for conducting 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:

INSTRUCTIONS FOR E-VOTING

I. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR 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">● 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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL

platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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.
- II. The voting period begins on 27-06-2017 (09.00 a.m.) and ends on 29-06-2017 (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 23

June, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. This communication is an integral part of Notice dated 06.05.2017 for the Annual General Meeting scheduled to be held on Friday, 30th June, 2017. The Notice of the Annual General Meeting and this communication are also available on the website of the Company at www.italicafurniture.com.

Statement pursuant to section 102(1) of the Companies Act, 2013

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice :

Item no.5

Mr. Magan Lal Sharma (DIN: 00250883) was appointed as an Independent Director for a period of three years in the AGM held on 7th August, 2014 for a term upto the Conclusion of 25th AGM of the company in the Calendar year 2017.

Mr. Magan Lal Sharma is not disqualified from being appointed as a Director in terms of section 164 of the Act and have given his consent to act as a Director.

The Nomination and remuneration committee has recommended the appointment of Mr. Magan Lal Sharma as Independent Director to hold office for 5 (five) consecutive years for a term upto the conclusion of the 30th Annual General Meeting of the Company in the Calendar year 2022.

The Company has received a notice in writing from the member of the Company alongwith the deposit of requisite amount under section 160 of the Act proposing his candidature for the office of the Director of the Company. The Company has also received declaration from Mr. Magan Lal Sharma that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015.

In the opinion of the Board, Mr. Magan Lal Sharma fulfills the conditions for appointment as an independent Director as specified in the Act and the Listing Agreement and is independent of the Management. Mr. Magan Lal Sharma possesses appropriate skills, experience and knowledge, interalia, in the field of Accounts and Finance.

The terms and conditions of appointment of Independent Director shall be open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of meeting.

The Board recommends the above resolution as set out at item no. 05 of the accompanying Notice for approval of members of the company.

None of the Directors/ Key Managerial Personnel or their relatives except Mr. Magan Lal Sharma and his relatives to the extent of their shareholdings in the company, if any, is interested or concerned, in any way financially or otherwise in this resolution.

Item no. 6

The present term of appointment of Mr. Daud Ali as Managing Director will expire on 31.03.2018. The Board of Directors of the Company at their Board meeting held on 06.05.2017 as recommended by nomination and remuneration committee re-appointed Mr. Daud Ali as Managing Director for a period of three (3) years with the effect from 01.04.2018. subject to the approval of the shareholders.

Mr. Daud Ali is looking after the day to day business activities of the Company. The Continuity of the present management will help the Company in attaining its object in better and harmonious way. The proposed remuneration is within the limits and other terms of clause (A) Section II of Schedule V to the Companies Act, 2013 as amended.

The terms and conditions of the re-appointment of Managing Director are embodied in the agreement made between the Company and the Managing Director. The broad particulars of the remuneration proposed to be paid to the said Managing Director during his term of office are as under:

Name and Designation	Tenure	Salary per month (Rs.)	Allowances and Perquisites per month (Rs.)
Mr. Daud Ali Managing Director	01.04.2018 to 31.03.2021	Rs. 3,00,000/- per month in the scale of Rs. 2,00,000/- per month to Rs. 5,00,000/- per month.	Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of salary. Gratuity not exceeding one half month's salary for each completed year of service. Encashment of leave as per rules of the Company. Free use of car with driver for official use. Free telephone facility at residence including mobile phone for official use.

The annual increment which will be effective from 1st April every year will be decided by the board and will be merit based taken into account the Company's performance.

In the event of loss or absence or inadequacy of profits in any financial year of the Company, Mr. Daud Ali, Managing Director shall be paid the salary and perquisites as specified herein above. The agreement may be terminated at any time by either party giving a three month notice in writing.

This may be treated as an abstract of the draft agreement between the Company and Mr. Daud Ali pursuant to section 190 of the Companies Act, 2013. The above remuneration is within the limits of Schedule V as amended to the Companies Act 2013 and does not require approval from Central Government. The proposed resolution requires approval of members of the Company. Copies of existing agreement and proposed draft supplemental agreement are open for inspection by the members of the Company at the registered office of the Company during business hours on any working day.

The terms and conditions set out for the re-appointment and payment of remuneration specified herein may be altered and varied from time to time by the Board of Directors ("the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board of the Company), as it may, at its discretion deem fit. The Board is also entitled to revise the salary, perquisites and allowances, payables to the said Managing Director of the Company at any time, such that the overall yearly remuneration payable to the said Managing Director shall not exceed the limits specified under section 197 read with Schedule V to the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force) or any amendment made thereto.

I. GENERAL INFORMATION	
1. Nature of Industry	Plastic moulded furniture and other articles
2. Date or expected date of commencement of commercial production	12.03.1993
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable in view of the point 2 hereinabove

4. Financial performance based on given indicators	Year – 2016-17	
	Total Revenue	Rs.602,520,115
	Total Expenses	Rs.582,337,327
	Pofit Before Tax	Rs. 20,182,788
	Exceptional Items	Rs. 71,184,593
	Tax Expenses	NIL
	Profit After Tax*	Rs. 91,367,381
	*Includes Exceptional item comprises of waiver of Rs.711.85 lakhs by creditors as per revival plan sanctioned by Hon'ble BIFR.	
5. Export performance and net foreign exchange collaborations	Rs. 2.66 Lakhs	
6. Foreign investments or collaborators, if any	NIL	
II. INFORMATION ABOUT THE APPOINTEE		
1. Back ground details	Mr. Daud Ali aged 56 years is a dynamic person with 36 years of vast and rich experience of the plastic industry in general and general administration, production, marketing etc. in particular He has been working on the Board of the Company and holds the position of Managing Director since 1992. He holds the bachelor's degree in commerce. He has been managing day to day affairs of the Company subject to the superintendence, control and directions of the Board of Directors of the Company.	
2. Past remuneration	a) Salary:Rs.3,00,000/- per month in the scale of Rs. 2,00,000/- per month to Rs.5,00,000/- per month (b) Perquisites : i. Company's contribution towards provident fund as per rules of the Company but not exceeding 12% of salary. ii. Gratuity not exceeding one half month's salary for each completed year of service. iii. Encashment of leave as per rules of the Company. iv. Free use of car with driver for official use. v. Free telephone facility at residence including mobile phone for official use.	
3. Recognition or awards	NIL	
4. Job profile and his suitability	Looking to his job profile as mentioned in 1 above and needs of the Company to look after its production, marketing, general administration work, Mr. Daud Ali appears to be suitable.	
5. Remuneration propose	a) Salary : Rs.3,00,000/- per month in the scale of Rs. 2,00,000/- per month to Rs. 5,00,000/- per month. (b) Perquisites : i. Company's contribution towards provident fund as per	

	<p>rules of the Company but not exceeding 12% of salary.</p> <p>ii. Gratuity not exceeding one half month's salary for each completed year of service.</p> <p>iii. Encashment of leave as per rules of the Company.</p> <p>iv. Free use of car with driver for official use.</p> <p>v. Free telephone facility at residence including mobile phone for official use.</p>								
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):	The proposed remuneration of Mr. Daud Ali has been benchmarked with the remuneration being drawn by similar positions in the similar industry and is commensurate with the size of the Company and diverse nature of its businesses.								
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Daud Ali holds 3,16,200 equity shares in the capital of the Company as on the date of this notice and do not have any relationship with other managerial personnel.								
III. OTHER INFORMATION									
1. Reasons of loss or inadequate profits	N.A. as the Company is incurring cash profits and there will be increase in the profits in the forthcoming years.								
2. Steps taken or proposed to be taken for improvement	The management is taking every possible step to streamline its operations and to put the Company on growth.								
3. Expected increase in productivity and profits in measurable terms	In the next three years the following performance is expected :								
	<table border="1"> <thead> <tr> <th>Gross Sales (in Lakhs)</th> <th>Profit after tax (in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>7500</td> <td>400</td> </tr> <tr> <td>8500</td> <td>450</td> </tr> <tr> <td>9500</td> <td>500</td> </tr> </tbody> </table>	Gross Sales (in Lakhs)	Profit after tax (in Lakhs)	7500	400	8500	450	9500	500
Gross Sales (in Lakhs)	Profit after tax (in Lakhs)								
7500	400								
8500	450								
9500	500								
IV. Disclosures: In heading " Corporate Governance - In the Board of Directors' report	The same is provided in the Annual Report as per the requirements.								

Details of Directors seeking appointment/re-appointment at the Annual General Meeting in pursuance of the SEBI (LODR) Regulations, 2015

Name	Mr. Magan Lal Sharma	Mr. Mukesh Kumar Kothari	Mr. Daud Ali
Date of Birth	01-05-1958	09-01-1970	22-12-1960
Date of Appointment	15/06/2006	25/01/2010	01/05/1992
Qualifications	B.Com	M.Com	B.Com
Brief Resume	Mr. Magan Lal Sharma aged 59 years having experience in areas of production, marketing etc.	Mr. Mukesh Kumar Kothari aged 47 years have vast experience in Finance and other tax activities.	Mr. Daud Ali aged 56 years with 36 years of vast and rich experience of the plastic industry in general and general administration, production, marketing etc. in particular.
Expertise in functional areas	Accounts and Finance	Accounts and Finance	Accounts, Finance, Marketing and General Administration.
Directorships held with other companies	None	None	1. Lion Houseware Private Limited 2. Safe Polymer Private Limited 3. Dawood Investment Private Limited 4. Peacock Innovation Private Limited 5. Eduvisor Services Private Limited
Committee Memberships in other companies	None	None	None
Details of shares held in company	NIL (as on the date of this Notice)	NIL (as on the date of this Notice)	3,16,200 Equity Shares

The Board of Directors accordingly recommends the above resolution as set out in Item No. 6 for approval of members of the Company. None of the Directors of the Company except Mr. Daud Ali and his relatives to the extent of their shareholdings in the company, if any, is interested or concerned in any way financially or otherwise, in this resolution.

Registered Office :
Kodiyat Road,
Village: Sisarma

By Order of the Board of Directors
Sd/-
Aditi Parmar

Udaipur - 313031
Dated : 06.05.2017

Company Secretary

PIL ITALICA LIFESTYLE LIMITED

(formerly known as Peacock Industries Limited) (CIN: L25207RJ1992PLC006576)

Regd. Office: Kodyat Road, Village: Sisarma, UDAIPUR (Rajasthan)-313 031

Tel. +91 0294 2432271/72 Fax : 91 0294 2430411 • Website: www.italicafurniture.com • e-mail: info@italicafurniture.com

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]
25TH Annual General Meeting , 30.06.2017 at 9.15 a.m.

Name of the member(s) Registered address : E-mail ID Folio No/DP ID-Client ID
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I/We, being the member (s) of PIL ITALICA LIFESTYLE 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;

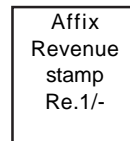
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Friday, 30.06.2017 at 9.15 a.m at the Registered Office: Kodyat Road, Village : Sisarma, Distt: Udaipur - 313 031 or at any adjournment thereof in respect of such resolutions as are indicated below:

Sl.No.	Resolution	Optional*	
		For	Against
	ORDINARY BUSINESS		
01	Adoption of Financial Statements and other documents for the year ended 31 st March,2017.		
02	Appointment of Mr. Magan Lal Sharma, Director liable to retire by rotation.		
03	Appointment of Mr. Mukesh Kumar Kothari, Director liable to retire by rotation.		
04	Ratification of Appointment of Auditors		
	SPECIAL BUSINESS		
05	Re-appointment of Mr. Magan Lal Sharma as a Independent Director		
06	Re-appointment of Mr. Daud Ali as a Managing Director		

Signed this day of2017

Signature of Shareholder

Signature of Proxy holder(s)



- 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 25th 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.

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ATTENDENCE SLIP

PLEASE COMPLETE THE ATTENDENCE 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 : _____
I hereby record my presence at the Annual General Meeting at Kodyat Road, Village-Sisarma, Udaipur-313031 on Friday, 30 th day of June, 2017 at 9.15 a.m.

* Applicable for Investors holding shares in electronic form

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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.

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(formerly known as Peacock Industries Limited) (CIN: L25207RJ1992PLC006576)

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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 _____

**BOOK-POST
PRINTED MATTER**