



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 : No.103, K.H.Road, Shanthinagar, "Samskruthi Chambers", 3rd Floor, Bengaluru - 560 027
Email : pinconspiritlimited@gmail.com, Website : www.pinconspirit.in

CIN : L67120WB1978PLC031561

NOTICE

Notice is hereby given that the 38th Annual General Meeting of the members of Pincon Spirit Limited (CIN No. L67120WB1978PLC031561) will be held on 6th Day of June, 2016 at 11.00 A.M at The Peerless Inn at 12, Jawaharlal Nehru Road, Kolkata-700013, West Bengal, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Statement of Profit & Loss Account for the Corporate Financial Year ended on 31st March, 2016 and the Standalone and Consolidated Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Subrata Basu (DIN: 06758717), who was appointed as an Executive Director and who retires by rotation and being eligible has offered himself for re-appointment as an Executive Director of the Company.
4. To appoint Auditor of the Company and to fix their remuneration and to pass, with or without modification, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT, M/s. D.N. Misra & Co, Chartered Accountants, Membership No. 050440 the retiring Auditors, to hold office as Auditors of the Company, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix the remuneration."

SPECIAL BUSINESS:

5. Appointment of Independent Director:

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, 152, Schedule IV and Other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Abhijit Datta (DIN: 00790029), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 09.02.2016 and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment and also in respect of whom the Company has received notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director in the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 08.02.2021, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution".

6. Increase of Authorised Capital:

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. 500,000,000.00 (Rupees Fifty Crores) divided into 50,000,000 (Five Crores) Equity Shares of Rs. 10/- each to Rs. 1,000,000,000.00 (Rupees One Hundred Crores) divided into 100,000,000 (Ten Crores) Equity Shares of Rs. 10/- each by creation of additional Rs.500,000,000.00 (Rupees Fifty Crores Only) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares.

7. Issue of Equity Share Warrants of Preferential Basis:

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

"RESOLVED THAT pursuant to section 62(1)(c) read with section 42 and all other applicable provisions, if any, of the Companies Act, 2013, and Rule 13 of The Companies (Share Capital and Debentures) Rules, 2014, Foreign Exchange Management Act, 1999 ("FEMA") (including any amendment(s) thereto or re-enactment thereof for the time being in force) and in accordance with the provisions of Memorandum of Association and Articles of Association of the Company, Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), provisions of SEBI (LODR) Regulations and amendments thereto, entered into with stock exchanges in India ("Stock Exchanges"), including but not restricted to the, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and amendments thereto and subject to other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Securities and Exchange Board of India ("SEBI Regulations") by Government of India, the Reserve Bank of India ("RBI"), and/or prescribed by the listing agreements entered into by the Company with the stock exchanges (including any re-enactment thereof for the time being in force) on which the Company's shares are listed or any other relevant authority from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions as may be required and subject to such conditions as may be prescribed while granting such approvals, consents, permissions and sanctions, the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any



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committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred hereunder) be and is hereby authorized to create, offer, issue and allot upto 24,00,000 Equity Share Warrants [having an option to apply for and be allotted upto 24,00,000 Equity Shares i.e. one Equity Shares per equity warrant] of face value of Rs. 10/- each ("Equity Share Warrants") on preferential basis for cash at an issue price of Rs.135/- (including premium) to M/s. LTS Investment Fund Ltd., (Registration No. 20110901) a limited company incorporated and registered under Laws of Mauritius and has its registered office at C/o Cim Fund Services Limited, 33 Edith Cavell Street, Port Louis, Mauritius ("Proposed Allottee"), in one or more tranches; provided that the minimum price of the Equity Share Warrants so issued shall not be less than the price arrived at in accordance with Chapter VII of the SEBI ICDR Regulations for preferential issue and under FEMA and on such terms and conditions, as are stipulated in the explanatory statement attached and as the Board may deem fit in its absolute discretion."

"RESOLVED FURTHER THAT the issue and allotment of Equity Share Warrants including resultant Equity Shares arising out of exercise of option attached to the Equity Share Warrants to the Proposed Allottee shall be on the following terms and conditions:

(a) The issue and allotment of such number of Equity Shares upon exercise of the Equity Share Warrants on or before the expiration of 18 months in accordance with Regulation 75 of the SEBI ICDR Regulations from the date of allotment of warrants;

(b) The price of each Equity Shares to be issued in lieu of the Equity Share Warrants will be calculated in accordance with the provisions of Regulation 76(1) of Chapter VII of SEBI ICDR Regulations on the basis of the relevant date;

(c) Amount equivalent to at least 25% of the consideration determined in terms of Regulation 76 of the SEBI ICDR Regulations shall be paid against each Equity Share Warrant on the date of allotment of Equity Share Warrants and the balance consideration i.e. 75% shall be paid on or before allotment of Equity Shares pursuant to exercise of option against each such Equity Share Warrant;

(d) The consideration for allotment of Equity Share Warrants and / or Equity Shares arising out of exercise of option attached to Equity Share Warrants shall be paid to the Company from the bank account of the Proposed Allottee;

(e) In case the option to subscribe to Equity Shares against Equity Share Warrants is not exercised by the Proposed Allottee within 18 (eighteen) months from the date of allotment of the Equity Share Warrants, the Equity Share Warrants shall lapse and the consideration paid by the Proposed Allottee in respect of such Equity Share Warrant shall be forfeited by the Company;

(f) The Equity Shares allotted pursuant to exercise of options attached to Equity Share Warrants issued on preferential basis shall be allotted only in dematerialized form and remain locked-in from such date and for such period as specified under Chapter VII of the SEBI ICDR Regulations; and

(g) Pursuant to Regulation 78 of the SEBI ICDR Regulations, the entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the relevant date upto a period of six months from the date of trading approval granted by the Stock Exchanges."

"RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations the "Relevant Date" for the purpose of calculating the floor price for issue of the resultant Equity Shares out of the exercise of option attached to the Equity Warrants be and is hereby fixed as 6th, May 2016 being the date 30 days prior to the date of the Annual General Meeting scheduled to be held on June 06, 2016 to approve the proposed preferential issue, in terms of section 62 of the Companies Act, 2013. (Since the Relevant Date falls on weekend i.e. Saturday, 7th May 2016, the day preceding i.e. 7th May 2016 is reckoned as Relevant Date in accordance with SEBI ICDR Regulations.)".

"RESOLVED FURTHER THAT all such resultant Equity Shares out of the exercise of option attached to the Equity Share Warrants issued and allotted by the Board pursuant to the authority hereby given shall rank pari-passu inter-se and with the then existing fully paid up Equity Shares of the Company in all respects including as to dividend subject to lock-in as per requirements of Chapter VII of the SEBI ICDR Regulations and subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company."

"RESOLVED FURTHER THAT the Equity Share Warrants (to be allotted by the Company to the Proposed Allottee pursuant to the aforesaid Preferential Allotment shall be issued in dematerialized form within a period of 15 (fifteen) days from date of passing of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottee through Private Placement Offer Letter (in the format of PAS-4), in accordance with section 42 of Companies Act, 2013 read with and Rule 14 (1) of Companies (Prospectus and Allotment of Securities), Rules, 2014."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and are hereby authorized or to do, execute and certify all acts, deeds, documents, matters and things, including, but not limited to, signing or execution of agreement(s), making application(s) for issuing and listing of such resultant Equity Shares arising out of exercise of option attached to the Equity Share Warrants with Stock Exchanges and depositories, hiring of agents and paying of their remuneration, commission, fees etc., deciding / revising the dates of allotment, deciding and / or finalising other terms of issue and allotment in consonance with the SEBI ICDR Regulations and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory regulatory and other appropriate authorities including Stock Exchanges etc. and settling of any questions, difficulties and doubts that may arise in connection with the issue and allotment of such Equity Share Warrants, as it may, in its absolute discretion, deem fit without being required to seek any fresh approval of the Members of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any committee or to one or more Directors or executives of the Company in order to give effect to the aforesaid resolution."

8. Issue of Bonus Shares:

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



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"RESOLVED THAT in accordance with Section 63 and other applicable provisions of Companies Act, 2013, read with Rule14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendations of the Board of Directors (hereinafter referred to as the Company and subject to the Regulations and Guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permission and approvals as may be required in this regard, the consent of the members be and is hereby accorded to the Company to capitalize a sum of Rs.210,430,000/- (Rupees Twenty One Crores Four Lacs Thirty Thousand only) out of its Free Reserves / Securities Premium Account or such other Reserve Account, as may be decided by the Board of Directors, for distribution among the holders of existing fully paid Equity Shares of Rs.10/- each of the Company, whose names will appear in the Register of Members / List of Beneficial Owners of the Company on a date (Record Date) to be decided by the Board of Directors (which expression shall also include a Committee thereof), as an increase of the amount of the share capital of the Company held by each such member, and not as income or in lieu of dividend, credited as 21,043,000 new fully paid Equity Shares of Rs.10/- as bonus shares in the proportion of one (1) new Equity Shares of Rs.10/- each for every one (1) existing fully paid Equity Shares of Rs.10/- each held.

RESOLVED FURTHER THAT the new Equity Shares of Rs.10/- each to be allotted as bonus shares shall be subject to the terms of Memorandum and Articles of Association of the Company and shall rank paripassu in all respects with and carry the same rights as the existing fully paid Equity Shares of the Company and shall be entitled to dividend(s) to be declared after the bonus shares are allotted.

RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the new Equity Bonus Shares and the share certificate(s) in respect of the new equity bonus shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the New Equity Bonus shares will be credited to the demat account of the allottees, who are holding the existing Equity Shares in electronic form.

RESOLVED FURTHER THAT the allotment of the new Equity Bonus Shares to the extent that they relate to nonresident members of the Company, shall be subject to such approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 as amended from time to time or rules made thereunder, as may be deemed necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board / Committee of the Board be and is hereby authorized to do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulties that may arise with regard to the issue or allotment of the Bonus Shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) and which the Board / Committee of the Board in its discretion thinks fit and proper."

9. Approval for Material Related Party Transactions:

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

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and pursuant to Revised Regulation 23 of SEBI(LODR) Regulations and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, 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 its powers, including the powers conferred by this Resolution) to enter into related party transaction(s) including material related party transactions of purchase and / or sale of materials and to renew these transactions, from time to time, at any time in future, as per details given below:

Sr. No.	Name of Related Party/ Entity	Nature of Relationship	Nature and Particulars of Contract	Estimated amount per annum (Rs. In Lacs)
1	Priya Laboratories Pvt. Ltd.	Subsidiary	Infrastructure Provision for Blending & Bottling of IMFL	2000.00
2	Yours Laboratories Pvt. Ltd.	Subsidiary	Infrastructure Provision for Blending & Bottling of IMIL	2000.00
3	Paul Distributors Pvt. Ltd.	Subsidiary	Distributorship of IMFL	3000.00

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and / or expedient for giving effect to this resolution."

Date:28.04.2016
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 ANNUAL 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 MEMBER.

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 (RTA): SK Infosolutions Pvt. Ltd., 34/1A Sudhir Chatterjee Street, Kolkata- 700 006, West Bengal : Tel: 033-2219-4815 & 033-2219-6797, Fax: 033-2219-4815, E-mail: skcdilip@gmail.com , Website: www.skinfo.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/RTA.
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/ RTA.
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.
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 Annual 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 Regulation 44 of SEBI(LODR) Regulations, 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



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- 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 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.
- III. The remote e-voting period commences on 3rd June, 2016 (10:00 am) and ends on 5th June, 2016 (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 30th May, 2016, 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)]:
- 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.
 - Open the internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - Click on Shareholder – Login
 - 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.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
 - 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.
 - 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.
 - Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - Select "EVEN" (E-Voting Event Number) of Pincon Spirit Limited Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - 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 AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- Initial password is provided in the enclosed Attendance Slip for the AGM :
 - Please follow all steps from Sl. No. ii. to Sl. No. xii. above, to cast vote.
- C. **Other Instructions:**
- 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.nsd.com or call on toll free no.: 1800-222-990.
 - 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 30th May, 2016.
 - 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. 30th May, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or skcdilip@gmail.com.



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- iv. 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.
- 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 AGM 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.
- vii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through ballot paper with the assistance of scrutinizer," for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- viii. 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 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.
- ix. 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. 5:

Mr. Abhijit Datta is a Non Executive Additional Independent Director of the Company. He Joined the Board of Directors of the Company on 9th February, 2016.

Mr. Abhijit Datta, aged 67 years, is M.A. (Economics), C.A.I.I.B. has over 45 years of experience in Banking & Finance. His knowledge and experience shall contribute to the Company in a greater extent in the years to come.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. Abhijit Datta being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 8th February, 2021 not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Datta fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

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 Mr. Datta as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Datta as an Independent Director, for the approval by the Members of the Company.

Except Mr. Datta, 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 at Item No. 5.

Item No. 6:

The Authorised Share Capital of the Company as reflected in the Memorandum of Association as on date is Rs.500,000,000.00 (Rupees Fifty Crores) divided into 50,000,000 (Five Crores) Equity Shares of Rs. 10/- each. The Board of Directors of the Company in their meeting held on 28th April, 2016 decided that, the Company is required to 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. 500,000,000.00 (Rupees Fifty Crores) divided into 50,000,000 (Five Crores) Equity Shares of Rs. 10/- each to Rs. 1,000,000,000.00 (Rupees One Hundred Crores) divided into 100,000,000 (Ten Crores) Equity Shares of Rs. 10/- each by creation of additional Rs.500,000,000.00 (Rupees Fifty Crores Only) Equity Shares of Rs. 10/- 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. 6 contained in the Notice convening the AGM. Your Directors recommend the Resolutions set out at Sl.No.6 for the approval of the Members 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. 7:

It is proposed to issue Equity Share Warrants on preferential basis to a foreign corporate who has shown interest in subscribing to Equity Warrants to infuse fresh capital and provide funds for further expansion and growth opportunities of the Company.

Accordingly, consent of the Members is sought for issuing the Equity Share Warrants on a preferential basis as stated in the resolution to M/s. LTS Investment Fund Ltd. based at Republic of Mauritius ("Foreign Institutional Investor") having its office at Les Cascades, Edith Cavell Street Port Louis, ("Foreign Institutional Investor"), (non-promoter companies) which shall result in issuance of up to 24,00,000 Equity Share Warrants of the Company, on a preferential basis, and each warrant convertible into one Equity Share of Rs.10/- each fully paid.

Section 62(1)(C) and Section 42 of the Companies Act, 2013 and the provisions of the SEBI(LODR) Regulations provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing Members of the Company in the manner laid down in Section 62, unless the Members of the Company in General Meeting decide otherwise. The Resolution, if passed, will have the effect of allowing the Board to issue and allot Equity Shares to the Investors who is not an existing Member of the Company. Since the proposed Special Resolution would result in issue of Equity Shares of the Company otherwise than to the Members of the Company in the manner laid down under Section 62 of the Companies Act, 2013, consent of the Members is being sought pursuant to the provisions of Section 42, 62 and all other applicable provisions of the Companies Act, 2013 and the SEBI(LODR) Regulations. The Equity Shares allotted would be listed on BSE and CSE.

The issue and allotment would be subject to the availability of regulatory approvals, if any. In terms of Regulation 73 of SEBI (ICDR) Regulations, 2009, the following disclosures are needed to be made in the Explanatory Statement to the Notice of the General Meeting:

1. The Objects of the Preferential Issue:

Enhancement of Equity base so as to reduce the borrowing cost and also to enhance the debt/capital raising capacity in order to respond to various opportunities for the further growth of the business.



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2. The proposal of the Promoters / Directors or Key Managerial Personnel to subscribe to the offer:

The Preferential Issue of Equity Share Warrants is not being made to the Promoters, Directors or Key Managerial Personnel of the Company and the Promoters, Directors or Key Management Personnel of the Company do not intend to subscribe to the offer.

3. The total number of Equity Share Warrants to be issued:

Equity Warrants upto 24,00,000 [having option to apply for and be allotted upto 24,00,000 equity shares i.e. one Equity Share per Equity Share Warrant] of face value of Rs. 10/- each provided that the minimum price of the Equity Share Warrants so issued shall not be less than the price arrived at in accordance with provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for preferential issue and under FEMA.

4. Relevant Date:

The Relevant Date as per the Regulations for the determination of issue price of the Equity Shares pursuant to the aforesaid preferential allotment is fixed as May 6, 2016, i.e. the date falling 30 days prior to the date of this Annual General Meeting to approve the proposed preferential issue, in terms of Section 62 of the Companies Act, 2013.

5. Pricing of Preferential Issue of Equity Share Warrants:

The issue of Equity Share Warrants (including resultant Equity Shares arising out of exercise of option attached to the Equity Share Warrants) on preferential basis shall be in accordance with regulation 76 of Chapter VII of the SEBI ICDR Regulations i.e made at a price not less than higher of the following :

The average of the weekly high and low of the volume weighted average price of the related shares quoted on the Stock Exchanges during the twenty six weeks preceding the Relevant Date i.e. 6th May, 2016;

OR

The average of the weekly high and low of the volume weighted average price of the related shares quoted on the Stock Exchanges during the two weeks preceding the Relevant Date. i.e. 6th May, 2016;

In case of allotment of above Equity Share Warrants (having an option to apply for and be allotted Equity Shares of the Rs.10/- each), minimum 25% of the issue price as determined in terms of regulation 77(2) of Chapter VII of the SEBI ICDR Regulations, shall be payable upfront at the time of allotment and balance of the consideration shall be paid on or before exercise of option to subscribe Equity Shares, by the warrant holders.

6. The Shareholding pattern before and after the Preferential Issue of Equity Share Warrants:

The shareholding pattern of the Company pre and post conversion of upto 24,00,000 Equity Share Warrants under the proposed Preferential Issue and the preferential allotment of Equity Shares, as also based on the fully diluted capital of the Company considering the issue and given below:

SL.No	Category	Pre-Issue of Warrants As on 07.05.2016		Post Issue : Conversion of Warrants Assuming all warrants converted into Equity Shares	
		No of	% of	No of	% of
		Shares Held	Holding	Shares Held	Holding
A	Shareholding of Promoters & Promoter Group				
1	Indian Promoters	-	-	-	-
2	Foreign Promoters	-	-	-	-
	Sub - Total (A)	-	-	-	-
B	Public Shareholding				
3	Institutions				
a	Financial Institutions /Banks	-	-	-	-
b	Mutual Funds & UTI	-	-	-	-
c	Venture Capital Funds	-	-	-	-
d	FII/FPI	308,887	1.47	2,708,887	11.56
e	Foreign Venture Capital Investors	-	-	-	-
	Sub - Total (B1)	308,887	1.47	2,708,887	11.56
4	Non-Institutions				
a	Private Corporate Bodies	6,528,824	31.03	6,528,824	27.85
b	Indian Public	6,545,749	31.11	6,545,749	27.92
c	Directors and Relatives	6,986,786	33.20	6,986,786	29.80
d	NRI's	219,328	1.04	219,328	0.94
e	Clearing Members	453,426	2.15	453,426	1.93
f	Others (Trusts)	-	-	-	-
	Sub - Total (B1)	20,734,113	98.53	20,734,113	88.44
	Sub-Total (B=B1+B2)	21,043,000	100.00	23,443,000	100.00
C	Shares held by custodians and against Depository Receipts, FCCBs etc.	-	-	-	-
	Grand Total (A+B+C)	21,043,000	100.00	23,443,000	100.00



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7. Identity of the proposed allottees:

The identity of the person who is the ultimate beneficial owners of the Equity Shares proposed to be allotted is as follows:

Identity of Proposed allottees	Category	Pre-Issue Holding	No of Equity Shares Warrant to be allotted	Issue Price (INR) of Equity Shares	Post-issue holding	% Post Issue : Preferential Issue & Conversion of Warrants*
LTS Investment Fund Ltd.	Foreign Institutional Investor	Nil	24,00,000	Rs. 135 per Equity Share Warrant	24,00,000	10.24%

* Assuming all Equity Shares Warrants gets converted into Equity Shares

LTS Investment Fund Limited is a Limited company incorporated and registered under Laws of Mauritius and has its registered office at C/o Cim Fund Services Limited, 33 Edith Cavell Street, Port Louis, Mauritius.

8. Proposed time within which the Preferential Issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the Members provided that, where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

9. Terms of Equity Share Warrants:

a) An amount, being not less than 25 % of total issue size of the Equity Share Warrants shall become payable upfront at the time of allotment and balance of the consideration shall be paid on or before exercise of option to subscribe Equity Shares, by the warrant holders.

b) The holder of Equity Share Warrants shall have an option to apply for and be allotted one Equity Share of the Company per Equity Share Warrant at any time after the date of allotment but not later than eighteen months (18 months) from the date of allotment of such Warrants;

c) The holders of Equity Share Warrants shall give advance notice of not less than 10 days prior to exercising an option to apply for Equity Shares and shall pay the remaining amount payable on such warrants along with such notice;

d) Upon receipt of the aforesaid notice, the Board will allot one Equity Share per Equity Share Warrant by appropriating Rs.10.00 towards Equity Capital and balance towards Share Premium;

e) If the holders of Equity Share Warrants do not exercise their option to convert Equity Share Warrants into Equity Shares of the Company within the prescribed period then such right to apply for Equity Shares of the Company along with other rights attached thereto shall expire and any amount paid on such Equity Share Warrants shall stand forfeited.

f) The Equity Share Warrants will neither give any voting rights to its holder(s) nor will entitle them to any dividend during its currency.

g) The Equity Shares as above shall rank pari passu in all respects including with respect to dividend, with the then fully paid up Equity Shares of the Company.

10. Change in Control:

There shall be no change in management or control of the Company pursuant to the issue of Equity Shares.

11. Auditor's Certificate:

A certificate dated 28th April, 2016 from the Statutory Auditors of the Company that the preferential issue of Equity Share Warrants covered by this Notice is in accordance with the requirements of Chapter VII of the SEBI ICDR Regulations, as amended to date, is also open for inspection of members at the Registered Office of the Company between 10.00 a.m. to 1.00 p.m. on all working days except Saturdays.

12. Lock in period:

The proposed allotment shall be subject to lock-in as per requirements of the Regulations.

13. Undertakings:

The price of Equity Shares and Equity Warrants computed in terms of Chapter VII of the SEBI ICDR Regulations, shall be re-computed where it is required to do so.

If amount payable on account of re-computation of price is not paid within the time stipulated in Chapter VII of the SEBI ICDR Regulations, the Equity Warrants shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

Item No. 8:

The Equity Shares of the Company are listed and actively traded on the BSE Limited. The Members are aware that the operations and performance of the Company has grown significantly over the past few years, which has generated considerable interest in the Company's Equity Shares in the Market. The market price of the Company's shares has also increased significantly. In order to improve the liquidity of the Company's shares in the Stock Market, the Board of Directors at their meeting held on 28th April, 2016 have recommended the issue of bonus shares in the proportion of 1 (one) new Equity Share of Rs.10/- (Rupees Ten only) each fully paid-up for every 1 (one) existing Equity Share of Rs.10/- (Rupees Ten only) each of the Company held by the members on a date (Record Date) to be hereafter fixed by the Board / Committee of the Board by capitalization of a sum of Rs. 210,430,000/- (Rupees Twenty One Crores Four Lacs Thirty Thousand only) from the Free Reserves / Securities Premium Account or such other reserves accounts, as may be decided by the Board of



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Directors of the Company. The same is proposed to be utilized in full by issuing at par 21,043,000 new fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each as bonus shares.

The proposed issue of bonus shares will be made in accordance with the provisions of Companies Act, 2013 and regulations of the Securities Exchange Board of India as amended from time to time and subject to such approvals, if required, from the statutory authorities.

Further, it is necessary to authorize the Board of Directors / Committee of the Board to complete all the regulatory formalities prescribed by SEBI, Stock Exchanges on which the shares of the Company are listed and / or any other regulatory or statutory authority in connection with the issue of bonus shares.

The Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date fixed for the purpose of issue of such Bonus Shares, save and except that, they shall not participate in any dividend that may be declared before the 'Record Date'.

None of the Directors/Key Managerial Personnel or their relative are interested in this Resolution except to the extent of their respective shareholdings in the Company.

The Board of Directors of your Company recommends this Resolution for your approval.

Item No. 9:

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party as defined under Section 2(76) of the Act and SEBI (LODR) Regulations, except with the consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. The transactions with the related parties as per resolution No. 9 are at arm's length and in the ordinary course of business of the Company. The Ministry of Corporate Affairs has vide its General Circular No. 30/2014 dated July 17, 2014 clarified that contracts entered into by companies, after making necessary compliances under Section 297 of the Companies Act, 1956, which already came into effect before the commencement of Section 188 of the Act, i.e. April 01, 2014, will not require fresh approval under Section 188 till the expiry of the original term of such contracts, except where any modification in such contract is made on or before April 01, 2014. However, as per the Regulation 23 of SEBI (LODR) Regulations all related party transactions shall require prior approval of the Audit Committee and all material transactions with related party shall require approval of the Members of the Company through Resolution and the related parties shall abstain from voting on such resolutions. "Material Transaction" with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The Company proposes to enter into transaction with related parties as provided in Resolution at Item No. 9, from time to time, at the agreed terms of the transactions between the parties and the Audit Committee has approved the said related party transactions which were placed before it in its meeting and has noted that these transactions are in the ordinary course of business and are at arm's length. Further, the Management also believes that transactions under these contracts are on an arm's length basis. Members' approval is sought under the relevant provisions of the Act as an abundant caution. Further, the said transactions may qualify as material transactions as per SEBI (LODR) Regulations. Accordingly, the Members' approval is sought for the same. Information required to be provided under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 is as under:

1. Name of the Related Party and relationship: As mentioned in the resolution
2. Name of the Directors / Key Managerial Personnel who is related, if any: Except to the extent of their shareholding interest, if any, none of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, "financially or otherwise", in this resolution.
3. Monetary Value: As mentioned in the resolution
4. Nature, material terms and particulars of the arrangement:

Priya Laboratories Pvt. Ltd. & Yours Laboratories Pvt. Ltd., having infrastructure for Blending & Bottling of IMFL & IMIL products, storage facility. Pincon Spirit Limited under its own Excise License is using the infrastructure for production of IMFL & IMIL, as hire charges being paid for usage of its infrastructure facility on competitive market rate.

Paul Distributors Pvt. Ltd. is the Excise Licensed Wholesale Distributors of IMFL. The Company is using it for distribution of its IMFL products. The wholesale distribution margin provided to Paul Distributors Pvt. Ltd. is as per regular trade norms, being it parity with others.

Date: 28.04.2016

Place: Kolkata

By Order of the Board

Sd/-
Aditya Karwa
Company Secretary



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ATTENDANCE SLIP THIRTY EIGHTH ANNUAL GENERAL MEETING, MONDAY, JUNE 06, 2016

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 EIGHTH ANNUAL GENERAL MEETING** of the Company at The Peerless Inn at 12, Jawaharlal Nehru Road, Kolkata-700013, West Bengal, on Monday 06 June, 2016 at 11.00 A.M

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

- 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.
- Member/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for Reference at the meeting.

-----Tear Here-----



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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 Eighth Annual General Meeting** of the Company, to be held on Monday, June 6, 2016 at 11.00 A.M. 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: a. Audited Financial Statement, Reports of the Board of Directors and Auditors b. Audited Consolidated Financial Statement		
2.	Declaration of Dividend on Equity Shares		
3.	To appoint a Director in place of Shri Subrata Basu (DIN: 06758717), who retires by rotation and being eligible has offered himself for re-appointment as an Executive Director of the Company		
4.	Appointment of Auditor		
5.	Appointment of Mr. Abhijit Datta (DIN: 00790029) as an Independent Director upto 08.02.2021.		
6.	Increase of Authorised Capital		
7.	Issue of Equity Share Warrants of Preferential Basis		
8.	Issue of Bonus Shares		
9.	Approval of Material Related Party Transactions		

Signed this _____ day of _____, 2016

Signature of Shareholder: _____

Signature of First Proxy holders: _____

Affix Revenue Stamp

Note:

- THIS FORM OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT 7, RED CROSS PLACE, "WELLESEY HOUSE" 3RD FLOOR, KOLKATA - 700 001, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Thirty Eighth Annual General Meeting.



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ANNEXURE TO THE NOTICE DATED 28TH APRIL, 2016, 2016 OF THE 38TH ANNUAL GENERAL MEETING TO BE HELD ON MONDAY 06TH JUNE, 2016

1. Name:	
2. Registered Address of the Sole/First Named Shareholder:	
3. Name of the joint Shareholder(s), if any:	
4. Registered Folio No./ DP ID No. /Client ID No. (*Applicable to investors Holding shares in demat form):	
5. 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 38th Annual General Meeting to be held on Monday 06th June, 2016 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
103965	Existing	Existing

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

Commencing Period of E-voting	End of E-voting
03 rd June, 2016 at 10:00 A.M. (IST)	05 th June, 2016 at 5:00 P.M. (IST)

Please read the instructions given at Note No. 15 of the Notice of the 38th Annual General Meeting carefully before voting electronically.

These details and instructions form integral part of the Notice dated 28th April, 2016 for the 38th Annual General Meeting to be held on 06th June, 2016.

Date: 28th April, 2016
Place: Kolkata

By Order of the Board
For Pincon Spirit Limited
Sd/-
Aditya Karwa
Company Secretary



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ROUTE MAP

