

# PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED

CIN : L24131WB1948PLC095302

REGD. OFFICE : BIRLA BUILDING, 9/1, R. N. MUKHERJEE ROAD, KOLKATA-700001

Email : pilani@pilaniinvestment.com, TELEPHONE : 033 4082 3700 / 2220 0600, Website : www.pilaniinvestment.com

19<sup>th</sup> June, 2026

The Manager,  
Listing Department  
National Stock Exchange of India Ltd.  
"Exchange Plaza", Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051

The Manager (Listing)  
BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai-400 001

**Sub: Notice of the 79<sup>th</sup> Annual General Meeting ("AGM") of the Company as required under Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Ref: Scrip Code: NSE: PILANIINVS :: BSE: 539883 :: ISIN: INE417C01014**

Dear Sirs,

Please find enclosed herewith Notice of the 79<sup>th</sup> Annual General Meeting ("AGM") of the Company scheduled to be held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") on **Monday, 13<sup>th</sup> July, 2026 at 3.00 P.M. (IST)**. The AGM of the Company is being held through VC / OAVM in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India. The Notice for the 79<sup>th</sup> AGM of the Company will be sent electronically to those shareholders whose email IDs are registered with the Company / Registrar and Share Transfer Agent and the Depositories. The aforesaid Notice is also being made available on the website of the Company for being downloaded.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,  
For **Pilani Investment and Industries Corporation Limited**

**Company Secretary**

*Encl: As above*

**Cc:**

National Securities Depository Ltd. Trade World, A Wing, 4 <sup>th</sup> Floor, Kamala Mills Compound, Lower Parel, Mumbai- 400013	Central Depository Services (India) Ltd. Marathon Futurex, A Wing, 25 <sup>th</sup> Floor, NM Joshi Marg, Lower Parel, Mumbai- 400013	Niche Technologies Pvt. Ltd. 3A, Auckland Place, 7 <sup>th</sup> Floor, Room No- 7A and 7B Kolkata- 700017	Catalyst Trusteeship Limited, Unit No. 901, 9 <sup>th</sup> Floor, Tower-B, Peninsula Business Park, Senapati Bapat Marg, Lower Parel (W), Mumbai- 400013
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## Pilani Investment and Industries Corporation Limited

**Registered Office:** Birla Building, 9/1, R. N. Mukherjee Road, Kolkata – 700001

**Phone Nos.:** (033) 40823700/ 22200600

**Website:** www.pilaniinvestment.com

**E-mail:** pilani@pilaniinvestment.com

**CIN:** L24131WB1948PLC095302

## Notice of the 79<sup>th</sup> Annual General Meeting

NOTICE is hereby given that the **79<sup>th</sup> Annual General Meeting** of the Shareholders of **PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED** will be held on **Monday, 13<sup>th</sup> July 2026 at 3.00 P.M. IST** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) facility, to transact, with or without modification(s) the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the Financial Year ended 31<sup>st</sup> March, 2026, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31<sup>st</sup> March, 2026.
3. To appoint a director in place of Shri D. K. Mantri (DIN: 00075664) who retires from office by rotation, but being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

4. To consider, and if thought fit, to pass the following resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 17, 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR Regulations’), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, Shri Arun Laddha (DIN: 00079406), who in terms of Section 161 of the Act was appointed as an Additional Director (Non-Executive Independent) of the Company with effect from 28<sup>th</sup> May, 2026 by the Board of Directors of the Company (‘Board’), and who meets the criteria of independence as required under Section 149(6) of the Act and Regulation 16(1)(b) & 25(8) of the SEBI LODR Regulations, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act proposing his candidature for the office of a Director, and he being eligible for appointment as a Non-Executive Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years commencing from 28<sup>th</sup> May, 2026 to 27<sup>th</sup> May, 2031 (both days inclusive), and he will not be liable to retire by rotation.”

## Notice (contd.)

**“RESOLVED FURTHER THAT** any one of the Director, Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company, be and is hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

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 Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the rules made thereunder and such other applicable provisions of law, if any, and any amendments, modifications, variations or re-enactments thereof (Applicable Laws) and the ‘Related Party Transaction Policy’ of the Company, as may be applicable from time to time, and pursuant to the consent and recommendation of the Audit Committee and the Board of Directors, the Members of the Company do hereby approve and accord approval to the Board of Directors of the Company (hereinafter referred to as Board which term shall be deemed to include any duly authorized Committee constituted/empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/or carrying out and/or continuing with contracts/arrangements/transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) pertaining to grant of Inter Corporate Deposits (ICDs) / Loans by the Company to the below mentioned Related Parties, details whereof in relation to the transactions are more particularly set out in the explanatory statement annexed to the notice convening this meeting, notwithstanding that the aggregate value of such transactions, to be entered into may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, as prescribed under Applicable Laws or any other materiality threshold, as may be applicable from time to time, but shall not exceed the limit as specified below for each such party, provided, that the said contracts/arrangements/transactions shall be carried out on an arm’s length basis and are in the ordinary course of business of the Company:

Name of the Related Party	Nature of Transaction	Maximum Amount Outstanding at any point of time (₹ in Crores)
Birla Group Holdings Private Limited	Extending Inter Corporate Deposits / Loans (in one or more tranches)	₹2,200 Crores
Applause Entertainment Private Limited		₹ 600 Crores
Azure Jouel Private Limited		₹700 Crores

**“RESOLVED FURTHER THAT** the Members of the Company do hereby approve and accord approval to the Board of Directors, to sign and execute all such documents, deeds and writings, including filing the said documents, etc. and do all such acts, deeds and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Notice (contd.)**

**“RESOLVED FURTHER THAT** the Members of the Company, do hereby also accord approval to the Board of Directors of the Company, to delegate all or any of its powers herein conferred to any Committee of Directors and/or Director(s) and/or official(s) of the Company/any other person(s) so authorized by it, in accordance with Applicable Laws, to do all such acts, deeds, matters and things and also to execute such documents, writings etc. as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**Registered Office:**

Birla Building  
9/1, R. N. Mukherjee Road,  
Kolkata – 700001  
4<sup>th</sup> June, 2026

By Order of the Board

**R. S. Kashyap**  
*Company Secretary*  
FCS- 8588

## Notice (contd.)

### NOTES:

1. In accordance with the circulars issued by the MCA and SEBI, the 79<sup>th</sup> Annual General Meeting of the Company (hereinafter referred to as "AGM") is being conducted through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") without the physical presence of the members at a common venue.  
Central Depository Services (India) Limited ("CDSL") will be providing facility for remote e-voting, participation in the AGM through VC/ OAVM and e-voting during the AGM.
2. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the AGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the Company at pilani@pilaniinvestment.com and to the Scrutiniser at sdalmiya.associates@gmail.com by email through registered email address with a copy marked to helpdesk.evoting@cdslindia.com latest by 5.00 p.m. on Sunday, 12<sup>th</sup> July, 2026.
5. In compliance with the aforesaid MCA and SEBI Circulars, 79<sup>th</sup> AGM Notice along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2025- 26 will also be available on the Company's website at www.pilaniinvestment.com and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Central Depository Services (India) Limited at www.evotingindia.com. Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to Shareholders whose e-mail addresses are not registered with Company / Registrar / DP providing the weblink of Company's website from where the Annual Report 2025-26 (including 79<sup>th</sup> AGM Notice) can be accessed. The Company shall send a physical copy of Annual Report 2025-26 to those Members who have made a request for the same, either to the RTA or the Company. Additionally, any member who desires to get a physical copy of Annual Report 2025-26, may request for the same by sending an email to the Company at pilani@pilaniinvestment.com mentioning their Folio No./DP ID and Client ID.
6. Register of Members and Transfer Books of the Equity Shares of the Company will remain closed from Tuesday, 7<sup>th</sup> July, 2026 to Monday, 13<sup>th</sup> July, 2026 (both days inclusive).
7.
  - a. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the unpaid/ unclaimed dividend for and upto the financial year 2017 – 2018 has been transferred by the Company to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Further, pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividend lying with the Company on the website of the Company (www.pilaniinvestment.com) and also on the website of the Ministry of Corporate Affairs.
  - b. In terms of the provisions of Section 124(5) of the Companies Act, 2013, dividend which remain unpaid/ unclaimed for a period of seven years from the date of declaration will be transferred to the IEPF.  
Further, in terms of the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time, equity shares in respect of which dividends have not been paid or claimed for seven consecutive years or more from the date of declaration are also required to be transferred to IEPF Authority.

**Notice (contd.)**

Shareholders, who have so far not encashed their dividend relating to the financial year 2018-19 are requested to do so, by writing to the Secretarial Department at the Registered Office of the Company or to the RTA, failing which the dividend and the equity shares relating thereto will be transferred to the IEPF and the IEPF Authority respectively.

In compliance with the aforesaid Rules, the Company has already transferred equity shares in respect of which dividend has not been paid or claimed by the shareholder for seven consecutive years, to the Demat Account of the Investor Education and Protection Fund Authority, after providing necessary intimations to the relevant shareholders.

- c. We give below the details of dividends paid by the Company and their respective due dates of transfer to such fund of the Central Government, if they remain unencashed:-

<b>Dividend for the financial year ended</b>	<b>Date of declaration of Dividend</b>	<b>Last date for claiming unpaid Dividend</b>
31 <sup>st</sup> March, 2019	25 <sup>th</sup> September, 2019	24 <sup>th</sup> October, 2026
31 <sup>st</sup> March, 2020	11 <sup>th</sup> September, 2020	10 <sup>th</sup> October, 2027
31 <sup>st</sup> March, 2021	16 <sup>th</sup> September, 2021	15 <sup>th</sup> October, 2028
31 <sup>st</sup> March, 2022	9 <sup>th</sup> September, 2022	8 <sup>th</sup> October, 2029
31 <sup>st</sup> March, 2023	5 <sup>th</sup> September, 2023	4 <sup>th</sup> October, 2030
31 <sup>st</sup> March, 2024	27 <sup>th</sup> September, 2024	26 <sup>th</sup> October, 2031
31 <sup>st</sup> March, 2025	30 <sup>th</sup> June, 2025	29 <sup>th</sup> July, 2032

- 8.
  - a. Members who are holding Shares in identical order of names in more than one Folio is requested to apply to the Company or its RTA alongwith the relevant Share Certificate for consolidation of such folios in one folio.
  - b. Members are also requested to notify change in address, if any, immediately to the Company at its Registered Office or its RTA by quoting their Registered Folio Number(s) in respect of their physical shares and to their Depository Participants in respect of their electronic share account.
  - c. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents ("RTA"), Niche Technologies Private Limited for assistance in this regard.
- 9. The Members holding shares of the Company in physical form are requested for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 & SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023. The formats are also available on the website of the Company.
- 10. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificates; Endorsement; Sub-division/splitting of securities certificates; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

## Notice (contd.)

11. Members are again requested to submit their PAN, KYC and nomination details immediately.
12. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 79<sup>th</sup> AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system ("remote e-Voting") from a place other than venue of the AGM will be provided by Central Depository Services (India) Limited (CDSL).

- (i) The voting period commences on Thursday, 9<sup>th</sup> July, 2026 at 9.00 A.M IST and ends on Sunday, 12<sup>th</sup> July, 2026 at 5.00 P.M. IST. 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 Monday 6<sup>th</sup> July, 2026 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.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Notice (contd.)**

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**Notice (contd.)**

Type of shareholders	Login Method
	4) For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

- (iv) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) 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 e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

**Notice (contd.)**

<b>For physical shareholders and other than individual shareholders holding shares in Demat</b>	
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"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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"> <li>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 (v).</li> </ul>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Company i.e "PILANI INVESTMENT AND INDUSTRIES CORPORATION LIMITED" on which you choose to vote.
- (ix) 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) There is an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting:
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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 would be mapped automatically & can be delink in case of wrong mapping.

## Notice (contd.)

- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email addresses viz; sdalmiya.associates@gmail.com and pilani@pilaniinvestment.com latest by 5.00 p.m on Sunday, 12<sup>th</sup> July, 2026 if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:**

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

- (i) The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-Voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting i.e. latest by 5.00 p.m. of Friday, 3<sup>rd</sup> July, 2026 mentioning their name, demat account number/folio number, email id, mobile number at pilani@pilaniinvestment.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting i.e. latest by 5.00 p.m. of Friday, 3<sup>rd</sup> July, 2026, mentioning their name, demat account number/folio number, email id, mobile number at pilani@pilaniinvestment.com. These queries will be replied to by the company suitably at the AGM.

**Notice (contd.)**

- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
  - (ix) Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
  - (x) If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  - (xi) If you have any queries or issues regarding attending AGM and e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free number 18002109911 .
  - (xii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free number 18002109911.
13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date on Monday, 6<sup>th</sup> July, 2026. A person who is not a member as on cut-off date should treat this notice for information purpose only.
  14. The notice of the Annual General Meeting along with Annual Report 2025-26 will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by depositories as at closing hours of business on Friday, 5<sup>th</sup> June, 2026.
  15. The shareholders shall have one vote per equity share held by them as on the cut-off date on Monday, 6<sup>th</sup> July, 2026. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
  16. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on Monday, 6<sup>th</sup> July, 2026 are requested to send the email communication to the Company at [pilani@pilaniinvestment.com](mailto:pilani@pilaniinvestment.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
  17. Smt. Shweta Dalmiya of M/s S. Dalmiya & Associates, Company Secretaries (Certificate of Practice Number 19603) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, within two working days of conclusion of the AGM a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him/her in writing, who shall countersign the same and declare the result of the voting forthwith.
  18. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.pilaniinvestment.com](http://www.pilaniinvestment.com) and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. National Stock Exchange of India Limited and BSE Limited and a copy would also be displayed at the Notice Board of the Company.
  19. The place of meeting held by VC/OAVM will be deemed to be the Registered Office address of the Company.
  20. Brief resume of Director seeking re-appointment at the Meeting alongwith details of his other Directorships and shareholding in the Company pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards:  

Shri D. K. Mantri aged about 70 years is a renowned industrialist having rich business experience. He heads the DM Group which is a Multi Divisional Group with interests in Tea, Engineering, Trading and Financial Services. He is actively involved with Sangeet Kala Mandir, a most prestigious Cultural Institution in the Country, for

## Notice (contd.)

more than last two decades. He is a Director of Suprabha Industries Limited, Vijayshree Autocom Limited, Mantri Udyog Limited and various other private limited companies. He is acting as the Chairman of the Audit Committee of Vijayshree Autocom Limited and Suprabha Industries Limited and Chairman of the Stakeholders Relationship Committee of Piani Investment and Industries Corporation Limited. {For this purpose, pursuant to Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered}. He is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India and any other competent regulatory authority. Shri Mantri has not resigned from the Directorship, from any of the listed entities in which he acts as a Director in the past three years. He had attended all the Board meetings of the Company held during FY 2025-26. During the FY 2025-26 he was paid ₹ 4.00 Lakhs towards sitting fees. He was initially appointed as the Director of the Company on 14<sup>th</sup> November, 2019. Shri D. K. Mantri holds 140 Equity Shares in the Company. Shri D. K. Mantri is not related to any other Director/KMP of the Company.

The aforesaid may also be regarded as disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings.

21. During the AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Registers of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act.
22. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA/Company in case the shares are held by them in physical form.

**Notice (contd.)**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1)  
OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**

Shri Arun Laddha (DIN: 00079406) was appointed upon the recommendations of the Nomination and Remuneration Committee, as an Additional Director of the Company by the Board of Directors at its meeting held on 28<sup>th</sup> May, 2026 pursuant to the provisions of Section 149, 152 and 161 of the Companies Act, 2013 (the Act) and Article 104 of the Company's Articles of Association with effect from 28<sup>th</sup> May, 2026 subject to the approval of the shareholders of the Company. A notice under Section 160 (1) of the Act has been received from a member signifying its intention to propose Shri Laddha's appointment as an Independent Director for a term of five consecutive years with effect from 28<sup>th</sup> May, 2026.

Shri Arun Laddha, aged about 61 years, Managing Director of J.R. Laddha Financial Services Pvt. Ltd., is a Calcutta University commerce graduate and NISM-certified Mutual Fund Advisor who has spent over three decades helping HNIs, corporates and institutions build and preserve wealth across asset classes. Under his stewardship, J.R. Laddha Financial Services Pvt. Ltd. earned CNBC-TV18's "Best Financial Advisor – Regional" award. He consistently represents Indian business interests on global platforms. His community leadership includes serving as President of Dakshin Kolkata Maheshwari Sabha (2013–2019), Vice-President of Greater Kolkata Maheshwari Sabha (2013–2016), and ongoing trusteeships with Manav Kalyan Ashram (Badrinath), Girirajdharan Trust (Girirajji) and Gorakh Banshi Trust (Kolkata).

The Company has received from Shri Arun Laddha (i) consent in writing to act as an Independent Director, (ii) confirmation that he is not disqualified under Sections 164(1) and 164(2) of the Act, and (iii) a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulations 16(1)(b) & 25(8) of the SEBI LODR Regulations. He has confirmed that he has not been debarred or disqualified from holding office as Director by virtue of any order passed by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any such statutory authority. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of Appointment Rules with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Shri Arun Laddha fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Shri Laddha is not related to any Director/KMP of the Company. It is, therefore, in the company's best interest that it should appoint Shri Laddha as an independent member of the board. Accordingly, the Board commends the resolution in relation to appointment of Shri Arun Laddha as an Independent Director, for the approval by the shareholders of the Company. Except Shri Laddha, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out in this item of the notice.

He is not acting as the Chairman/Member of any Committee of Directors of other public limited companies. {For this purpose, pursuant to Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered}. Shri Laddha has not resigned from the Directorship, from any of the listed entities in which he acts as a Director in the past three years. Disclosures pertaining to attendance at Board Meetings and payment of sitting fees during FY 2025-26 is not applicable.

It is proposed to appoint Shri Arun Laddha as a Non-Executive Independent Director on the Board of the Company for a term of five consecutive years, not liable to retire by rotation, commencing from 28<sup>th</sup> May, 2026 to 27<sup>th</sup> May, 2031.

## Notice (contd.)

He does not hold any Equity Shares in the Company.

This explanatory statement may also be regarded as disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings.

### ITEM NO. 5

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 any transaction involving a transfer of resources, services or obligations between a listed entity and a related party of the listed entity will be considered as “related party transaction”. And if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, such transaction shall be treated as “material related party transaction” and shall require shareholders’ approval.

The annual consolidated turnover of the Company for the financial year 2025-26 is ₹ 282.87 Crores. Accordingly, any transaction(s) by the Company with its related party exceeding ₹ 28.28 Crores (being 10% of the Company’s annual consolidated turnover) shall be considered as material transaction and hence, approval of the Members will be required for the same.

The Company may be required to enter into transactions, as stated in the resolution at Item No. 5, with Related Parties mentioned in the said resolution. It is therefore proposed to obtain the prior approval of its Members for entering into arrangements/transactions/ contracts with its related parties from time to time.

The Audit Committee and Board have approved the Related Party Transactions at their separate meetings held on 4<sup>th</sup> June, 2026, and thereby recommended to the members, in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and noted that these transactions shall be in the ordinary course of business and at arm’s length basis and are in accordance with Related Party Transaction Policy of the Company.

Relevant information are as under:

#### a) Birla Group Holdings Private Limited (BGHPL)

**Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:**

Sr. No.	Particulars of the information	Information provided by the management
<b>Part A: Minimum information of the proposed RPT</b>		
<b>A(1) Basic details of the related party</b>		
1.	Name of the related party	Birla Group Holdings Private Limited (“BGHPL”)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Core Investment Company
<b>A(2) Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	BGHPL is a Promoter of the Company.  Nature of concern/interest is financial transaction.

**Notice (contd.)**

Sr. No.	Particulars of the information	Information provided by the management
	Shareholding of the listed entity, whether direct or indirect, in the related party.	Nil
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity	34.70 %

**A(3) Details of previous transactions with the related party**

1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	<b>Sr. No</b>	<b>Nature of Transactions</b>	<b>Amount (₹ in Crore)</b>
		1.	Loan given to BGHPL	2,760.00
		2.	Loan Repayment by BGHPL	3,331.00
		3.	Interest received from BGHPL	127.25
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No default		

**A(4) Amount of the proposed transactions (All types of transactions taken together)**

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Inter Corporate Deposit /Loans having maximum amount outstanding at any point of time of ₹ 2,200 Crores
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**Notice (contd.)**

Sr. No.	Particulars of the information	Information provided by the management										
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes										
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	778%										
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable										
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	216.32%										
6.	Financial performance of the related party for the immediately preceding financial year.	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Particulars for FY 2025-26</th> <th style="text-align: right;">Amount (₹ in Crores) (Audited)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td style="text-align: right;">382.43</td> </tr> <tr> <td>Profit After Tax</td> <td style="text-align: right;">(281.08)</td> </tr> <tr> <td>Net Worth</td> <td style="text-align: right;">(5,565.92)</td> </tr> <tr> <td>Adjusted Net Worth* [as per Reserve Bank of India (Core Investment Companies) Directions, 2025]</td> <td style="text-align: right;">30,845.09</td> </tr> </tbody> </table>	Particulars for FY 2025-26	Amount (₹ in Crores) (Audited)	Turnover	382.43	Profit After Tax	(281.08)	Net Worth	(5,565.92)	Adjusted Net Worth* [as per Reserve Bank of India (Core Investment Companies) Directions, 2025]	30,845.09
Particulars for FY 2025-26	Amount (₹ in Crores) (Audited)											
Turnover	382.43											
Profit After Tax	(281.08)											
Net Worth	(5,565.92)											
Adjusted Net Worth* [as per Reserve Bank of India (Core Investment Companies) Directions, 2025]	30,845.09											
<b>A(5) Basic details of proposed transactions to be approved</b>												
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Inter Corporate Deposits (ICDs)/ Loans by the Company										

**Notice (contd.)**

Sr. No.	Particulars of the information	Information provided by the management
2.	Details of each type of the proposed transaction	Inter Corporate Deposits (ICDs)/ Loans
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Maximum tenure shall be 36 (Thirty Six) Months from the date of disbursement
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Inter Corporate Deposit /Loans having maximum amount outstanding at any point of time of ₹ 2,200 Crores.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Company is registered as a Core Investment Company (CIC) with the Reserve Bank of India. Being a CIC, it can give ICDs / Loans only to group companies and deployment of funds in group companies will ensure compliance with CIC Regulations. Hence, the transactions are in furtherance of the business activities of the Company and are undertaken in accordance with laid down norms, policies and procedures and therefore the transaction is in the best interests of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	BGHPL is the Promoter of the Company.
	a. Name of the director / KMP	Smt. Rajashree Birla, a Non-Executive Director of the Company also holds the position of Director in Birla Group Holdings Private Limited. Shri Kumar Mangalam Birla, son of Smt. Rajashree Birla also holds the position of Director in Birla Group Holdings Private Limited.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	The RPT proposed to be entered with BGHPL is in the ordinary course of the business since the Company being a registered CIC is engaged in the activity of granting Inter Corporate Deposit/Loans to the Group Companies. Such RPTs shall be entered into on an arm's length basis.

**Notice (contd.)**

Sr. No.	Particulars of the information	Information provided by the management
<b>Part B: Additional Information</b>		
<b>B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary</b>		
1.	Source of funds in connection with the proposed transaction.	Not applicable since the Company is a NBFC-CIC
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following:	Not applicable since the Company is a NBFC-CIC
a.	Nature of Indebtedness	
b.	Total cost of borrowing	
c.	Tenure	
d.	Other Details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	Not applicable since the Company is a NBFC-CIC
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Interest Rate: One Year HDFC Bank MCLR + 0.90% spread. Interest rate would be reset on 1st April each year with the then prevailing one year HDFC Bank MCLR + 0.90% spread or the rate as mutually agreed.
5.	Maturity / due date	Maximum tenure shall be 36 (Thirty Six) Months from the date of disbursement.
6.	Repayment schedule & terms	Put/Call option: Anytime after 7 (Seven) days from the date of disbursement with 2(Two) days advance notice. Other terms: As may be mutually agreed upon.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Business purpose
<b>Part C:</b>		
<b>C1. Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary</b>		
1	Latest credit rating of the related party	Crisil AA+ (Stable) (for NCDs) Crisil A1+ (for CPs) ICRA A1+ (for CPs)

**Notice (contd.)**

Sr. No.	Particulars of the information	Information provided by the management
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	Nil
	In addition, state the following:	
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	No
	b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	No
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	No
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	No

**b) Applause Entertainment Private Limited (Applause)**

**Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:**

Sl. No.	Particulars of the information	Information provided by the management
<b>Part A: Minimum information of the proposed RPT</b>		
<b>A(1) Basic details of the related party</b>		
1.	Name of the related party	Applause Entertainment Private Limited (Applause)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Content and IP creation studio

**Notice (contd.)**

<b>A(2) Relationship and ownership of the related party</b>				
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Applause is the subsidiary of BGHPL, hence a Promoter Group Company.		
	Shareholding of the listed entity, whether direct or indirect, in the related party.	Nil		
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable		
	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil		
<b>A(3) Details of previous transactions with the related party</b>				
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	<b>Sr. No</b>	<b>Nature of Transactions</b>	<b>Amount (₹ in Crore)</b>
		1.	Loan given to Applause	-
		2.	Loan Repayment by Applause	517
		3.	Interest received from Applause	18.41
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No default		
<b>A(4) Amount of the proposed transactions (All types of transactions taken together)</b>				
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹ 600 Crores		
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes		
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	212.11%		

**Notice (contd.)**

4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	320.38%								
6.	Financial performance of the related party for the immediately preceding financial year.	<table border="1"> <thead> <tr> <th>Particulars for FY 2025-26</th> <th>Amount (₹ in Crore) (Unaudited)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>187.28</td> </tr> <tr> <td>Profit After Tax</td> <td>(52.37)</td> </tr> <tr> <td>Net Worth</td> <td>574.24</td> </tr> </tbody> </table>	Particulars for FY 2025-26	Amount (₹ in Crore) (Unaudited)	Turnover	187.28	Profit After Tax	(52.37)	Net Worth	574.24
Particulars for FY 2025-26	Amount (₹ in Crore) (Unaudited)									
Turnover	187.28									
Profit After Tax	(52.37)									
Net Worth	574.24									

**A(5) Basic details of proposed transactions to be approved**

1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Inter Corporate Deposits (ICDs)/ Loans by the Company
2.	Details of each type of the proposed transaction	Inter Corporate Deposits/ Loans
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Maximum tenure shall be 36 (Thirty Six) Months from the date of disbursement
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Inter Corporate Deposit /Loans having maximum amount outstanding at any point of time of ₹ 600 Crores
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Company is registered as a Core Investment Company (CIC) with the Reserve Bank of India. Being a CIC, it can give ICDs / Loans only to group companies and deployment of funds in group companies will ensure compliance with CIC Regulations. Hence, the transactions are in furtherance of the business activities of the Company and are undertaken in accordance with laid down norms, policies and procedures and therefore the transaction is in the best interests of the Company.

**Notice (contd.)**

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	The RPT proposed to be entered with Applause is in the ordinary course of the business since the Company being a registered CIC is engaged in the activity of granting Inter Corporate Deposit/Loans to the Group Companies. Such RPTs shall be entered into on an arm's length basis.

**Part B: Additional Information**

**B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

1.	Source of funds in connection with the proposed transaction.	Not applicable since the Company is a NBFC-CIC
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of Indebtedness b. Total cost of borrowing c. Tenure d. Other Details	Not applicable since the Company is a NBFC-CIC
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	Not applicable since the Company is a NBFC-CIC
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Interest Rate: One Year HDFC Bank MCLR + 0.90% spread. Interest rate would be reset on 1 <sup>st</sup> April each year with the then prevailing one year HDFC Bank MCLR + 0.90% spread or the rate as mutually agreed.
5.	Maturity / due date	Maximum tenure shall be 36 (Thirty Six) Months from the date of disbursement.
6.	Repayment schedule & terms	Put/Call option: Anytime after 7 (Seven) days from the date of disbursement with 2 (Two) days advance notice. Other terms: As may be mutually agreed upon.
7.	Whether secured or unsecured?	Unsecured

**Notice (contd.)**

8	If secured, the nature of security & security coverage ratio	Not applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Business purpose

**Part C:**

**C1. Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary**

1	Latest credit rating of the related party	CARE A-
2	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p>	<p>Nil</p> <p>No</p> <p>No</p> <p>No</p> <p>No</p>

**Notice (contd.)**

**c) Azure Jouel Private Limited (Azure)**

**Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:**

Sl. No.	Particulars of the information	Information provided by the management
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**Part A: Minimum information of the proposed RPT**

**A(1) Basic details of the related party**

1.	Name of the related party	Azure Jouel Private Limited (Azure)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Jewellery manufacturer-100% EOU

**A(2) Relationship and ownership of the related party**

1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Azure is the subsidiary of BGHPL: hence a Promoter Group company. Nature of concern/interest is financial transaction.
	Shareholding of the listed entity, whether direct or indirect, in the related party.	Nil
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity	Nil

**A(3) Details of previous transactions with the related party**

1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	<table border="1"> <thead> <tr> <th style="text-align: center;">Sr. No</th> <th style="text-align: center;">Nature of Transactions</th> <th style="text-align: center;">Amount (₹ in Crore)</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1.</td> <td>Loan given to Azure</td> <td style="text-align: center;">-</td> </tr> <tr> <td style="text-align: center;">2.</td> <td>Loan Repayment by Azure</td> <td style="text-align: center;">190.00</td> </tr> <tr> <td style="text-align: center;">3.</td> <td>Interest received from Azure</td> <td style="text-align: center;">56.76</td> </tr> </tbody> </table>	Sr. No	Nature of Transactions	Amount (₹ in Crore)	1.	Loan given to Azure	-	2.	Loan Repayment by Azure	190.00	3.	Interest received from Azure	56.76
Sr. No	Nature of Transactions	Amount (₹ in Crore)												
1.	Loan given to Azure	-												
2.	Loan Repayment by Azure	190.00												
3.	Interest received from Azure	56.76												
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not Applicable												
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No default												

**Notice (contd.)**

<b>A(4) Amount of the proposed transactions</b> (All types of transactions taken together)									
1. Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Inter Corporate Deposit /Loans having maximum amount outstanding at any point of time of ₹ 700 Crores								
2. Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3. Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	247.46%								
4. Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable								
5. Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	574.62%								
6. Financial performance of the related party for the immediately preceding financial year.	<table border="1"> <thead> <tr> <th>Particulars for FY 2025-26</th> <th>Amount (₹ in Crore) (Unaudited)</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>121.82</td> </tr> <tr> <td>Profit After Tax</td> <td>(43.92)</td> </tr> <tr> <td>Net Worth</td> <td>35.52</td> </tr> </tbody> </table>	Particulars for FY 2025-26	Amount (₹ in Crore) (Unaudited)	Turnover	121.82	Profit After Tax	(43.92)	Net Worth	35.52
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<b>A(5) Basic details of proposed transactions to be approved</b>									
1. Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Inter Corporate Deposits (ICDs)/ Loans by the Company								
2. Details of each type of the proposed transaction	Inter Corporate Deposits (ICDs)/ Loans								
3. Tenure of the proposed transaction (tenure in number of years or months to be specified)	Maximum tenure shall be 36 (Thirty Six) Months from the date of disbursement								
4. Whether omnibus approval is being sought?	Yes								
5. Value of the proposed transaction during a financial year.  If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Inter Corporate Deposit /Loans having maximum amount outstanding at any point of time of ₹ 700 Crores								

**Notice (contd.)**

6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Company is registered as a Core Investment Company (CIC) with the Reserve Bank of India. Being a CIC, it can give ICDs / Loans only to group companies and deployment of funds in group companies will ensure compliance with CIC Regulations. Hence, the transactions are in furtherance of the business activities of the Company and are undertaken in accordance with laid down norms, policies and procedures and therefore the transaction is in the best interests of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Nil
	a. Name of the director / KMP	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not applicable
9.	Other information relevant for decision making.	The RPT proposed to be entered with Azure is in the ordinary course of the business since the Company being a registered CIC is engaged in the activity of granting Inter Corporate Deposit/ Loans to the Group Companies. Such RPTs shall be entered into on an arm's length basis.

**Part B: Additional Information**

**B(2) Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary**

1.	Source of funds in connection with the proposed transaction.	Not applicable since the Company is a NBFC-CIC
2.	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: a. Nature of Indebtedness b. Total cost of borrowing c. Tenure d. Other Details	Not applicable since the Company is a NBFC-CIC
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders	Not applicable since the Company is a NBFC-CIC
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	Interest Rate: One Year HDFC Bank MCLR + 0.90% spread. Interest rate would be reset on 1st April each year with the then prevailing one year HDFC Bank MCLR + 0.90% spread or the rate as mutually agreed.
5.	Maturity / due date	Maximum tenure shall be 36 (Thirty Six) Months from the date of disbursement.

**Notice (contd.)**

6	Repayment schedule & terms	Put/Call option: Anytime after 7 (Seven) days from the date of disbursement with 2 (Two) days advance notice. Other terms: As may be mutually agreed upon.
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	Not applicable
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Business purpose

**Part C:**

**C1. Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary**

1	Latest credit rating of the related party	Not Applicable
2	Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.  In addition, state the following:  a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;  b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;  c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;  d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Nil  No  No  No  No

Smt. Rajashree Birla, the Non-Executive Director of the Company also holds the position of Director in Birla Group Holdings Private Limited. Shri Kumar Mangalam Birla, Son of Smt. Rajashree Birla, also holds the position of Director in Birla Group Holdings Private Limited.

Except the above, none of the other Directors, Key Managerial Personnel and their relatives are concerned/interested, financially or otherwise in the above resolution, except to the extent of their shareholding/ common directorships, if any, in the Company and in any of the entities mentioned above.

Based on the information on the proposed transactions, the Audit Committee has approved entering into the said Material Related Parties Transactions and the Board of the Company has reviewed and recommended that the approval of the Members be also sought for the resolution contained at Item No. 5 of the accompanying notice.

## Notice (contd.)

The Board, therefore, recommends the passing of the Ordinary Resolution at Item No. 5 of the Notice, for the approval of the Members.

Where the materiality thresholds for related party transactions, as provided under Regulation 23(1) of the SEBI Listing Regulations, undergoes any modification or revision, as may be notified by appropriate authority, pursuant to which the requirement for seeking prior approval of Members remains no longer applicable with respect to the resolution or any part of the resolution, the resolution or such part of the resolution, as the case may be, shall be deemed infructuous and shall not be considered by the Company during the year financial year ending 2026- 27.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no Related Party/ies shall vote to approve the Ordinary Resolution at Item No. 5 of the Notice.

**Registered Office:**

Birla Building  
9/1, R. N. Mukherjee Road,  
Kolkata – 700001  
4<sup>th</sup> June, 2026

By Order of the Board

**R. S. Kashyap**

*Company Secretary*

FCS- 8588