



PINCON SPIRIT LIMITED

Regd Office : 7, Red Cross Place, 3rd Floor, "Wellesley House", Kolkata-700 001

Phone : 91-033 2231 9135, 033-2262 4943 / 44, Fax : 91 033 4001 4642

Corporate Office : Samskruti Chambers, No.103, K.H.Road, Shantinagar, Bengaluru - 560027

Phone : 080-6888 6898, Toll Free No. : 1800 345 3684

Email : pinconspirit@pincongroup.com, Website : www.pinconspirit.in

CIN : L67120WB1978PLC031561

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the members of Pincon Spirit Limited (CIN No. L67120WB1978PLC031561) will be held on 25th Day of July, 2015 at 11.00 A.M at The Peerless Inn at 12, Jawaharlal Nehru Road, Kolkata-700013, West Bengal, to transact the following business:

SPECIAL BUSINESS:

1. Issue of Non - Convertible Debenture

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) of the Company to offer/Issue for Secured, Rated, Listed, Non-Convertible, Cumulative, Redeemable, Taxable Debentures(NCD), in one or more series /tranches, on private placement, issuable / redeemable at par aggregating up to Rs.100 Crores (Rupees One Hundred Crores), from such persons and on such terms and conditions as the Board of Directors/NCD Committee of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorised to finalise with the Investors and the trustees the documents for creating the mortgages, charges, pledges and/or hypothecations and to negotiate, modify, finalise and sign the documents, including without limitation the offer letter, debenture trust deed, pledge agreement and any other security documents, in connection with the NCD Issue by the Company of such Secured, Rated, Listed, Non-Convertible, Cumulative, Redeemable, Taxable Debentures and to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to execute all such documents as may be necessary for giving effect to the above resolutions.”

2. Approval of borrowing limits of the Company

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in supersession of the Resolution approved at the Annual General Meeting held on 29.09.2014 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the Consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow monies in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Banker(s) in the ordinary course of business, shall not be in excess of Rs.500 Crores (Five Hundred Crores only).”

“RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deemed fit, required or considered necessary or incidental thereto, for the purpose of giving effect to this resolution”.



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3. Creation of charge on the assets of the Company

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in suppression of the earlier Resolution approved at the Annual General Meeting held on 29.09.2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any of the Companies Act, 2013, consent of the members be and is hereby accorded to the Board of Directors of the Company hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of Banks/financial institutions, other investing agencies and trustees for the holders of Debentures whether partly/fully convertible or nonconvertible and /or securities linked to equity shares and /or rupee/foreign currency convertible bonds and/or bonds with share warrant attached (hereinafter collectively referred to as “Loans”) provided that the total amount of loans together with interest thereon, additional interest, compounded interest, liquidated damages, commitment charges, premium on prepayment or on redemption, cost, charges, expenses and all other monies payable by the Company in respect of the said loans, shall not, at any time exceed Rs.500 (Five Hundred Crores only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or any committee thereof be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things as it may in its absolute discretion deemed fit, required, necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard to create mortgage/charge as aforesaid.”

4. Increase of Authorised Capital of the Company

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 100,300,000.00 (Rupees Ten Crores and Three Lakhs) divided into 10,030,000 (One Crore Thirty Thousands) Equity Shares of Rs. 10/- each to Rs. 500,000,000.00 (Rupees Fifty Crores) divided into 50,000,000 (Five Crores) Equity Shares of Rs. 10/- each by creation of additional 39,970,000 (Rupees Three Crores Ninety Nine Lakhs and Seventy Thousands) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares.

5. Change of Clause V of Memorandum of Association of the Company

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.

V. “The authorised share capital of the Company is Rs. 500,000,000.00 (Rupees Fifty Crores only) divided into 50,000,000 (Five Crores) Equity Shares of face value of Rs. 10/- each, with power to increase or reduce the capital of the Company and to divided the shares in the capital for the time being into several classes and to attach thereto respectively such referential, deferred, qualified or special rights, privileges or conditions as may be determined by or in



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accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.”

6. Acceptance of Deposits from Members and Public

To consider and if thought fit, to pass with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 73 and section 76 of Companies Act and provisions of Companies (Acceptance of Deposits) Rules, 2014 consent of members of the Company be and is hereby accorded to the Board of Directors of the Company including any committee thereof, for inviting and accepting deposits from public including directors and members of the Company aggregating to not more than 35% of the paid-up share capital and free reserves (maximum 10% from shareholders and 25% from public) outstanding at any one point of time as per the latest audited balance sheet in accordance with the provisions of Companies (Acceptance of Deposits) Rules, 2014, framed under section 73 and section 76 of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board of Directors including a committee thereof be and is hereby authorized to create a charge on its assets, obtain credit rating, taking insurance, appointing trustee(s) and to take all other necessary steps as may be required for the above mentioned purpose.”

Date:11.06.2015

Place: Kolkata

By Order of the Board

**Sd/-
Aditya Karwa
Company Secretary**



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NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A 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 SHAREHOLDER.

2. For the convenience of Members, an Attendance Slip is annexed to the Proxy form. Members are requested to affix their signature as registered with the Company at the space provided therein and handover the Attendance Slip at the entrance to the place of the Meeting.
3. 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. Instructions and other information relating to e-voting are given in this Notice under Note No. 15. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and Password along with a copy of this Notice to the members, separately.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. Members/Proxy are requested to bring their attendance slip to the Meeting.
7. 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.
8. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. Members are requested to address all correspondence to the Registrar and Transfers Agents: Niche Technologies Pvt. Ltd. D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata – 700 001, West Bengal; Tel: 033 2235-7270/7271, Fax: 033 2215-6823, E-mail: nichetechpl@nichetechpl.com, Website: www.nichetechpl.com.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Niche.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Niche.
12. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.



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13. The Company has implemented the 'Green initiative' as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents. The email addresses indicated in your respective Depository Participant (DP) accounts are being periodically downloaded from NSDL/CDSL and will be deemed to be your registered email address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 (corresponding provisions of Section 219 of the Companies Act, 1956). Members may also note that the Notice of the Extraordinary General Meeting will also be available on the website of the Company, www.pinconspirit.in for download. Members holding shares in electronic mode are therefore requested to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company.
14. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set out above is annexed hereto.

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 Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extraordinary General Meeting (EGM) 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 EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- III. The remote e-voting period commences on 22nd July, 2015 (10:00 am) and ends on 24th July 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th July, 2015, 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.
- IV. 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 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.
 - (ii) Open the internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - (v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.



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- (vi) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - (vii) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - (viii) Select "EVEN" (E-Voting Event Number) of Pincon Spirit Limited Now you are ready for 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 the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - (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 or arpansengupta.cs@outlook.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided in the enclosed Attendance Slip for the EGM :
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) above, to cast vote.
- C. **Other Instructions:**
- i. 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.
 - ii. 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 18th July, 2015.
 - iii. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. July 18, 2015, are requested to send the written / email communication to the Company at pinconspiritlimited@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
 - iv. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
 - v. 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 EGM through **ballot paper.**
 - vi. **Sri Arpan Sengupta, Practicing Company Secretary, Prantik, DE-2/A, Flat No 5/10 D.B. Nagar Saha Para, Baguihati, Kolkata – 700 059** has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.



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- vii. Notice of the EGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

- viii. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through ballot paper with the assistance of scrutinizor," for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

- ix. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 EGM, a consolidated scrutinizor'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.

- x. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.pinconspirit.in 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 and CSE.



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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. 1

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 and other applicable provisions, if any, of the Companies Act, 2013 of the Act deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its members by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures. In order to augment long term resources for financing, *inter alia*, for the strategic business expansion in future and for general corporate purposes, the Board, which term shall include any Committee constituted by the Board, may at an appropriate time, offer or invite subscription for secured, redeemable non-convertible debentures, in one or more series / tranches on private placement, issuable / redeemable at par.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 1 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the date of passing this resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

Item No. 2:

The members of the Company at their Annual General Meeting held on 29.09.2014 approved Resolution under Section 180(1) (c) of the Companies Act, 2013, borrowing not exceeding Rs.300 Crores over and above the aggregate of paid up share capital and free reserves of the Company, apart from temporary loans obtained/to be obtained from the Company's Banker(s) in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution. It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 1 of the Notice, to enable the Board of Directors to borrow monies not exceeding Rs.500 Crores.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

Item No. 3:

In the normal course of business, the Company from time to time is required to avail Term Loans, Working Capital, External Borrowing or any other financial accommodation. A charge on the assets/ properties of the Company, both present and future is normally given as security for such borrowings. As the documents to be executed for the creation of such charge/mortgages from time to time to secure such borrowings, may obtain the power to take over the management of the Company in certain events, it is necessary for the shareholders to pass a resolution under section 180(1)(a) of the Companies Act, 2013, for the creation of the mortgage/charge as set out in this resolution.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the members obtained by a Special Resolution. It is necessary to obtain approval of the members by means of a Special Resolution, to enable the Boards of Directors of the Company to create charge/ mortgage/hypothecation on the Company's assets, both present and future, in favour of the lenders/trustees for the holders of debentures/bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's bankers in the ordinary course of business).



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As the documents to be executed between the Company and lenders may contain the power to take over the management of the

Company in certain, it is necessary to obtain members approval under section 180(1) (a) of the Companies Act, 2013, by way of Special Resolution. Your Directors recommended the resolution for the approval of the Members.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Item No. 4 & 5:

The Authorised Share Capital of the Company as reflected in the Memorandum of Association as on date is Rs. 100,300,000.00 (Rupees Ten Crores and Three Lakhs) divided into 10,030,000 (One Crore Thirty Thousands) Equity Shares of face value Rs. 10/- each. The Board of Directors of the Company in their meeting held on 11th June, 2015, the Company is required to induct/infuse more funds by way of capital for the strategic business expansion in future and hence it is proposed to increase the authorized capital of the Company, subject to requisite approvals and consents of the members of the Company. In view of the earlier mentioned reason, the Authorised Share Capital of the Company needs to be increased from Rs. 100,300,000.00 (Rupees Ten Crores and Three Lakhs) divided into 10,030,000 (One Crore Thirty Thousands) Equity Shares of Rs. 10/- each to Rs. 500,000,000.00 (Rupees Fifty Crores) divided into 50,000,000 (Five Crores) Equity Shares of Rs. 10/- each by creation of additional 39,970,000 (Three Crores Ninety Nine Lakhs and Seventy Thousands) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares. Consequent to the increase of Authorised Share Capital, the Authorised Share Capital Clause contained in Clause V of the Memorandum of Association of the Company need to be altered as indicated in Resolution No. 5 contained in the Notice convening the EGM. Your Directors recommend the Resolutions set out at Sl.Nos.4 to 5 for the approval of the shareholders of the Company. A copy of the Memorandum of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m to 1:00 p.m on all working days (except Saturday) from the date hereof upto the date of the Meeting.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

Item No. 6:

Keeping in view of fund requirement from time to time , the Company may accept deposits from public including its members and directors as per the provisions of Section 73 and Section 76 and as per the provisions of Companies (Acceptance of Deposits) Rules, 2014. For the above mentioned purpose a special resolution is to be passed by members for authorizing the Board of Directors to accept the deposits from public including shareholders and directors up to an amount representing 35% of the paid-up share capital and free reserves (maximum 10% from shareholders and 25% from public) as per the latest audited balance sheet, whichever is less and also for doing all necessary acts regarding the matter.

The Directors recommends the resolution for members' approval as a Special Resolution.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

Date: 11.06.2015

Place: Kolkata

By Order of the Board

**Sd/-
Aditya Karwa
Company Secretary**



PINCON SPIRIT LIMITED

Regd Office : 7, Red Cross Place, 3rd Floor, "Wellesley House", Kolkata-700 001

Phone : 91-033 2231 9135, 033-2262 4943 / 44, Fax : 91 033 4001 4642

Corporate Office : Samskruti Chambers, No.103, K.H.Road, Shantinagar, Bengaluru - 560027

Phone : 080-6888 6898, Toll Free No. : 1800 345 3684

Email : pinconspirit@pincongroup.com, Website : www.pinconspirit.in

CIN : L67120WB1978PLC031561

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

(Extra-Ordinary General Meeting – 25th July, 2015)

I/We hereby record my/our presence at the **Extra-Ordinary General Meeting of "Pincon Spirit Limited"** to be held at The Peerless Inn at 12, Jawaharlal Nehru Road, Kolkata-700013 on Saturday on 25th July, 2015 at 11:00 A.M

Full Name of the Member (IN BLOCK LETTER): _____

Folio No: _____ DP ID: _____ Client ID: _____

Full Name of the proxy (IN BLOCK LETTER): _____

Member/Proxy(s)Signature: _____

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the meeting.)



PINCON SPIRIT LIMITED

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CIN : L67120WB1978PLC031561

ANNEXURE TO THE NOTICE DATED 11TH JUNE, 2015 OF THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 25TH JULY, 2015

1. Name and Registered :
Address of the Sole/First
Named Shareholder

2. Name of the joint
Shareholder(s), if any :

3. Registered Folio No./ :
DP ID No. /Client ID No.
(*Applicable to investors
Holding shares in demat form)

4. Number of Share(s) held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility

Pursuant to Provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the Extraordinary General Meeting to be held on Saturday 25th July, 2015 at 11:00AM at The Peerless Inn at 12, Jawaharlal Nehru Road, Kolkata-700013, and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The Electronic Voting Particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password
101921		

The E-voting facility will be available during the following voting period:

Commencing Period of E-voting	End of E-voting
22nd July, 2015 at 10:00 A.M. (IST)	24TH July, 2015 at 5:00 P.M. (IST)

Please read the instructions given at Note No. 15 of the Notice of the Extraordinary General Meeting carefully before voting electronically.

These details and instructions form integral part of the Notice dated 11th June, 2015 for the Extraordinary General Meeting to be held on 25th, July, 2015.

Date: 11th June, 2015
Place: Kolkata

By Order of the Board
For Pincon Spirit Limited

Sd/-
Aditya Karwa
Company Secretary