

Notice

NOTICE is hereby given that the 38th Annual General Meeting of Power And Instrumentation (Gujarat) Limited will be held on Friday, September 30, 2022 at 03:00 P.M. at the Registered Office situated at B-1104 Sankalp Iconic, Opp. Vikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad – 380054 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

The Audited Financial Statements including Balance Sheet as at March 31, 2022, and Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2022 and the Report of the Directors' Report and Auditors' Report thereon.

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. CHANGE IN DESIGNATION OF MR. SRIRAM PADMANABHAN NAIR FROM EXECUTIVE DIRECTOR TO NON-EXECUTIVE DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 197 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) as proposed and recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company respectively, the consent of the Members of the Company be and is hereby accorded to change in the designation of Mr. Sriram Padmanabhan Nair (DIN: 06491273) who was appointed as Executive Director of the Company from 01st February, 2013, be and is hereby re-designated as a Non-executive Director of the Company.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to modify the designation of Mr. Sriram Padmanabhan Nair as a Non-executive Director of the Company."

Date: 05th September, 2022

Place: Ahmedabad

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

PADMARAJ PADMNABHAN PILLAI

(Managing Director)

DIN: 00647590

NOTES:

1. A member entitled to attend and vote at the 38th 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.
2. 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.
3. **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.**
4. Details of the Directors seeking appointment/re-appointment at the 38th AGM are provided as annexure to the AGM notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.
5. 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.
6. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of Ten (10) days from Wednesday, 21st September, 2022 to Friday, 30th September, 2022 (both days inclusive).
7. 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 i.e. Friday, 23rd September, 2022.
8. The Company has appointed Mr. Gaurang R Shah (Certificate of Practice Number: 14446), Practising Company Secretary, to act as the scrutinizer for conducting the voting process in a fair and transparent manner.
9. Members are requested to contact Registrar and Transfer Agent (R&TA) namely Skyline Financial Services Private Limited, 505, A Wing, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Mumbai-400072, Tel No.:+9122 28511022, 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.
10. 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.
11. 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.

12. 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.
13. 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.
14. Members/Proxies are requested to bring with the attendance slip duly filled in and hand it over at the entrance.
15. 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 shareholdings into one account.
16. As per the mentioned circular General Circular No.14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 (the "MCA Circulars") and 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 address 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.
17. The route map showing directions to reach the venue of the AGM is annexed and forms part of the Notice.

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

ITEM NO. 3: CHANGE IN DESIGNATION OF MR. SRIRAM PADMANABHAN NAIR FROM EXECUTIVE DIRECTOR TO NON-EXECUTIVE DIRECTOR OF THE COMPANY.

Mr. Sriram Padmanabhan Nair (having DIN: 06491273) was appointed as an Executive director of the company by the board on 01st February, 2013 pursuant to provisions and other applicable provisions of the Companies Act, and the rules made thereunder. While being on the position of the Executive director he has done an appreciable performance by contributing towards the betterment of the company and always been as the role model for the others.

Based on the recommendations received from the Nomination and Remuneration Committee and in view of his hectic schedule and incapacity to devote wholesome time to the company it is proposed to change the designation of Mr. Sriram Padmanabhan Nair from Executive Director to Non- Executive Director.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives except their shareholding, are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

The Board recommends the resolution set forth in Item No. 3 for the approval of the Members as Ordinary Resolution.

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

Date: 05th September, 2022

Place: Ahmedabad

PADMARAJ PADMNABHAN PILLAI

(Managing Director)

DIN: 00647590

Form No. MGT-11 Proxy Form



Power & Instrumentation
(Guj.) Ltd.

AN ISO 9001 : 2008 COMPANY

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

CIN: L32201GJ1983PLC006456

Name of the Company: POWER AND INSTRUMENTATION (GUJARAT) LIMITED

Registered Office: B-1104 Sankalp Iconic, Opp. Vikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad 380054

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No. / Client ID:

DP 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 38th Annual General Meeting of the Company, to be held on Friday, September 30, 2022 at 03.00 P.M. at B-1104 Sankalp Iconic, Opp. Vikram 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. The Audited Financial Statements including Balance Sheet as at March 31, 2022, and Statement of Profit and Loss and Cash Flow Statement for the year ended on March 31, 2022 and the Report of the Directors' Report and Auditors' Report 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 himself for re-appointment.
3. Change in designation of Mr. Sriram Padmanabhan from Executive Director to Non-executive Director.

Signed this _____ day of.....2022

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp Re. 1/-

Attendance Slip



Power & Instrumentation
(Guj.) Ltd.
AN ISO 9001 : 2008 COMPANY

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 38th Annual General Meeting of the Company convened on Friday, September 30, 2022 at 03:00 P.M. at the registered office situated at Office No. B-1104, Sankalp Iconic, Opp. Vikram Nagar, Iscon Temple Cross Road, S. G. Highway, Ahmedabad 380054.

Registered Folio No.:	
No. of Shares:	

Name and Complete Address of the Equity Shareholder:	
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)	1.Peaton Electrical Company Limited (CIN: U31403GJ2006PLC049428)
Memberships / Chairmanships of committees of other public companies	N.A.
Number of shares held in the Company	800000 (9.53%) Equity Shares
Inter-se Relationship between Directors	Mother of Mr. Padmaraj Padmnabhan Pillai

