

PIL ITALICA LIFESTYLE LTD.

CIN : L25207RJ1992PLC006576

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

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

Website : www.italicafurniture.com

E-mail : info@italicafurniture.com

NOTICE OF TWENTY SIXTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Sixth Annual General Meeting (AGM) of the Members of PIL ITALICA LIFESTYLE LIMITED will be held on Friday, 29th June, 2018 at 9.15 A.M. at the registered office of the Company at Kodyat Road, Village: Sisarma, District: Udaipur - 313031 to transact the following business:

ORDINARY BUSINESS :

- (1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, alongwith the Reports of the Directors' and Auditors' thereon.
- (2) To appoint a Director in place of Mr. Narendra Bhanawat (00146824), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS :

- (3) **Appointment of Mrs. Asha Jain as an Independent Director**
To consider and, if thought fit to pass, the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions, if any, of the companies Act, 2013 and rules made thereunder, including any amendment, modification, variation or re-enactment thereof, Mrs. Asha Jain (DIN: 00218335), who was appointed as an additional Director of the Company by the Board of Directors w.e.f. March 07, 2018, and who holds the office till the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013 be and is hereby appointed as an independent Director of the company, and shall hold office for a period of five consecutive years from the date of appointment i.e. March 07, 2018 upto March 06, 2023."

Registered Office:

Kodyat Road,

Village: Sisarma

Udaipur: 313031

Dated: 18.05.2018

By Order of the Board of Directors

Sd/-

Chirag Gupta

Company Secretary

M. No.: A50843

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.

The instrument appointing the proxy, in order to be effective, must be deposited in the original at the Registered Office of the company, duly completed and signed, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING 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. However, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as proxy and such other person shall not act as a proxy for any other person or member.

- (2) Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send a certified copy of the Board resolution authorising their representative(s) to attend and vote on their behalf at the meeting.
- (3) Brief profile and other information of Directors proposed to be appointed or reappointed is annexed.
- (4) The Register of Members and Share Transfer Books of the Company shall remain closed from 23-06-2018 to 29-06-2018 (both days inclusive) for the purpose of Annual General Meeting.

- (5) The company has a dedicated E-mail address investor@italicafurniture.com for members to mail their queries or lodge complaints, if any. We will endeavor to reply to your query at the earliest.

The company's website www.italicafurniture.com has a dedicated section on investors.

The notice of the Annual General Meeting and the Annual Report for the financial year 2017-18 will also be available on the company's website.

- (6) Queries on the Annual Report and operations of the company, if any, may please be sent to the company at least seven days prior to the date of the Annual General Meeting so that answers may be provided at the meeting.

- (7) The statement setting pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted in the meeting is annexed hereto.

- (8) **Green Initiative:** Members who are yet to register/ update their email address with the company or with the depository Participants are requested to register/ update the same for receiving the Notices, Annual Reports and other documents through electronic mode.

Members holding shares in physical form may get their email address registered/ updated by providing their Names, Folio Number, E-mail Id and consent to receive the Notices, Annual Report and other document through electronic mode by sending the email at investor@italicafurniture.com or rnt.helpdesk@linkintime.co.in.

- (9) Notice of the Annual General Meeting (along with Attendance Slip, Proxy Form and Route Map) and the annual report for the financial year 2017-18 are being sent electronically to the members whose e-mail ids are registered with the Company/ Depository Participant(s) unless any member has requested for the physical copy of the same. For members who have requested for physical copy or who has not registered their E-mail ids, physical copies of the notice and Annual Report are being sent through permitted mode.

- (10) Members are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.

- (11) In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- (12) 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. Further considering the advantages of scripless trading like exemption from stamp duty, elimination of bad delivery, reduction in transaction cost, improved liquidity, etc., members are requested to consider dematerialisation of their shareholding, if not already done, to avoid inconvenience in future.

- (13) All the documents referred to in notice are open for inspection at the registered office of the company on the working days between 11:00 AM and 1:00 PM upto the date of Annual General Meeting.

- (14) The Registers of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.

- (15) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than 3 days written notice is given to the company.

- (16) **Voting Options:** The business set out in the notice of the Annual General Meeting may be transacted through electronic voting system or polling Paper. The Company is providing facility for voting by

electronic means. Information relating to e-voting facility and voting at the Annual General Meeting is given below:

1. Voting Through Electronic Means

- I. In Compliance with the provisions of Section 108 and other applicable provisions, if any, of the act read with Rule 20 of the Companies (management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations, the company is pleased to provide facility to the members to exercise their right to vote on resolutions proposed to be considered at Annual General Meeting by electronic means and the items of business given in the Notice of the Annual General Meeting may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of Annual General Meeting ("remote e-Voting") will be provided by CDSL.
- II. The facility for voting through Polling Paper ("Poll") shall also be available at the Annual General Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poll at the Annual General Meeting.
- III. Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period begins on 26-06-2018 (09.00 a.m.) and ends on 28-06-2018 (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 i.e on June 22, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The instructions for remote e-Voting are as under:

- (a) The voting period begins on Tuesday, June 26, 2018 (9:00 a.m.) and ends on Thursday, June 28, 2018 at 05:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. June 22, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting, thereafter.
- (b) The shareholders should log on to the e-voting website www.evotingindia.com.
- (c) Click on "Shareholders / Members" tab.
- (d) 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.
- (e) Next enter the Image Verification as displayed and Click on Login.
- (f) 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.
- (g) If you are a first time user follow the steps given below:

PAN	<p>For Members holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 the address stickers.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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).

- (h) After entering these details appropriately, click on "SUBMIT" tab.
 - (i) 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.
 - (j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (k) Click on the EVSN for the PIL ITALICA LIFESTYLE LIMITED on which you choose to vote.
 - (l) 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.
 - (m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (n) 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.
 - (o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (p) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (q) 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.
 - (r) 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.
 - (s) 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.
- 2. Voting at Annual General Meeting**
- The members who have not cast their vote by remote e- voting can exercise their voting rights at the AGM. The company will make arrangements of Polling Papers in this regard at the AGM venue.

3. Other Instructions

- I. 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. Voting rights (for voting through remote e-Voting as well as polling paper) shall be reckoned on the paid up value of the shares registered in the name of members of the company as on Cut-off date i.e. June 22, 2018.
- III. Any person, who acquires shares of the company and becomes member of the company after dispatch of the notice of the Annual General Meeting and holding shares as of the cut-off date i.e. Friday, June 22, 2018 may obtain user ID and Password by sending a request (alongwith Name, Folio No./ DP ID & Client ID, as the case may be and shareholding) at helpdesk.evoting@cdslindia.com. or RTA at rt.helpdesk@linkintime.co.in.
- IV. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting at the AGM through Polling Paper. A person who is not a member as on the Cut off date should treat this notice for information purpose only.
- V. Mr. Ashok Modi, a practicing Chartered Accountant (FCA No.:074488) of M/s A. Modi & Co., Chartered Accountants has been appointed as “scrutinizer” by the company to scrutinize the remote e-Voting and Poll process in a fair and transparent manner.
- VI. The Scrutinizer, after scrutinizing the voting at AGM venue and through remote e-Voting, will, not exceeding 48 hours of conclusion of the Meeting, make a consolidated scrutinizer’s report of the votes cast in favour or against, if any, and submit the same to the chairman of the meeting. The chairman or the authorized director shall declare the results. The result declared shall be available on the website of the company (www.italicafurniture.com) and on the website of CDSL

www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges. The resolution shall be deemed to be passed on the date of AGM subject to receipt of requisite number of votes in favour of the resolutions.

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

Item no. 3

Mrs. Asha Jain was appointed as an additional director on the Board of the Company w.e.f. March 07, 2018 and holds the office upto the date of this twenty Sixth Annual General Meeting. The company has received a notice in writing from a member under section 160(1) of the act proposing her candidature for the office of director of the company.

The company has received a declaration from Mrs.Asha Jain to the effect that she meets the criteria of independence as provide in section 149(6) of the act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. The Board is of the opinion that she fulfills the condition specified therein and is independent of the management. Accordingly, it is proposed that Mrs. Asha jain be appointed as an independent director of the company for a term of five consecutive years i.e. for a term upto March 06, 2023 and shall not be liable to retire by rotation.

Save and except Mrs. Asha jain and her relative to the extent of their shareholding interest, if any, in the company, none of other Directors/ key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set out at item no. 3.

The Board recommends the Resolution at item no 3 of this notice for approval of the Members. .

Registered Office:
Kodiyat Road,
Village: Sisarma
Udaipur: 313031
Dated: 18.05.2018

By Order of the Board of Directors
Sd/-
Chirag Gupta
Company Secretary
M. No.: A50843

Information of Directors to be appointed and the Directors seeking re-appointment of the forthcoming Annual General Meeting pursuant to provisions of SEBI (LODR) Regulations, 2015 and Companies Act, 2013 including Secretarial Standard -2 as on the date of the Notice

Particulars	Mr. Narendra Bhanawat	Mrs. Asha Jain
DIN	00146824	00218335
Date of Birth	29.06.1967	02.07.1971
Age	51 Years	47 Years
Date of Appointment	12.02.2002	07.03.2018
Qualifications	Graduate from Janardan Rai Nagar Rajasthan Vidyapeeth, Udaipur	Post Graduate in Economics from Mohan Lal Sukhadia University
Expertise in functional areas	Accounts and Finance	General management
Terms and Condition of appointment / reappointment and remuneration	As per the policy of Nomination and Remuneration Committee(annexed to Board Report)	NIL
Remuneration Last drawn	As mentioned in corporate Governance Report	NIL
No. of Board Meeting attended during the year	As mentioned in corporate Governance Report	NIL
Relationship with other Directorss and KMPs	NIL	NIL
Saheholding in Company	400 equity shares	NIL
Members/ Chairmanship of Committees	NIL	NIL

PIL ITALICA LIFESTYLE 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]

26th Annual General Meeting , 29.06.2018 at 9.15 a.m.

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

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

(1) Name:..... Address:.....

E-mail Id:.....Signature: or failing him;

(2) Name:..... Address:.....

E-mail Id :.....Signature:..... or failing him;

(3) Name:..... Address:.....

E-mail Id: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 26th Annual General Meeting of the Company, to be held on Friday, 29.06.2018 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:

S.No.	Resolution No.	Optional	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the standalone financial statement of the company together with Reports of the Directors' and Auditors' thereon		
2	Re-appointment of Mr. Narendra Bhanawat (DIN:00146824), as a Director liable to retire by rotation		
Special Business			
3	Appointment of Mrs. Asha Jain as an Independent Director		

Signed this..... day of2018

Signature of shareholder

Signature of Proxy holder(s).....

Note :

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.



PIL ITALICA LIFESTYLE 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**ATTENDANCE SLIP: 26th Annual General Meeting 2018**

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the company.

DP ID & Client ID/ Regd. Folio No.		No. of Shares	
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I / we hereby record my/ our presence at the twenty sixth Annual General Meeting of the Company being held on Friday, June 29, 2018 at 09:15 a.m. at the registered office of the company.

Please (✓) in the Box

Member

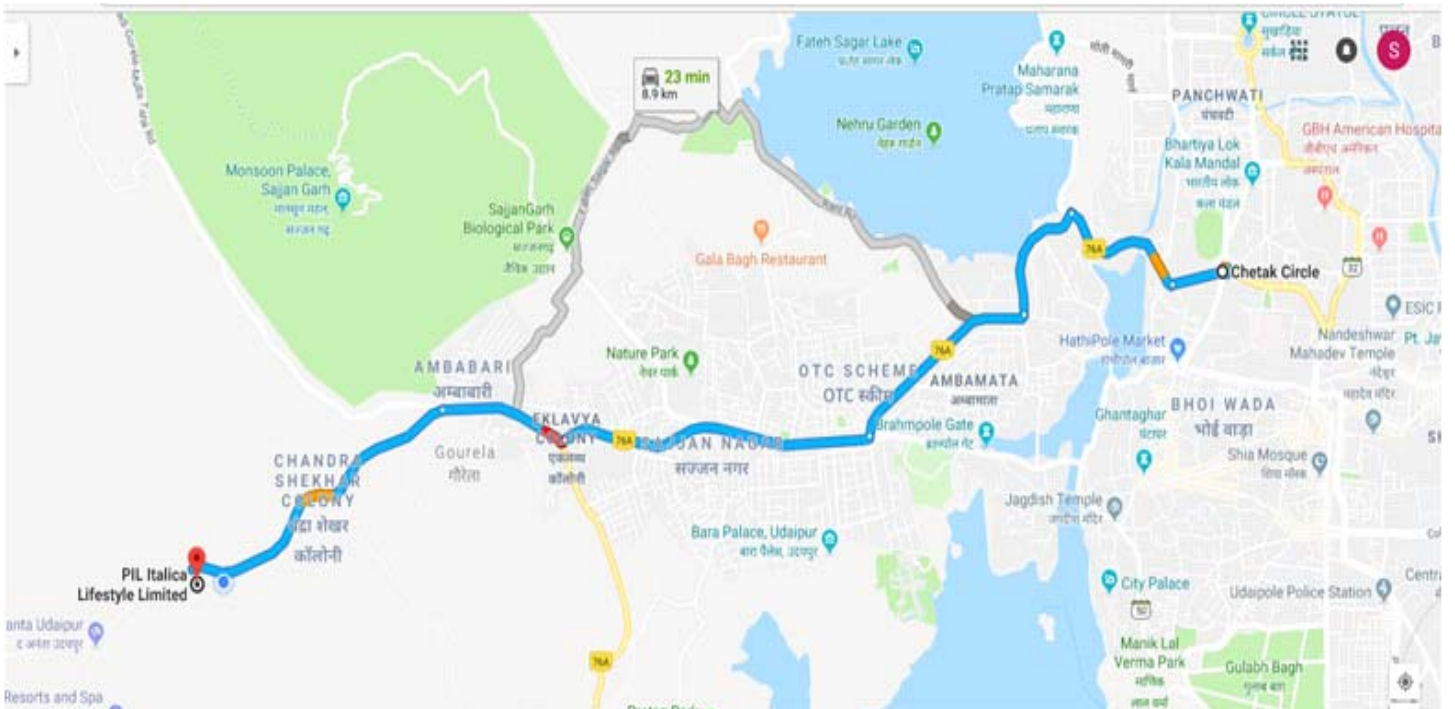
Proxy

Signature of Member/ 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.

ROUTE MAP TO THE VENUE OF THE AGM





NOTES :

Multiple horizontal lines for writing notes.

**BOOK-POST
PRINTED MATTER**