

PINCON LIFESTYLE LIMITED
(Formerly Modi Udyog Limited)
CIN: L51226WB1982PLC035312
"WELLESLEY HOUSE" 7, RED CROSS PLACE, 3RD FLOOR, KOLKATA -700001
Phone: +91 33 2231 9135, 2262 4943, Fax: +91 33 40014642
Email: info@pinconlifestyle.com, Website: www.pinconlifestyle.com

NOTICE

Notice is hereby given that the Thirty Fifth (35th) Annual General Meeting (AGM) of the members of Pincon Lifestyle Limited will be held on Tuesday, 05th Day of September, 2017 at 03.30 P.M. at the Peerless Inn, 12, Jawaharlal Nehru Road, Kolkata – 700 013, to transact the following business:-

ORDINARY BUSINESS:-

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2017 and the Reports of the Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint Mr. Subrata Basu (DIN: 06758717), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Subrata Basu (DIN: 06758717), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. 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 Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, appointment of M/s. S.K. Sircar & Co., Chartered Accountants, Firm Registration No. 308116E, be and is hereby ratified, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Thirty Sixth (36th) Annual General Meeting of the Company at such remuneration as may be mutually agreed between Board of Directors of the Company and Auditors."

SPECIAL BUSINESS:-

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

"RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Mou Roy (DIN: 07144271), who was appointed as an Additional Director of the Company with effect from 29th May, 2017 under Section 161 of the Act and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years with effect from 29th May, 2017, not liable to retire by rotation."

Date: 08.08.2017
Place: Kolkata

By Order of the Board of Directors
Sd/-
Niraj Kumar
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than forty eight hours before the commencement of the Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable. A proxy form is attached hereto.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. Corporate Members are required to send a certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. The Register of Members and Share Transfer Books will remain closed from Wednesday, the 30th day of August, 2017, to Tuesday, the 05th day of September, 2017 (both days inclusive) for the purpose of the Annual General Meeting
5. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the attendance slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio Number.
6. A brief resume of each of the directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Clause 1.2.5 of Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India, are provided in Details of Directors seeking Appointment/ Re-appointment at the Annual General Meeting is annexed herewith as Annexure 1.
7. Electronic copy of the Annual Report for FY 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2016-17 are being sent in the permitted mode. Members are requested to support Green initiative by registering/updating their e-mail addresses with the Depository Participants (in case of shares in dematerialized form) or with Maheshwari Datamatics Private Limited (Registrar and Transfers Agents) (in case of Shares held in physical form).
8. Electronic copy of the Notice of the 35th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 35th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. A route map showing directions to reach the venue of the 35th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings" issued by the Institute of Company Secretaries of India.
11. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means Information and instructions including details of user id and password relating to e-voting are provided in the Notice under Note No. 15.

12. Members holding shares in electronic form are requested to intimate any change in their address, E-mail Id and signature to their respective Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate such changes to the Registrar and Share Transfer Agents of the Company.
13. In terms of circular issued by SEBI, it is mandatory to quote Permanent Account Number ("PAN") for participating in the securities market. Therefore, Members holding shares in dematerialised form are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Registrar and Share Transfer Agents of the Company.
14. All documents referred to in the Notice and in the Explanatory Statement will be available for inspection at the Company's registered office between 11:00 a.m. and 1:00 p.m. upto 04th September, 2017 on all days (except Saturdays, Sundays and public holidays).

15. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, 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), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (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 from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM 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 ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Friday, 01st September, 2017 (9:00 a.m.) and ends on Monday, 04th September, 2017 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 29th August, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL 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 process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put User ID and password noted in step (1) above and Click Login.
NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
 - (v) After successful login, you can change the password with new password of your choice.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Pincon Lifestyle Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to arpansengupta.cs@gmail.com / arpansenguptaandassociates@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Tuesday, 29th August, 2017.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, 29th August, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- X. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XI. 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 as well as voting at the AGM through ballot paper.
- XII. Mr. Arpan Sengupta, (Company Secretary, Membership No. 37706) Proprietor of M/s. Arpan Sengupta & Associates, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.pinconlifestyle.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Metropolitan Stock Exchange of India Limited and the Calcutta Stock Exchange Limited where the shares of the Company are listed.

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

The Following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4:

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013 ("the Act"), and relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of Directors of the Company appointed Mrs. Mou Roy (DIN: 07144271) as an Additional Independent Director of the Company with effect from 29th May, 2017 to hold the office for a term of five consecutive years, not liable to retire by rotation, subject to the approval of members of the Company at the ensuing Annual General Meeting (AGM).

As an Additional Director, Mrs. Roy holds office till the date of the ensuing AGM and is eligible for being appointed as an Independent Director. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mrs. Roy for the office of Director of the Company. The Company has received a declaration from Mrs. Roy that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and under the Listing Regulations.

In the opinion of the Board, Mrs. Roy fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management.

Details of Mrs. Roy, whose appointment as Independent Director is proposed at Item No. 4, is provided in the "Annexure- I" to the Notice pursuant to the provisions of (i) the Listing Regulations, and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.pinconlifestyle.com.

Mrs. Roy is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives, except Mrs. Roy, is in any way, concerned or interested in the said resolution.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Roy as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Roy as an Independent Director, for the approval by the Members of the Company.

Date: 08.08.2017

Place: Kolkata

By Order of the Board of Directors

Sd/-

Niraj Kumar

Company Secretary

ANNEXURE- I

DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India]

Name of the Director	SUBRATA BASU	MOU ROY
DIN	06758717	07144271
Date of Birth and Age	05/10/1967 49 years	22/11/1983 33 years
Date of appointment on the Board	13/04/2016	29/05/2017
Qualifications	Post Graduate in Commerce & CAIIB	BA, LLB
Experience and Expertise	He has almost two decades of banking experience at a senior level in reputed public sector & private sector banks.	She has vast experience in Corporate Legal matters with wide exposure in Capital markets.
Number of Meetings of the Board attended during the year.	10	Not Applicable
List of Directorship held in other Companies	1. Pincon Spirit Limited 2. Pincon Developers Limited	1. Pincon Spirit Limited
Membership in Committees of other Board- Audit Committee:	Pincon Spirit Limited	Pincon Spirit Limited
Nomination and Remuneration Committee:	Pincon Spirit Limited	Pincon Spirit Limited
Stakeholder Relationship Committee:	Nil	Pincon Spirit Limited
Corporate Social Responsibility Committee:	Pincon Spirit Limited	Pincon Spirit Limited
Chairmanship in Committees of other Board-	Nil	Nil
Shareholding in Pincon Lifestyle Limited	Nil	Nil
Relationship with other directors, manager and other Key Managerial Personnel of the Company	N.A.	N.A.
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per existing terms and Conditions.	As per the resolution at item no. 04 of the Notice convening Annual General read with Explanatory statement thereto.

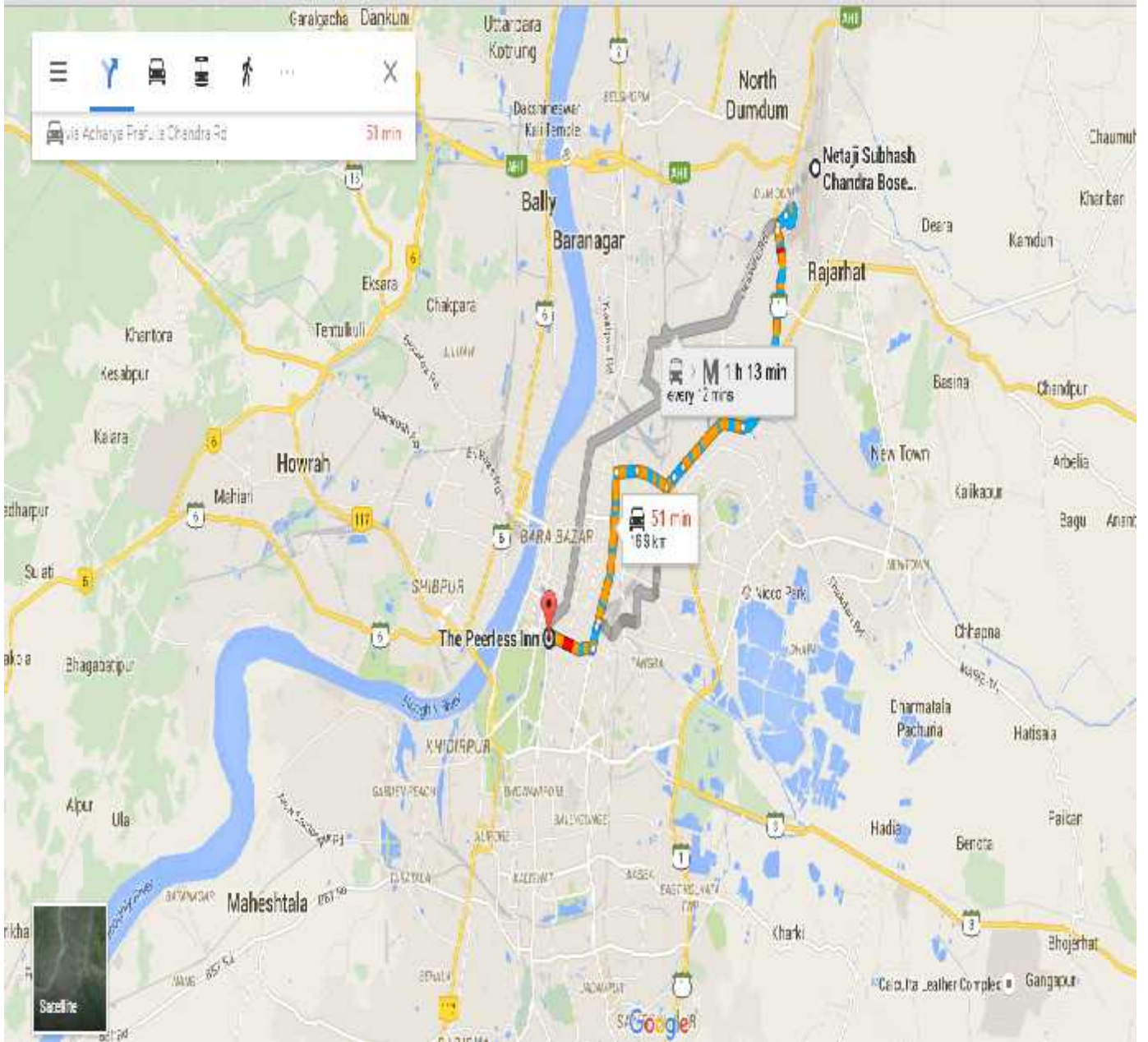
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ROUTE MAP



PINCON LIFESTYLE LIMITED

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ATTENDANCE SLIP

THIRTY FIFTH ANNUAL GENERAL MEETING,

TUESDAY, SEPTEMBER 05, 2017

DP Id.	
Client Id./Regd. Folio No.	
Name and Address of the Sole/First Member	
Joint Holder 1	
Joint Holder 2	
No. of Share(s) held	

I/We hereby record my/our presence at the Thirty Fifth Annual General Meeting of the Company at The Peerless Inn at 12, Jawaharlal Nehru Road, Kolkata-700013, West Bengal on Tuesday, September 05, 2017 at 03.30 P.M.

Member's Folio/DP ID- Client ID No.	Member's/ Proxy's name in Block Letters	Member's/ Proxy's Signature

NOTES:

1. Please Complete the Folio/DP ID Client ID No. and name of the Member/Proxy, Sign this attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
2. Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for Reference at the meeting.

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FORM NO. MGT - 11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

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

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1	Name: _____ Address: _____ Email Id: _____ Signature: _____ or failing him;
2	Name: _____ Address: _____ Email Id: _____ Signature: _____ or failing him;
3	Name: _____ Address: _____ Email 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 Thirty Fifth Annual General Meeting of the Company, to be held on Tuesday, September 05, 2017 at 03.30 P.M. at The Peerless Inn at 12, Jawaharlal Nehru Road, Kolkata-700013, West Bengal and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Description of Resolution	For	Against
1.	Consider and Adopt: Audited Financial Statements, Reports of the Board of Directors and Auditors thereon		
2.	Re-appointment of Mr. Subrata Basu (DIN: 06758717), Director retiring by rotation		
3.	Ratification of Appointment of Auditor M/s. S.K. Sircar & Co., Chartered Accountants		
4.	Appointment of Mrs. Mou Roy (DIN: 07144271), as an Independent Director of the Company		

Signed this _____ day of _____, 2017

Signature of Shareholder: _____

Signature of First Proxy holders: _____

Affix a Rs. 1/-
Revenue Stamp

Notes:

1. THIS FORM OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT "WELLESLEY HOUSE", 7, RED CROSS PLACE, 3RD FLOOR, KOLKATA - 700 001, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Thirty Fifth Annual General Meeting.