

**PINCON SPIRIT LIMITED**

**CIN:** L67120WB1978PLC031561

**Regd. Office:** "WELLESLEY HOUSE" 7, RED CROSS PLACE, 3RD FLOOR, KOLKATA -700001

**Phone:** +91 33 2231 9135, 2262 4943, **Fax:** +91 33 40014642

**Email:** [pinconspiritlimited@gmail.com](mailto:pinconspiritlimited@gmail.com), **Website:** [www.pinconspirit.in](http://www.pinconspirit.in)

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**NOTICE**

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting of the members of Pincon Spirit Limited (CIN: L67120WB1978PLC031561) will be held on Tuesday, 05<sup>th</sup> day of September, 2017 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 Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2017 and the Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2017.
3. To appoint Mr. Arup Thakur (DIN: 03476120), 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 **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Arup Thakur (DIN: 03476120), 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."

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 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. D. N. Misra & Co, Chartered Accountants, Membership No. 050440, be and is hereby ratified, to hold office from the conclusion of this Annual General Meeting until the conclusion of next 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:**

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

**"RESOLVED THAT** pursuant to Section 160, 161 and other applicable provision(s), if any, of the Companies Act, 2013 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 Regulation 17 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Partho Basu (DIN: 07493399), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 11.04.2017 under Section 161 of the Act and who holds office up to 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 his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."

**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary be and are hereby authorized 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 in Borrowing Powers 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 Extra-ordinary General Meeting held on 25.07.2015 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 re-enactment thereof for the time being in

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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. 750 Crores (Seven Hundred Fifty 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 be in its absolute discretion deemed fit, required or considered necessary or incidental thereto, for the purpose of giving effect to this resolution."

**7. Creation of charge/mortgage on company's movable or immovable properties**

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 Extra-Ordinary General Meeting held on 25.07.2015 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 (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. 750 (Seven Hundred Fifty 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."

**8. Ratification of remuneration payable to M/s. K. P. & Associates, Cost Accountants appointed as Cost Auditors of the Company for FY 2017-18**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. K. P. & Associates, Cost Accountants appointed as Cost Auditors by the Board of Directors of the Company to audit the cost records of the Company for the financial year 2017-18, be paid a remuneration of Rs. 2,20,000 per annum plus applicable service tax and out of pocket expenses that may be incurred."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Date: 08.08.2017  
Place: Kolkata

By Order of the Board  
sd/-  
Himangshu Kedia  
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 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 30<sup>th</sup> day of August, 2017, to Tuesday, the 5<sup>th</sup> 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. Duplicate attendance slip or copies of the Report and Accounts will not be made available at the AGM venue.
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 Participant(s) 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 participant (in case of shares in dematerialized form) or with S. K. Infosolutions Private Limited (Registrar and Transfers Agents) (in case of Shares held in physical form).
8. Electronic copy of the Notice of the 39<sup>th</sup> 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 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 39<sup>th</sup> 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.

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10. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting ("AGM") and also at the AGM.
11. A route map showing directions to reach the venue of the 39<sup>th</sup> AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
12. 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. 16.
13. Members holding shares in electronic form are requested to intimate any change in their address, E-mail Id and signature to their respective Depository Participants 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.
14. 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.
15. All documents referred to in the Notice will be available for inspection at the Company's registered office between 11:00 a.m. and 1:00 p.m. up to 4<sup>th</sup> September, 2017 on all days (except Saturdays, Sundays and public holidays).

**16. 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, 1<sup>st</sup> September, 2017 (9:00 a.m.) and ends on Monday, 04<sup>th</sup> 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 Thursday, 31<sup>st</sup> 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:

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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](http://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 Spirit 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](mailto:arpansengupta.cs@gmail.com) / [arpansenguptaandassociates@gmail.com](mailto:arpansenguptaandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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**

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(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](http://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 Thursday, 31<sup>st</sup> 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. Thursday, 31<sup>st</sup> August, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://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, (Membership No. 37706), Proprietor of M/s Arpan Sengupta & Associates, Company Secretaries, 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" or "Poling 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 along with the report of the Scrutinizer shall be placed on the website of the Company [www.pinconspirit.in](http://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 National Stock Exchange of India Limited, BSE Limited and the Calcutta Stock Exchange Limited where the shares of the Company are listed.



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**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. 5:**

The Board at its meeting held on April 11, 2017, appointed Mr. Partho Basu as additional director with effect from such Board meeting dates pursuant to Section 161 of the Companies Act, 2013. Hence, they will hold office up to the date of the ensuing Annual General Meeting.

The Company has received consent in writing to act as directors in Form DIR 2 and intimation in Form DIR-8 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under sub-section (2) of section 164 of the Companies Act, 2013.

Details of Mr. Basu, whose appointment as Director is proposed at Item No. 5, is provided in the "Annexure" 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.

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

**Item No. 6 & 7:**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 750 crores (Rupees Seven hundred Fifty Cores only). Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

The Board recommends these resolutions for the approval of the members as Special Resolutions.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the resolutions.

**Item No. 8:**

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to conduct cost audit to audit the cost records of the applicable products of the Company. As per the Rules, remuneration payable to the cost auditor is required to be ratified by the members of the Company in the general meeting.

The Board of Directors of the Company at its meeting held on July 31, 2017 had considered and approved the appointment of M/s. K. P. & Associates, Cost Accountants, Kolkata (having Firm Registration No. 000599) as the cost

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auditor of the Company for the financial year 2017-18 at a remuneration up to INR 220,000 (Indian Rupees Two Lac Twenty Thousand) plus applicable service tax and out of pocket expenses that may be incurred.

Accordingly consent of the members is sought for passing an Ordinary resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year 2017-18.

A letter dated July 30, 2017 received from M/s. K. P. & Associates, Cost Accountant, confirming their eligibility to act as such shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office / corporate office of the Company during business hours.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in this Ordinary resolution.

Your Board recommends the Ordinary resolution as set out in this notice for your approval.

**Date: 08.08.2017**

**Place: Kolkata**

**By Order of the Board**

**sd/-**

**Himangshu Kedia**

**Company Secretary**



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**ATTENDANCE SLIP**

THIRTY NINTH 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 Ninth 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 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

**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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Email: [pinconspiritlimited@gmail.com](mailto:pinconspiritlimited@gmail.com), Website: [www.pinconspirit.in](http://www.pinconspirit.in)**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 Ninth Annual General Meeting of the Company, to be held on Tuesday, September 05, 2017 at 11.00 A.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.	<b>Consider and Adopt:</b> Audited Financial Statements, Reports of the Board of Directors and Auditors thereon		
2.	Declaration of dividend on Equity shares		
3.	Re-appointment of Mr. Arup Thakur (DIN: 03476120), Director retiring by rotation		
4.	Ratification of Appointment of Auditor M/s. D. N. Misra & Co., Chartered Accountants		
5.	Regularization of appointment of Additional Director Mr. Partho Basu (DIN: 07493399), as Director of the Company		
6.	Increase in Borrowing Powers of the company		
7.	Creation of charge/mortgage on company's movable or immovable properties		
8.	Ratification of remuneration payable to M/s. K. P. & Associates, appointed as Cost Auditors of the Company for FY 2017-18		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Signature of Shareholder: \_\_\_\_\_

Signature of First Proxy holders: \_\_\_\_\_

Affix a Rs. 1/-  
Revenue Stamp

Notes:

**PINCON SPIRIT LIMITED**

**CIN:** L67120WB1978PLC031561

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1. THIS FORM OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT "WELLESEY HOUSE", 7, RED CROSS PLACE, 3<sup>RD</sup> 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 Ninth Annual General Meeting.

**PINCON SPIRIT LIMITED**

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Email: [pinconspiritlimited@gmail.com](mailto:pinconspiritlimited@gmail.com), Website: [www.pinconspirit.in](http://www.pinconspirit.in)**ANNEXURE TO THE NOTICE DATED 08<sup>TH</sup> DAY OF AUGUST, 2017 OF THE 39<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, SEPTEMBER 05, 2017 AT 11.00 A.M.**

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 Remote 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 39<sup>th</sup> Annual General Meeting to be held on Tuesday, September 05, 2017 at 11.00 A.M. at The Peerless Inn at 12, Jawaharlal Nehru Road, Kolkata-700013, West Bengal 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:

<b>EVEN (E-Voting Event Number)</b>	<b>User ID</b>	<b>Password</b>
106749	Use Existing	Use Existing

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

<b>Commencing Period of E-voting</b>	<b>End of E-voting</b>
Friday, 01 September, 2017 (9.00 A.M.)	Monday, 04 September, 2017 (5.00 P.M.)

Please read the instructions given at Note No. 16 of the Notice of the 39<sup>th</sup> Annual General Meeting carefully before voting electronically.

These details and instructions form integral part of the Notice dated 08.08.2017 for the 39<sup>th</sup> Annual General Meeting to be held on Tuesday, September 05, 2017 at 11.00 A.M.

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

Date: 08.08.2017

Place: Kolkata

**PINCON SPIRIT LIMITED**

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Email: [pinconspiritlimited@gmail.com](mailto:pinconspiritlimited@gmail.com), Website: [www.pinconspirit.in](http://www.pinconspirit.in)**ANNEXURE- I****DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/ 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]

<b>Name of the Director</b>	ARUP THAKUR	PARTHO BASU
<b>DIN</b>	03476120	07493399
<b>Date of Birth and Age</b>	20/12/1964 53 years	16/02/1974 43 years
<b>Date of appointment on the Board</b>	04/06/2013	11/04/2017
<b>Qualifications</b>	B. Com (H), FCA	B. Com (H), ACA, LLB
<b>Experience and Expertise</b>	He has more than 24 years in Accounts, Audit, Finance, Investments. During the course of his professional career, he gained vast exposure in the field of Bank Audit, Audit of Govt. Undertakings and other sundry audit.	He has a wide spectrum of banking exposure of over 17 years comprising of Retail Banking- Credit, Core Banking, Capital Markets and Overseas Banking. He started his career with a Multi-National Bank as a Credit Manager – Retails and his last assignment was that of Senior Vice President – Overseas Banking – IBB Dubai – in a reputed Bank, heading the entire South East Asian Zone.
<b>Number of Meetings of the Board attended during the year.</b>	9	Not Applicable
<b>List of Directorship held in other Companies</b>	1. Bhattacharyya Bottling Plant Private Limited 2. Priya Laboratories Private Limited 3. Yours Laboratories Private Limited 4. Paul Distributors Private Limited 5. Gomukh Commercial Private Limited 6. Prashant Impex Private Limited	1. Pincon Lifestyle Limited 2. Lucky Commosales Private Limited
<b>Membership in Committees of other Board-</b>		

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Audit Committee:	NIL	NIL
Nomination and Remuneration Committee:	NIL	NIL
Stakeholder Relationship Committee:	NIL	NIL
Corporate Social Responsibility Committee:	NIL	NIL
<b>Chairmanship in Committees of other Board-</b>	NIL	NIL
<b>Shareholding in Pincon Spirit Limited</b>	NIL	NIL
<b>Relationship with other directors, manager and other Key Managerial Personnel of the Company</b>	N.A.	N.A.
<b>Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person</b>	As per existing terms and Conditions.	As per the resolution at item no. 05 of the Notice convening Annual General read with Explanatory statement thereto.

# PINCON SPIRIT LIMITED

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## ROUTE MAP

