



5 December, 2020

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block, Bandra Kurla Complex
Bandra (East) Mumbai 400051

Dear Sir(s),

NSE SYMBOL: PIGL

Subject: Intimation of 36th Annual General Meeting of the Company

This is to inform you that 36th Annual General Meeting of the Company is scheduled to be held on Thursday, the 31st day of December, 2020 at 11.00 a.m. at the registered office of the Company at B-1104 Sankalp Iconic, OppVikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad - 380054 to transact the Ordinary and Special Business, as set out in the Notice of AGM.

The Notice of Annual General Meeting are being sent to all the members and the same is also available at the website of the Company at www.grouppower.org.

Please find enclosed herewith the Notice of 36th AGM.

You are requested to kindly take the above information on your records.

For, Power And Instrumentation (Gujarat) Limited

Padmaraj Padmnabhan Pillai
Managing Director
DIN: 00647590

Encl: As Above

NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of Power And Instrumentation (Gujarat) Limited will be held on Thursday, December 31, 2020 at 11:00 A.M. at the Registered Office situated at B-1104 Sankalp Iconic, OppVikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad - 380054 through to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) The Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and
2. To appoint a Director in place of Mrs. Padmavati Padmanabhan Pillai (DIN:02026354), who retires by rotation and, being eligible for re-appointment, offers herself for re-appointment.

SPECIAL BUSINESS:

3. REVISION OF MANAGERIAL REMUNERATION OF MR.PADAMRAJ PADMNABHAN PILLAI.:

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 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of the recommendation of theNomination and Remuneration Committee and the consent of members be and is hereby accorded for the revision in the remuneration of Mr. Padamraj Padmanabhan Pillai, Managing Director of the Company.

Particulars	Amount
Basic Salary	4,50,000
House rent Allowance	N. A.

Personal Accident Insurance Premium	N. A.
Variable Pay	N. A.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay Mr. Padamraj Padmanabhan Pillai, in respect of such Financial Year remuneration by way of salary, allowances, perquisites and other benefits as the Board may deem fit subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 for the time being in force.

RESOLVED FURTHER THAT Mr. Sriram Nair (DIN: 06491273), Director of the Company be and are hereby authorized singly or jointly to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

4. REVISION OF MANAGERIAL REMUNERATION OF MRS. PADMAVATI PADMANABHAN PILLAI:

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 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of the recommendation of the Nomination and Remuneration Committee the consent of members be and is hereby accorded for the revision in the remuneration of Mrs. Padmavati Padmanabhan Pillai, Director of the Company

Particulars	Amount
Basic Salary	1,20,000
House rent Allowance	N. A.
Personal Accident Insurance Premium	N. A.
Variable Pay	N. A.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay Mrs. Padmavati Padmanabhan Pillai, in respect of such Financial Year remuneration by way of salary, allowances, perquisites and other benefits as the Board may deem fit subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 for the time being in force.

RESOLVED FURTHER THAT Mr. Padamraj Padmanabhan Pillai (DIN: 00647590) Managing Director and Mr. Sriram Nair (DIN: 06491273), Director of the Company be and are hereby authorized singly or jointly to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

5. REVISION OF MANAGERIAL REMUNERATION OF MR. SRIRAM PADMANABHAN NAIR:

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 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of the recommendation of the Nomination and Remuneration Committee and subject to approval of shareholders, the consent of Board be and is hereby accorded for the revision in the remuneration of Mr. Sriram Padmanabhan Nair, Director of the Company.

Particulars	Amount
Basic Salary	2,50,000
House rent Allowance	N. A.
Personal Accident Insurance Premium	N. A.
Variable Pay	N. A.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year, the Company shall pay Mr. Sriram Padmanabhan Nair, in respect of such Financial Year remuneration by way of salary, allowances, perquisites and other benefits as the Board may deem fit subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 for the time being in force.

RESOLVED FURTHER THAT Mr. Padamraj Padmanabhan Pillai (DIN: 00647590) Managing Director and Mr. Sriram Nair (DIN: 06491273), Director of the Company be

and are hereby authorized singly or jointly to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF,
FOR,POWER AND INSTRUMENTATION (GUJARAT) LIMITED**

**PADMARAJ PADMNABHAN PILLAI
(Managing Director)
DIN: 00647590**

Date: 30th November, 2020

Place: Ahmedabad

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 36th ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIM/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER 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 or any other person or shareholder.

2. **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.**
3. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays, between 11 a.m. and 1 p.m. up to the date of meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of Ten (10) days from Tuesday, 22nd December, 2020 to Thursday, 31st December, 2020 (both days inclusive).
5. Members are requested to contact Registrar and Transfer Agent (R&TA) namely Skyline Financial Services Private Limited, 4A9, Gundecha Onclave, Kherani Road, Sakinaka, Mumbai 400 072, Tel No.: +91 22 2851 1022 / 6221 5779, for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.
6. The equity shares of the company are available for dematerialization, as the company has entered into an agreement with National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL). Those shareholders who wish to hold the company's share in electronic form may approach their depository participants.
7. Section 72 of the Companies Act, 2013, extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in

Form SH-13, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.

8. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
9. Members are requested to bring their copies of Annual Report at the meeting. Shareholders seeking any information with regard to account are requested to write to the Company early so as to enable the Management to keep the information ready.
10. Members / Proxies are requested to bring with the attendance slip duly filled in and hand it over at the entrance.
11. Members, who have multiple accounts in identical names or joint names in same order are requested to intimate M/s. Skyline Financial Services Private Limited the Ledger Folio of such accounts to enable the Company to consolidate all such share holdings into one account.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
13. The route map showing directions to reach the venue of the AGM is annexed and forms part of the Notice.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

3. REVISION OF MANAGERIAL REMUNERATION OF MR.PADAMRAJ PADMNABHAN PILLAI:

In Accordance with the provisions of Section 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) The Board of Directors of the Company at its meeting held on 31st July, 2020, subject to the approval of Members, on the recommendation of Nomination and Remuneration Committee accorded to revision in the remuneration Mr. Padamraj Padmanabhan Pillai, Managing Director of the Company.

Particulars	Amount
Basic Salary	4,50,000
House rent Allowance	N. A.
Personal Accident Insurance Premium	N. A.
Variable Pay	N. A.

In the event of loss or inadequacy of profit in any financial year, the Company shall pay Mr. Padamraj Padmanabhan Pillai, in respect of such Financial Year remuneration by way of salary, allowances, perquisites and other benefits as the Board may deem fit subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 for the time being in force.

Save and except Mr. Padamraj Padmanabhan Pillai and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

4. REVISION OF MANAGERIAL REMUNERATION OF MRS. PADMAVATI PADMANABHAN PILLAI

In Accordance with the provisions of Section 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) The Board of Directors of the Company at its meeting held on 31st July, 2020, subject to the approval of Members, on the recommendation of Nomination and Remuneration Committee accorded to revision in the remuneration Mrs. Padmavati Padmanabhan Pillai, Director of the Company.

Particulars	Amount
Basic Salary	1,20,000
House rent Allowance	N. A.
Personal Accident Insurance Premium	N. A.
Variable Pay	N. A.

In the event of loss or inadequacy of profit in any financial year, the Company shall pay Mrs. Padmavati Padmanabhan Pillai, in respect of such Financial Year remuneration by way of salary, allowances, perquisites and other benefits as the Board may deem fit subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 for the time being in force.

Save and except Mrs. Padmavati Padmanabhan Pillai and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

5. REVISION OF MANAGERIAL REMUNERATION OF MR. SRIRAM PADMANABHAN NAIR

In Accordance with the provisions of Section 196, 197 and 203 read with schedule V and all other applicable provisions, if any, of the Companies Act 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) The Board of Directors of the Company at its meeting held on 31st July, 2020, subject to the approval of Members, on the recommendation of Nomination and Remuneration

Committee accorded to revision in the remuneration Mr. Sriram Padmanabhan Nair, Director of the Company.

Particulars	Amount
Basic Salary	2,50,000
House rent Allowance	N. A.
Personal Accident Insurance Premium	N. A.
Variable Pay	N. A.

In the event of loss or inadequacy of profit in any financial year, the Company shall pay Mr. Sriram Padmanabhan Nair, in respect of such Financial Year remuneration by way of salary, allowances, perquisites and other benefits as the Board may deem fit subject to the limits prescribed in Section II of Part II of Schedule V of the Companies Act, 2013 for the time being in force.

Save and except Mr. Sriram Padmanabhan Nair and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF,
FOR, POWER AND INSTRUMENTATION (GUJARAT) LIMITED**

PADMARAJ PADMNABHAN PILLAI
(Managing Director)
DIN: 00647590

Date: 30th November, 2020

Place: Ahmedabad

Form No. MGT-11

PROXY FORM

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

Name of the Member(s): POWER AND INSTRUMENTATION (GUJARAT) LIMITED

Registered Address: B-1104 SankalpIconic,OppVikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad 380054

E-mail ID: harshit@grouppower.org

Folio No./DP ID and Client ID: _____

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

1. Name: _____

Address: _____

Email Id: _____

Signature: _____ or failing him/ her

2. Name: _____

Address: _____

Email Id: _____

Signature: _____ or failing him/ her

3. Name: _____

Address: _____

Email Id: _____

Signature: _____ or failing him/ her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Thursday, December 31, 2020 at 11.00 a.m. at B-1104 Sankalp Iconic, OppVikram Nagar, Iscon Temple Cross Road, S. G.

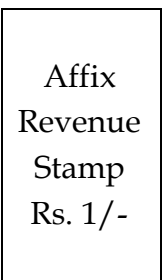
Highway, Ahmedabad 380054 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

1. To receive, consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2020, the reports of the Auditors and Board of Directors thereon.
2. To appoint a Director in place of Mrs. Padmavati Padmanabhan Pillai (DIN: 02026354), who retires by rotation and, being eligible for reappointment, offers herself for re-appointment.
3. To Revise the Managerial Remuneration of Mr. Padamraj Padmanabhan Pillai.
4. To Revise the Managerial Remuneration of Mrs. Padmavati Padmanabhan Pillai.
5. To Revise the Managerial Remuneration of Mr. Sriram Padmanabhan Nair.

Signed this ____day of..... 2020

Signature of Shareholder

Signature of Proxy holder(s)



ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

I/We hereby record my/our presence at the 36th Annual General Meeting of the Company convened on Thursday, December 31, 2020 at 11:00 a.m. at Registered office situated at Office No. B-1104 SankalpIconic,OppVikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad 380054.

Registered Folio No	
No of Shares	

Name and Complete Address of the EquityShareholder	
Signature	

Name of the Proxy Holder/ Authorized Representative:	
Signature	

NOTE: Equity shareholders attending the meeting in Person or by Proxy or through Authorized Representative are requested to complete and bring the Attendance Slip with them and hand it over at the entrance of the Meeting Venue.

ANNEXURE TO THE AGM NOTICE

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

Particulars	Mrs. Padmavati Padmanabhan Pillai
DIN	02026354
Date of Birth	14/03/1949
Date of Appointment	12/09/1983
Qualifications	Graduate
Expertise in specific functional areas	Admin & HR
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	<ol style="list-style-type: none">1. PEATON ELECTRICAL COMPANY LIMITED2. POWER INFRA-CONS PRIVATE LIMITED3. VRYLY VENTURES PRIVATE LIMITED4. VRYLY HOSPITALITY PRIVATE LIMITED5. DELTA POWER BUSWAYS PRIVATE LIMITED
Memberships / Chairmanships of committees of other public companies	01
Number of shares held in the Company	800000
Inter-se Relationship between Directors	Mother of Director

