

**NOTICE OF
EXTRA ORDINARY GENERAL MEETING
ON 11TH APRIL, 2018 AT 4.00 PM**



PITTI LAMINATIONS LIMITED

Registered Office: 6-3-648/401, 4th Floor, Padmaja Landmark
Somajiguda, Hyderabad - 500 082, Telangana, India
Tel: +91-40-23312774, 23312770, Fax: +91-40-23393985
Email: shares@pittilam.com, Website: www.pitti.in
(CIN: L29253TG1983PLC004141)

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NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of Pitti Laminations Limited will be held on Wednesday, the 11th day of April, 2018 at 4.00 PM at the West Minister Hall, The Central Court Hotel, 6-1-71, Lakdikapool, Hyderabad – 500 082 to transact the following business:

SPECIAL BUSINESS:

1. Change in name of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13,14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government and other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, consent of the members be and is hereby given for changing the name of the company from “Pitti Laminations Limited” to “Pitti Engineering Limited” or any other name as may be approved by the statutory authorities, whether under the Companies Act, 2013 or any other rules, laws, acts, statutes or regulations as may be applicable to the Company.”

“RESOLVED FURTHER THAT the existing Name in Clause I, in the Memorandum of Association of the Company be substituted by the new name “Pitti Engineering Limited” or such other name as may be approved by the statutory authorities.”

“RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name “Pitti Laminations Limited” wherever appearing and substituting it with “Pitti Engineering Limited” or such other name as may be approved by the statutory authorities.”

“RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised to accept any other name approved by the relevant statutory authorities and seek approval for the change in the name of the Company accordingly without any further reference to the members for their approval.”

“RESOLVED FURTHER THAT Shri Akshay S Pitti, Vice-Chairman and Managing Director, Shri Nand Kishore Khandelwal, President – Corporate Resources & CFO and Ms. Mary Monica Braganza, Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the Registrar of Companies / Ministry of Corporate Affairs, and other regulatory authorities, as may be applicable, for making application to give effect to the above resolution and to file required documents and information to the Stock Exchanges and such

other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection."

**By order of the Board
For Pitti Laminations Limited**

**Mary Monica Braganza
Company Secretary & Compliance Officer
FCS:5532**

**Place : Hyderabad
Date : 9th March, 2018**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business to be transacted at the meeting is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS EXTRA ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THAT SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, must 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. A person may act as proxy on behalf of the members not exceeding fifty and holding in aggregate not more than ten percent of the total voting share capital of the Company. However, a member holding more than ten percent of the total voting share capital may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
3. Corporate Members intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorising their representative(s) to attend and vote on their behalf at the meeting.
4. In terms of the provisions of the Companies Act, 2013, notice of the EGM may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice along with attendance slip and proxy form by e-mail and the Members who have not registered their e-mail IDs will receive the Notice through post/courier.

In order to receive faster communications and to enable the Company to serve the Members better and to promote green initiatives, the Members are requested to provide/update their e-mail IDs with their respective Depository Participants (DPs) or e-mail at shares@pittilam.com to get all documents on such e-mail address.

Members holding shares in physical form are also requested to intimate their e-mail addresses to the RTA/Company either by e-mail at shares@pittilam.com by sending a communication at the registered office of the Company.

5. Members may also note that the Notice along with attendance slip and proxy form will also be available on the Company's website www.pitti.in and also on the Central Depository Services (India) Ltd (CDSL) website <https://evotingindia.com>
6. 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 between 10.00 a.m and 1.00 p.m. upto the date of this Meeting.

7. A route map showing the directions to reach the venue of EGM is given at the end of this Notice as per the requirement of the Secretarial Standard 2 on General Meetings.

8. E-Voting

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations, the Company is pleased to provide Members the facility to exercise their right to vote at the EGM by electronic means. The Members may cast their votes using an electronic system from a place other than the venue of the Meeting ('remote e-voting').
- II. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide remote e-voting facility.
- III. The members whose names appear in the Register of Members / List of Beneficial Owners as on Thursday, 5th April, 2018 (cut-off date) are entitled to vote on the resolution set forth in this notice. The e-voting period will commence on Sunday, 8th April, 2018 (9.00 AM IST) and will end on Tuesday 10th April, 2018 (5.00 PM IST).

During this period, members of the Company holding shares either in physical form or dematerialized form as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

- IV. The Company has appointed Shri Ajay Kishen, Practising Company Secretary (CP No. 5146) as Scrutinizer to conduct and scrutinize the e-voting process and poll at the EGM in a fair and transparent manner.

9. Instruction for e-voting

- A. In case of members receiving e-mail (for members whose email address are registered with the Company / Registrar)**

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, 08th April 2018, 9.00 A.M and ends on Tuesday, 10th April, 2018, 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 5th April, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com. and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the Resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy of notice of Extra Ordinary General Meeting (for members whose e-mail ids are not registered with the Company/Depositories):

- Please follow all the steps from S.No.(i) to S.No. (xvii) to cast vote

C. General Instructions:

- The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 5th April, 2018.
- Members can opt for only one mode of voting, i.e., either by physical poll or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- The facility for voting through polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.
- The member who cast their vote by e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- The Scrutinizer, after scrutinising the votes cast at the meeting through poll and through e-voting will, not later than forty eight hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.pitti.in. The results shall simultaneously be communicated to the Stock Exchanges.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM No. 1

The Company was incorporated in 1983 for manufacture of stampings for rotating equipments. Over the years the Company expanded into manufacture of other items in the value chain as envisaged in the main objects clause of the Memorandum of Association.

Presently the Company manufactures assemblies, sub-assemblies of stator and rotors, die casted rotors, machined casting, core dropped stator frames, machining of various metal components for multiple applications like Transportation, Generation and Industrial. This growth of the Company within its core competence has made it one of the leading integrated engineering solutions provider within this segment which is not clearly reflected by its existing name "Pitti Laminations Limited" therefore in order to correctly project the nature of operations of the company it is proposed to change the name of the Company to "Pitti Engineering Limited".

Pursuant to the resolution passed by the Board of Directors on 16th November, 2017 the company has submitted its application to the Ministry of Corporate Affairs for the availability of the name "Pitti Engineering Limited" and the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs, New Delhi has vide its name approval letter dated 17th February, 2018 approved and made the said name available, which is valid for 60 days.

The approval of the members through special resolution is required pursuant to section 13 & 14 of the Companies Act, 2013.

The Board commends the special resolution set out at Item No. 1 for approval by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution

By order of the Board
For Pitti Laminations Limited

Mary Monica Braganza
Company Secretary & Compliance Officer
FCS:5532

Place : Hyderabad
Date : 9th March, 2018



PITTI LAMINATIONS LIMITED

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Email: shares@pittilam.com, Website: www.pitti.in
(CIN: L29253TG1983PLC004141)

Extra Ordinary General Meeting : Wednesday, 11th April, 2018

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

I, hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Wednesday, 11th April, 2018 at the West Minister Hall, The Central Court Hotel, 6-1-71, Lakdikapool, Hyderabad - 500 082, Telangana at 4.00 pm.

Folio No./ DP ID-Client ID:

Full Name of the Shareholder in Block Letters:

No. of shares held

Name of Proxy (if any) in Block Letters:

*Strike out whichever is not appliclicable

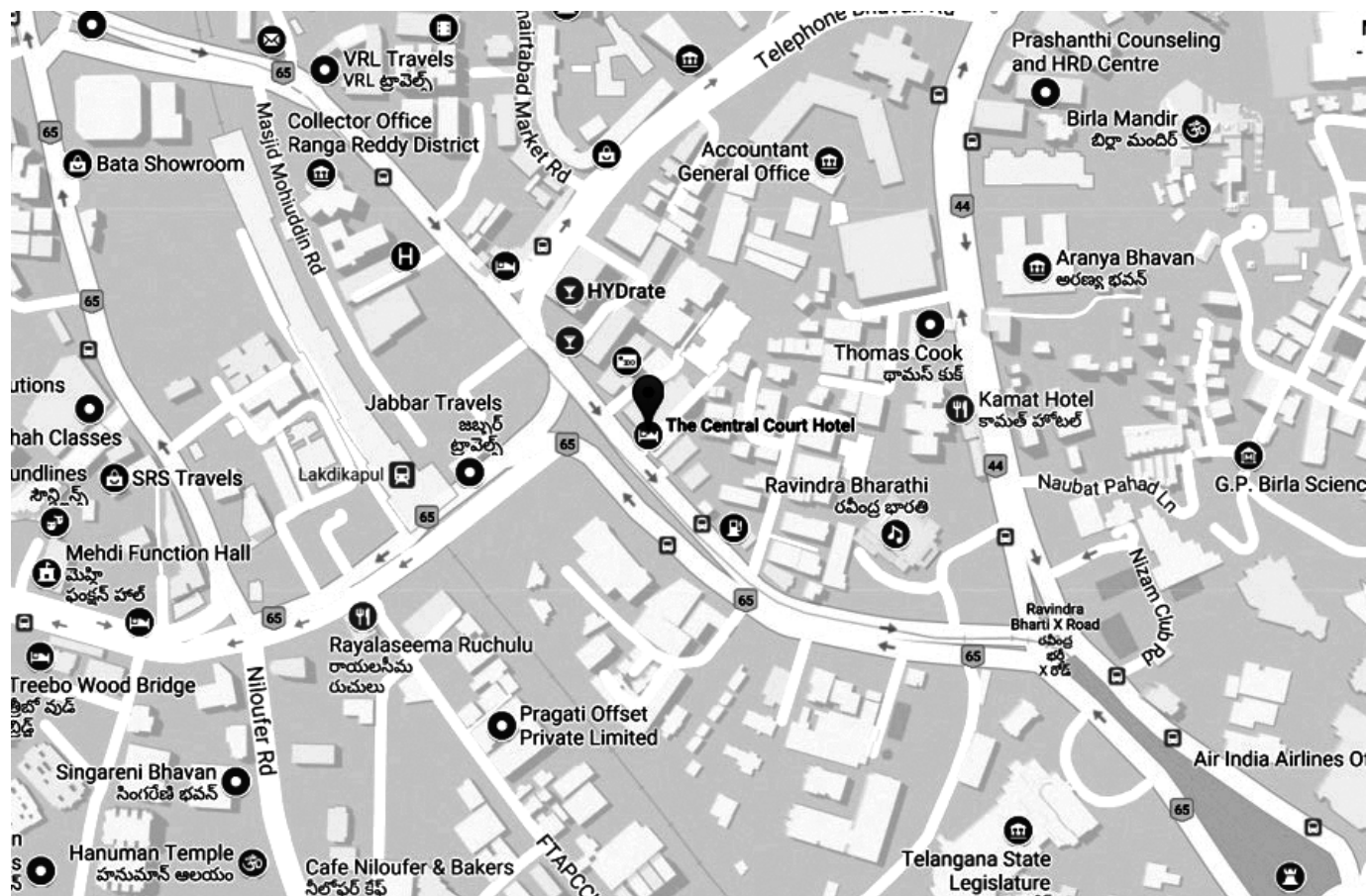
Signature of the Shareholder Proxy/Representative*

ROUTE MAP TO THE VENUE OF THE MEETING

VENUE : The West Minister Hall, The Central Court Hotel,
6-1-71, Lakdikapool, Hyderabad – 500 082

DAY & DATE : Wednesday, 11th April, 2018

TIME : 4.00 PM





PITTI LAMINATIONS LIMITED

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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)			
Registered Address			
E-mail Id			
Folio No./Client Id		DP ID	

I/We, being the holder (s) ofshares of the above named company, hereby appoint

1.	Name		Signature	
	Address			
	E-mail id			
	or failing him			
2.	Name		Signature	
	Address			
	E-mail id			
	or failing him			
3.	Name		Signature	
	Address			
	E-mail id			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Wednesday, the 11th day of April, 2018 at 4.00 PM at the West Minister Hall, The Central Court Hotel, 6-1-71, Lakdikapool, Hyderabad – 500 082 and at any adjournment thereof in respect of such resolution as are indicated below:

S. No.	Resolution	For	Against
1.	Change in name of the Company		

Signed this.....day of.....2018.

Signature of shareholder _____ Signature of Proxy holder(s) _____

Affix
₹.1/-Revenue
Stamp and sign
across

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.