



**PITTI ENGINEERING LIMITED**

[Formerly Pitti Laminations Limited]

**Regd. Office:** 6-3-648/401, IV Floor, Padmaja Landmark, Somajiguda, Hyderabad – 500 082

**Ph:** 040-23312774, **Fax No:** 040-23393985 **Email :** shares@pitti.in, **Website:** www.pitti.in

**CIN :** L29253TG1983PLC004141

## POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and 108 and all other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), and all other applicable regulations if any, Secretarial Standard-2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time) read with the General Circular Nos 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 and other relevant circulars including General Circular No. 3/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”), that the special resolution set out below is proposed to be passed by the Members of Pitti Engineering Limited (“**the Company**”) by way of Postal Ballot only through the remote e-voting process (“**remote e-voting**”).

Considering the present Covid-19 pandemic situation and in accordance with the MCA Circulars, the Notice of Postal Ballot (“**Notice**”) is being sent in electronic form only. The hard copy of the Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The Company will send Notice by email to all its Members who have registered their email addresses with the Company/ XL Softech Systems Limited, Registrar & Transfer Agent of the Company (“**XL Softech**” or “**RTA**”) or the Depository Participants (“**DPs**”) and whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) as on Friday, 3rd June 2022 (“**cutoff date**”). The communication of assent /dissent of the Members will only take place through the remote e-voting system only.

The proposed Special Resolution and Explanatory Statement setting out material facts as required in terms of Section 102 and 110 of the Act read with the rules framed thereunder is appended below seeking consent of the Members of the Company through remote e-voting.

The Board of Directors of the Company (“**the Board**”), has appointed Shri Ajay Kishen (Membership No. 6298, CP 5146) practicing Company Secretary as the Scrutinizer to conduct the Postal Ballot through e-voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

In compliance with the provisions of Section 110 of the Act read with the Rules, the SEBI Listing Regulations and the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its Members

to cast their votes electronically. The Company has engaged the services of NSDL to provide the remote e-voting facility to its Members. Members are requested to read the instructions provided in the Notes forming part of this Notice so as to cast their vote electronically.

The remote e-voting commences at 9:00 a.m. (IST) on Wednesday, 8th June 2022, and ends at 5:00 p.m. (IST) on Thursday, 7th July 2022. The e-voting module shall be disabled by NSDL for voting thereafter. Members are requested to accord their assent or dissent by means of remote e-voting facility not later than 5:00 p.m. (IST) on Thursday, 7th July 2022, failing which it will be strictly considered that no reply has been received from the Member.

The Scrutinizer will submit his report after the completion of scrutiny, to the Chairman & Managing Director or Company Secretary of the Company as authorised by the Board in this regard. The results of Postal Ballot shall be declared within two working days from conclusion of the e-voting through Postal Ballot i.e. on or before Saturday, 9th July 2022. The results of the Postal Ballot along with the Scrutinizer’s report will be displayed at the Registered Office of the Company and communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed. The results and the Scrutinizer’s Report will also be hosted on the Company’s website at www.pitti.in and on the website of e-voting agency i.e. NSDL at <https://www.evoting.nsdl.com>.

### 1. RE-APPOINTMENT OF SHRI SHARAD B PITTI AS CHAIRMAN & MANAGING DIRECTOR.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**SEBI Listing Regulations**”), and all other laws and regulations, as may be applicable, as amended, supplemented or re-enacted from time to time, the Company hereby approves the re-appointment of Shri Sharad B Pitti, (DIN 00078716) as the Chairman & Managing Director of the Company with effect from 1st May 2022 for a period of five years, who shall be liable to retire by rotation, upon the terms and conditions set out in the Explanatory Statement annexed to the

notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Shri Sharad B Pitti.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred

by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

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

**Mary Monica Braganza**

Place : Hyderabad

Company Secretary & Compliance Officer

Date : 23<sup>rd</sup> May 2022

FCS:5532

## NOTES:

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with the rules framed thereunder pertaining to the aforesaid resolution, setting out the material facts and reasons thereof, is appended hereto and forms part of this Notice.

In accordance with the MCA Circulars, this Postal Ballot Notice is being sent in electronic form only to those Members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, 3rd June 2022 (“**cut-off date**”) received from National Securities Depository Limited (“**NSDL**”) and Central Depository Services (India) Limited (“**CDSL**”) and whose email address are registered with the Company or XLSoftech or the Depository Participants. The Company will not be dispatching physical copies of Notice of Postal Ballot to any Member. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars.

This Postal Ballot Notice will also be available on the Company’s website at [www.pitti.in](http://www.pitti.in) websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of NSDL at <https://www.evoting.nsdl.com>.

Members would be able to cast their votes and convey their assent or dissent to the proposed Resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the cut-off date will only be considered eligible for the purpose of e-voting.

Pursuant to Sections 108, 110 and other applicable provisions of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with circular of SEBI on e-Voting facility, Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically, through the e-voting services provided by NSDL on the resolution set forth in this Notice of Postal Ballot, through remote e-voting. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.

The remote e-voting commences at 9:00 a.m. (IST) on Wednesday, 8th June 2022, and ends at 5:00 p.m. (IST) on Thursday, 7th July 2022. During this period, Members of the Company, holding shares either in physical form or in dematerialised form as on Friday, 3rd June 2022, may cast their vote electronically in the manner and process as set out herein below. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on cut-off date i.e. Friday 3rd June 2022. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a general meeting of the Members. The Resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Thursday, 7th July 2022.

### 1. PROCEDURE FOR ‘E-VOTING’:

#### E-Voting Facility:

- i. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with SEBI circular dated 9th December 2020 on e-Voting facility provided by listed entity, the Company is providing e-voting facility of NSDL to its Members to exercise their right to vote on the proposed resolutions by electronic means.
- ii. The e-voting facility will be available during the following period:
  - Commencement of E-Voting : 9:00 AM (IST) on Wednesday, 8th June 2022
  - End of E-Voting : 5:00 PM (IST) on Thursday, 7th July 2022.


The remote E-Voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

### 2. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- i. **Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.**
- ii. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**

As per SEBI circular on e-voting facility provided by listed entities, dated 9th December 2020, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. The procedure to login and access e-voting, as implemented by the Depositories / Depository Participant(s), is given below:

**Login method for individual shareholders holding shares of the company in demat mode through National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited: (“CDSL”):**

NSDL	CDSL
<p><b>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section.</li> <li>iii. A new page will open, enter User ID and Password for accessing IDeAS. After successful authentication, click on “Access to e-voting” under Value Added Services on the panel available on the left hand side. Click on “Access to e-voting” under e-voting services.</li> <li>iv. Click on the company name or e-voting service provider i.e NSDL and you will be re-directed to the e-voting website of NSDL for casting your vote during the remote e-voting period.</li> </ol>	<p><b>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on “New System Myeasi” icon/ Login to Myeasi option under Quick Login</li> <li>iii. Login with your Registered User ID and Password.</li> <li>iv. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> </ol>
<p><b>1. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. To register click on the link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Select “Register Online for IDeAS” or click on the link: <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>iv. A new page will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>v. After successful registration, please follow Point No. 1 above to cast your vote.</li> </ol>	<p><b>2. Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:</b></p> <ol style="list-style-type: none"> <li>i. To register click on the link: <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>ii. After successful registration, please follow Point No. 1 above to cast your vote.</li> </ol>
<p>3. Shareholders can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  </div>	<p>1. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-Voting service provider i.e. NSDL where the e-Voting is in progress.</p>

**Login Method for Individual Members holding Shares of the Company in Demat mode through their Depository Participants:**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.

Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**iii. LOGIN METHOD FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.**

**Step-1: How to Log-in to NSDL e-voting website?**

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under "Shareholder/Member" section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or physical	Your User ID is:
A] For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
B] For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
C] For Members holding shares in Physical Form..	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

5. Password details for shareholders other than individual Shareholders are given below:

- a. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.

The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your User ID' and your 'initial password'.

- ii. In case you have not registered your email address with the Company/ Depository, please follow instructions.

**Process for those shareholders whose email ids are not registered with the depositories / company for procuring User ID and password and registration of email IDs for e-voting for the resolutions set out in this notice.**

- a. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [shares@pitti.in](mailto:shares@pitti.in).

- b. In case shares are held in demat mode, please provide DPID—Client ID (16 digit DPID + Client ID or 16 digit beneficiary ID) Name, client master or copy of consolidated account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to shares@pitti.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
      - c. Alternatively, shareholder / members may send an e-mail request to evoting@nsdl.co.in for procuring User ID and password for e-voting by providing above mentioned documents.
  6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
    - a. Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
    - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - d. Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, click on Agree to Terms and Conditions by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-voting will open.
5. Upon confirmation, the message 'Vote cast successfully' will be displayed.
  6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### 3. GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional/Corporate shareholders [i.e. other than individuals, HUF, NRI, etc.] are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer by email to ajaykishen2021@ gmail.com with a copy marked to evoting@nsdl.co. in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

### Explanatory statement under section 102 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014.

#### Item No.1

The Board of Directors at their meeting held on 11th April 2022 on recommendations of the Nomination and Remuneration Committee and Audit Committee considered and approved the re-appointment of Shri Sharad B Pitti as the Chairman & Managing Director of the Company for a further period of 5 years from 1st May 2022 on the existing terms and conditions subject to the approval of the members of the Company.

Shri Sharad B Pitti is the founder of the Company and has been playing a significant role in the growth and development of the Company. As the Chairman & Managing Director, Shri Sharad B Pitti exercises substantial powers of management over the Company, subject to the superintendence, control and directions by the Board of Directors.

The appointment and terms of remuneration of Shri Sharad B Pitti as Chairman & Managing Director are pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions, if any of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

The principal terms and conditions of re-appointment of Shri Sharad B Pitti are as follows:

#### Step 2 - How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General meeting is in active status.
2. Select "EVEN" of the Company, for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

## 1. Term of appointment

With effect from 1st May 2022 upto 30th April 2027.

## 2. Duties and Powers

The Chairman & Managing Director shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies, including performing duties as assigned to the Chairman & Managing Director by the Board from time to time by serving on the Board of such associated companies and / or any other executive body or any committee of such company.

The Chairman & Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the policies and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

## 3. Remuneration

- Basic Salary ₹ 3,85,000/- per month
- HRA ₹ 1,54,000/- per month
- Other allowances ₹ 2,79,148/- per month
- Leave travel allowance as per rules of the Company.
- Contribution to Provident Fund, Gratuity and such other entitlements as per rules of the Company in force and mutually agreed with the incumbent.

f) Provision of car for use in Company's business and telephone at residence / and usage of cell phones.

g) Annual increments / increases as may be decided by the Board of Directors from time to time within the limits specified under the Companies Act, 2013.

### Minimum Remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of appointment, the Chairman and Managing Director of the Company shall be paid remuneration by way of salary, benefits, perquisites and allowances as set out above.

Shri Sharad B Pitti is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to continue to act as Chairman & Managing Director. He is also not debarred or disqualified from being appointed or continuing as Director of the Company by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

The Company has two Executive Promoter Directors viz., Shri Sharad B Pitti, Chairman & Managing Director and Shri Akshay S Pitti, Vice-Chairman & Managing Director and the remuneration to both the Executive Promoter Directors is currently within the limits prescribed under section 197 of the Act and Regulation 17(6) (e) of SEBI Listing Regulations. However, as a matter of abundant precaution, the Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Act and Regulation 17(6) (e) of SEBI Listing Regulations for payment of the remuneration as detailed above in the event of loss or inadequacy of profits in any financial years during his appointment.

The information about Director seeking reappointment as required under Secretarial Standards on General Meetings, SEBI Listing Regulations and additional information as required under Schedule V of the Companies Act, 2013 is provided below

## I. Information about the appointee:

1.	Background details	
	Name of the Director	Shri Sharad B Pitti
	DIN	00078716
	Date of Birth	11.07.1957
	Age	64 years
	Profile	Shri Sharad B Pitti is the founder of the Company. He is a visionary and a pioneer for lamination manufacturing in the organised sector in India. He has immense industrial experience in manufacture of electrical steel stamping and laminations. He has played a pivotal role in the Company's growth and development.
	Expertise in specific functional area	Industrial Management
	Date of first appointment on the Board	17.09.1983
	Terms & conditions of Re-appointment	As set out in the resolution at item No. 1 of this notice read with the explanatory statement thereto.
	Shareholding in the Company as on date of this Notice	43,49,926 equity shares
	Number of meetings attended during the current financial year 2021-22	5 Board Meetings of the Company were held during the current financial year and Shri Sharad B Pitti had attended all Meetings.
	Relationship with other Directors / Key Managerial Personnel	Father of Shri Akshay S Pitti, Vice-Chairman & Managing Director

	Other Directorship as on date of this Notice	Pitti Castings Private Limited Pitti Electrical Equipment Private Limited Pitti Holdings Private Limited Pitti Components Limited Pitti Trade and Investment Private Limited Pitti Rail and Engineering Components Limited
	Membership / Chairmanship of Committees of other Boards	NIL
2.	Past remuneration	Remuneration of the last 3 years are as follows: 2021-2022: ₹ 98.78 lakhs 2020-2021: ₹ 98.78 lakhs 2019-2020 : ₹ 69.72 lakhs
3.	Job profile and suitability of the appointee	Shri Sharad B Pitti, is the Chairman and the Managing Director of the Company. He acts subject to oversight of the Board of Directors of the Company supported by a committed workforce, staff and managers. He is a visionary and a pioneer for lamination manufacturing in the organised sector in India. His eminent stewardship enabled the Company to establish itself as one of the largest lamination manufacturers in India. Shri Sharad B Pitti has played a pivotal role in the Company's growth and development over the years.
4.	Remuneration proposed to be paid	As set out in the resolution at item No. 1 of this notice read with the explanatory statement thereto.
5.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the Company, the profile of Shri Sharad B Pitti, the responsibilities to be shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate to that drawn by the peers in the similar capacity.
6.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Shri Sharad B Pitti is the chief promoter and Chairman & Managing Director of the Company. He is also a major shareholder of the Company. He is related to Shri Akshay S Pitti, Vice-Chairman & Managing Director of the Company.

## II. General Information

1)	Nature of industry	Manufacture of engineering products of iron and steel including electrical steel laminations, stator & rotor core assemblies, sub-assemblies, die-cast rotors, press tools and high precision machining of various metal components.		
2)	Date or expected date of commencement of commercial production	The Company was incorporated on 17th September 1983. The Company started its commercial production in the year 1987.		
3)	Financial performance based on given indicators	₹ in lakhs		
	Particulars	2021-22	2020-21	2019-20
	Total Revenue	97,026.40	53,866.64	52,873.74
	Profit before finance cost, depreciation, amortization and tax	14,907.10	9,854.85	8,139.09
	Profit before Tax	7,060.05	3,856.66	1,985.55
	Profit after tax	5,189.46	2,877.84	1,709.50
	Total Comprehensive Income	5,192.06	2,801.44	1,683.67
4)	Foreign investments or collaborations, if any.	Not Applicable		

### III. Other Information

#### 1) Reasons of loss or inadequacy of profits:

The Company operates in the engineering sector and is part of supply chain of OEM's in capital goods, generation, transportation, and industrial sectors which are directly linked to the performance of the economies. The Company has posted a profit after tax of ₹ 51.89 crore for the year ended 31st March 2022. The Company is passing a special resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Act and Regulation 17(6) (e) of SEBI Listing Regulations as a matter of abundant precaution, in the event the Company's profitability is adversely impacted in future due to business environment, during the period for which remuneration is payable to Shri Sharad B Pitti.

#### 2) Steps taken or proposed to be taken for improvement:

The Company has been taking various strategic measures such as enhancing the product portfolio, customer base, geographical expansion, developing multiple procurement sources and bringing in house the manufacturing of certain bought out items besides being focused on increasing value add. Along with this the Company continuously works on cost optimisation to ensure competitiveness of its products and overall profitability. Further, the high growth prospects of the Indian economy in the coming years will also add shine to its performance.

#### 3) Expected increase in productivity and profits in measurable terms:

The Company has taken significant positive actions which are expected to yield sustained growth as well as face future

challenges and it is continuing to take steps which will enable the growth in its value-added offerings to its customers. It has been aggressively pursuing and implementing its strategies to improve financial performance.

### IV. Disclosures

Necessary disclosures on managerial remuneration, fees, stock options, have been made in the Director's Report of the Company for the year ended 31st March 2021.

This explanatory statement and the resolution at Item No. 1 which outlines the terms and conditions may also be read and treated as disclosure in compliance with the requirement of Section 190 of the Companies Act, 2013.

Except Shri Sharad B Pitti, Shri Akshay S Pitti and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in Item No. 1 of the notice.

The Board recommends the special resolution set out at Item No. 1 of the notice for approval by the Members.

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

**Mary Monica Braganza**

Company Secretary & Compliance Officer  
FCS:5532

Place : Hyderabad  
Date : 23<sup>rd</sup> May 2022