



4th July, 2017

Corporate Relations Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400023
BSE Code No. 507880

Corporate Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block
Bandra – Kurla Complex, Bandra (E)
NSE Code – VIPIND

Sub: Notice of 50th Annual General Meeting

Dear Sir,

This has reference to the captioned subject and in continuation to our letter dated 18th May, 2017, informing the date of 50th Annual General Meeting and Book Closure for the purpose of payment of Final Dividend for the financial year 2016-17, we are enclosing herewith Notice of 50th Annual General Meeting of the Company.

Please take the above on your record and disseminate the same for the information of investors.

Thanking you,

Yours faithfully,

For V.I.P. INDUSTRIES LIMITED

Anand Daga

Company Secretary & Head – Legal

Encl.: as above

VIP INDUSTRIES LIMITED

NOTICE is hereby given that the Fiftieth Annual General Meeting (AGM) of the Members of V.I.P. INDUSTRIES LIMITED will be held at "NIWEC", P-29, Street 14, MIDC, Satpur, Nashik-422 007, Maharashtra on Friday, 28th July, 2017, at 2.30 pm to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company on standalone and consolidated basis for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the payment of interim dividend on equity shares for the financial year 2016-17.
3. To declare final dividend on equity shares for the financial year 2016-17.
4. To appoint a Director in place of Mr. Ashish Saha (DIN-05173103), who retires by rotation and being eligible, seeks re-appointment.
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 the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the resolution passed by the Members at the 49th (Forty-ninth) Annual General Meeting held on 28th July, 2016, the appointment of M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants [Firm Registration No. 012754N/N500016] as Statutory Auditors of the Company, has been made to hold office till the conclusion of 54th (Fifty-fourth) Annual General Meeting of the Company to be held in the year 2021, be and is hereby ratified for the financial year 2017-18 at such remuneration plus taxes at the applicable rates and reimbursement of out of pocket and travelling expenses etc. on progressive billing basis as may be mutually agreed between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

6. 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 provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Company be and is hereby accorded to appointment of Mr. Dilip G. Piramal [DIN – 00032012] as the Chairman & Managing Director of the Company for a period of 2 (two) years with effect from 25th March, 2017 upto 24th March, 2019, liable to retire by rotation, on the following terms and conditions including remuneration:

SALARY

Total Salary of ₹ 1,80,00,000/- (Rupees One Crore Eighty Lakhs only) per annum.

COMMISSION

Such amount by way of commission, as may be decided by the Board for each financial year up to a maximum of 1% of the net profits of the Company computed in the manner laid down in Section 197 of the Companies Act, 2013.

PERQUISITES/ALLOWANCES

Following perquisites/allowances shall be allowed as per rules of the Company. For the purpose of calculating the ceiling, the perquisites and allowances (including performance pay) shall be evaluated as per the Income-tax Rules, wherever applicable. In the absence of any such Rules, the same shall be evaluated at actual cost.

- i. Medical Reimbursement
Reimbursement of actual medical expenses for self and family as per the rules of the Company.
- ii. Leave Travel Allowance
For self and family once in a year as per the rules of the Company.
- iii. Club Fees
Club Fees to be paid by the Company subject to maximum of two clubs. This will not include admission and life membership fees.
- iv. Personal Accident Insurance
As per policy of the Company.
- v. Gratuity
As per rules of the Company.
- vi. Earned / Privilege leave

As per policy of the Company. Encashment of leave accumulated but not availed during the tenure or at the end of tenure of office, as the case may be, in accordance with the policy of the Company. Encashment of accumulated leave shall not be included in the computation of limits for the remuneration or perquisites as aforesaid.

For the purpose of Superannuation/Pension/Provident Fund/Gratuity/Commission and Privilege leave, the service of the Chairman & Managing Director will be considered from the original date of his joining the services and change of role/termination/renewal of service agreement will not be considered as a break of service.

vii. Car, Telephone and Mobile

As per policy of the Company.

viii. Sitting Fees

The Chairman & Managing Director shall not be paid any sitting fees for attending any meetings of the Board, Committee(s) or General Meeting(s).

ix. General

The Chairman and Managing Director shall be eligible for financial assistance for housing etc. as per the rules of the Company from time to time.

Notwithstanding anything mentioned herein, where in any financial year during the currency of tenure of the Chairman & Managing Director, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary and perquisites specified above subject to requisite approvals and limits, if any, as may be required under the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. 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 provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the Company be and is hereby accorded to the appointment of Ms. Radhika Piramal [DIN – 02105221] as the Vice Chairperson & Executive Director of the Company for a period of 2 (two) years with effect from 7th April, 2017 upto 6th April, 2019, liable to retire by rotation, on the following terms and conditions including remuneration:

SALARY

Annual pre-tax salary of £ 200,000 (Great Britain Pound Two Hundred Thousand only).

COMMISSION

Such amount by way of commission, as may be decided by the Board for each financial year upto a maximum of 1% of the net profits of the Company computed in the manner laid down in Section 197 of the Companies Act, 2013.

PERQUISITES/ALLOWANCES

Following perquisites/allowances shall be allowed as per the rules of the Company within the overall ceiling fixed by the Company.

i. Housing

Residential accommodation with furnishings or house rent allowance in lieu thereof as per policy of the Company.

ii. Medical Reimbursement

Reimbursement of actual medical expenses incurred for self and family as per the rules of the Company, not exceeding one month's salary per annum or three month's salary over a period of three years.

iii. Medical Insurance

The Company will take medical insurance to cover medical requirement of Vice Chairperson & Executive Director and her family members.

iv. Relocation Expenses

The Company will reimburse actual relocation expenses towards the cost of relocation to London, United Kingdom.

v. Personal Accident Insurance

As per policy of the Company.

vi. Retirement benefits

As per policy of the Company.

vii. Earned / Privilege leave

On full pay and allowance as per the policy of the Company. Encashment of leave accumulated but not availed during the tenure or at the end of tenure of office, as the case may be, in accordance with the policy of the Company.

viii. Car, Telephone and Mobile

As per policy of the Company.

ix. Sitting Fees

The Vice Chairperson & Executive Director shall not be paid any sitting fees for attending any meetings of the Board/ Committee(s)/General Meeting(s) etc. It is expected that the Vice Chairperson & Executive Director has to travel to India for attending Board meetings in person for making presentation to the Board for their consideration.

x. General

The Vice Chairperson & Executive Director shall operate from London and shall be eligible for financial assistance for housing etc. as per the rules of the Company from time to time.

Notwithstanding anything mentioned herein, where in any financial year during the currency of tenure of the Vice Chairperson & Executive Director, the Company has no profits or its profits are inadequate, the Company will pay her remuneration by way of salary and perquisites specified above subject to requisite approvals and limits, if any, as may be required under the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Anand Daga
Company Secretary & Head- Legal

Place: Mumbai

Dated: 18th May, 2017

Registered Office:

78-A, MIDC Estate, Satpur, Nashik – 422007

CIN: L25200MH1968PLC013914

NOTES:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours (i.e. by 2:30 p.m. on 26th July, 2017) before the commencement of the meeting. A Proxy form is annexed to this report.

- (b) Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on behalf of the Company.
- (c) Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, 18th July, 2017 to Friday, 28th July, 2017 (both days inclusive) for the purpose of payment of final dividend.
- (d) The dividend as recommended by the Board of Directors, if approved by the Members at the ensuing AGM will be paid on or after 2nd August, 2017 as under to:
- i) members holding shares in physical form, whose names appear in the Company's Register of Members as on 28th July, 2017.
 - ii) beneficial owners, whose names appear in the beneficial owners list to be furnished for this purpose by the National Securities Depository Limited and the Central Depository Services (India) Limited as on the close of business hours on 17th July, 2017.
- (e) Members desirous of obtaining any information in respect of Annual Financial Statements and operations of the Company are requested to write to the Company at least one week before the Meeting, to enable the Company to make available the required information at the Meeting.
- (f) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the Company's Registrar and Share Transfer Agent (RTA), Link Intime India Private Limited, (Unit - V.I.P. Industries Limited), C-101, 247 Park, LBS Marg, Vikroli (W), Mumbai-400083 Tel.: +91 022-49186270, Fax No. : +91 022-49186060 (RTA).
- (g) The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA) has allowed companies to send official documents to their shareholders electronically. Accordingly, Annual Report for the financial year 2016-17 alongwith Notice of the 50th AGM of the Company, inter-alia indicating the process and manner of e-voting, Attendance slip and Proxy form 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 IDs, physical copies of the Annual Report for the year 2016-17 are being sent through the permitted mode. However, the Company requests the members to expeditiously update their e mail id by writing to the Company at DGP House, 5th Floor, 88-C, Old Prabhadevi Road, Mumbai-400025, Tel.: +91-22-6653 9000 Fax: +91-22- 6653 9089 Email: investor-help@vipbags.com or the Company's RTA.
- (h) Members may also note that the Notice of the 50th AGM and the Annual Report for financial year 2016-17, in Portable Document Format (PDF), will also be available on the Company's website www.vipindustries.co.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (9.00 a.m. to 5.00 p.m.) on any working day except Saturdays, Sundays and Public Holidays, upto the date of the 50th AGM of the Company.
- (i) In case of joint shareholders attending the meeting, only such joint shareholder whose name appears higher in order of names as mentioned in the Register of Members of the Company will be entitled to vote.
- (j) Members are requested to notify immediately, any change in their address registered with the Company or to the RTA for equity shares held in physical form and to their respective Depository Participants (DPs) in respect of equity shares held in electronic form.
- (k) Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is/are entitled to nominate in the prescribed manner, a person to whom his/her/their share(s) in the Company, shall vest after his/her/their lifetime. Members who are holding share(s) in physical form and are interested in availing this nomination facility are requested to write to the Company or the Company's RTA and those Members who are holding share(s) in electronic form, are requested to write to their respective Depository Participants (DPs).

- (l) In terms of the provisions of Section 124 and other applicable provisions of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Central Government. Accordingly, the unclaimed Final dividend in respect of Financial Year 2009-10 is due for transfer to the said Fund on 18th July, 2017. Members who have not yet encashed or claimed their dividend warrant(s) pertaining to the dividend for the Financial Year 2009-10 onwards, are requested to lodge their claims with the Company for the same.

Attention of Members is invited to the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF rules) amended from time to time, which inter alia requires the Company to transfer the equity shares on which the dividend has remained unpaid or unclaimed for a continuous period of seven years, to a Demat account of the Authority to be opened by Investor Education and Protection Fund Authority ('IEPF Authority'). The said Shares, once transferred to the said Demat account of the IEPF Authority can be claimed only after following due procedure prescribed under the said IEPF rules.

The Company has intimated individually to all shareholders, dividend on whose shares has remained unpaid for a continuous period of seven years and a notice in this regard has also been published in the Free Press Journal (English) and Nav Shakti (Marathi) on 18th March, 2017. The Statement of Unclaimed Dividend amount for 7 consecutive years and shares due for transfer to Demat Account of IEPF Authority is placed on the website of the Company at <http://vipindustries.co.in/unclaimeddividend.php>

Members are therefore requested to approach the Company's RTA to claim their unpaid dividend, if any.

- (m) In order to render better and efficient services, Members are requested to consolidate the multiple folios which are in the same names and in identical order. Consolidation of folios does not amount to transfer of shares and therefore no stamp duty or other expenses are payable for the same. In case any Member(s) decide to consolidate his/her/their folios, he/she/they is/are requested to forward his/her/their share certificates, along with a request letter, to the Company or the Company's RTA.
- (n) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to its Members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services Limited (CDSL). The facility for voting through ballot paper will be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are given below.

The instructions for shareholders voting electronically are as under:

- (i) The "cut-off-date" for determining the eligibility for voting either through electronic voting system or ballot is fixed as Friday the 21st July, 2017. The voting period begins on 25th July, 2017 at 9.00 a.m. and ends on 27th July, 2017 at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. In case the shareholder(s) cast their votes through both the modes, votes casted by remote e-voting shall prevail and votes casted through Ballot form shall be treated as invalid.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For the shareholders holding shares with CDSL: 16 digits beneficiary ID,
 - b. For the shareholders holding shares with NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number as it is 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 | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) · Members who have not updated their PAN with the Company/Depository Participant are requested to use sequence number (as printed on the label on the envelope) in the PAN Field. |
| Dividend Bank details OR Date of Birth | Enter the Dividend Bank Details or DOB (dd/mm/yyyy) as recorded in your demat account or in the Company records in order to login. * If both 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 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 changed login 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) Shareholders 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 Corporate.
- 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.
- 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.

- (o) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 21st July, 2017.
- (p) Those shareholders who have become the shareholders after 23rd June, 2017 the cut-off date for sending the Annual Report may refer to the Notice which is available on the Company's website www.vipindustries.co.in and also on the website of CDSL e-Voting i.e. www.evotingindia.com.
- (q) Ms. Ragini Chokshi, Practicing Company Secretary (Membership No. 2390) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (r) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman & Managing Director of the Company.
- (s) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vipindustries.co.in and on the website of CDSL e-voting within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- (t) As an austerity measure, copies of Annual Report will not be distributed at the AGM. Members are requested to bring their own copies to the Meeting.
- (u) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days except Saturdays, Sundays and Public Holidays up to and including the date of the Annual General Meeting of the Company.

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As required by Section 102(1) of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out the material facts relating to the Special Business mentioned under item Nos. 6 and 7 in the accompanying Notice:

Item No. 6 and 7:

Mr. Dilip G. Piramal was appointed as the Chairman of the Company for a term of 5 years with effect from 15th May, 2013 to 14th May, 2018 and Ms. Radhika Piramal was appointed as the Managing Director of the Company for a term of 5 years with effect from 13th July, 2012 to 12th July, 2017.

Mr. Dilip G. Piramal being an experienced industrialist, who has pioneered luggage industry in India and having an experience of more than 45 years in the luggage industry is eminently suitable for taking the joint responsibility of the Chairman & Managing Director. Mr. Dilip G. Piramal is holding Directorship on the Board of 8 (eight) other companies.

Consequent to this change, Ms. Radhika Piramal ceases to be the Managing Director and Key Managerial Personnel of the Company after end of working hours on Friday, 24th March, 2017.

Under the leadership of Ms. Radhika Piramal, the Company's overall performance has improved substantially in last several years.

It is now proposed that Ms. Radhika Piramal should look into various innovation and technology developments happening globally in luggage industry and to share the same with the Board for their consideration. Ms. Radhika Piramal shall be responsible for assessing international trends for the consideration of the Board so that the Company can develop world class product excellence.

Based on the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 11th March, 2017 has approved the appointment of Mr. Dilip G. Piramal as the Chairman & Managing Director of the Company w.e.f. 25th March, 2017 and also approved the appointment of Ms. Radhika Piramal as the Vice Chairperson & Executive Director of the Company w.e.f. 7th April, 2017 and that both the appointments are for a period of 2 years commencing from their effective dates respectively.

Appointment of Mr. Dilip G. Piramal as the Chairman & Managing Director and Ms. Radhika Piramal as the Vice Chairperson & Executive Director requires approval of members in General Meeting and accordingly Board recommends passing of Ordinary resolutions as set out in item nos. 6 and 7 of the accompanying Notice for your approval.

Other than Mr. Dilip G. Piramal and Ms. Radhika Piramal, who are the Directors of the Company and their relatives Ms. Shalini D. Piramal and Ms. Aparna Piramal Raje, no other Director, Key Managerial Personnel or their respective relatives is in any way concerned or interested in the resolutions mentioned at item nos. 6 and 7 of the Notice.

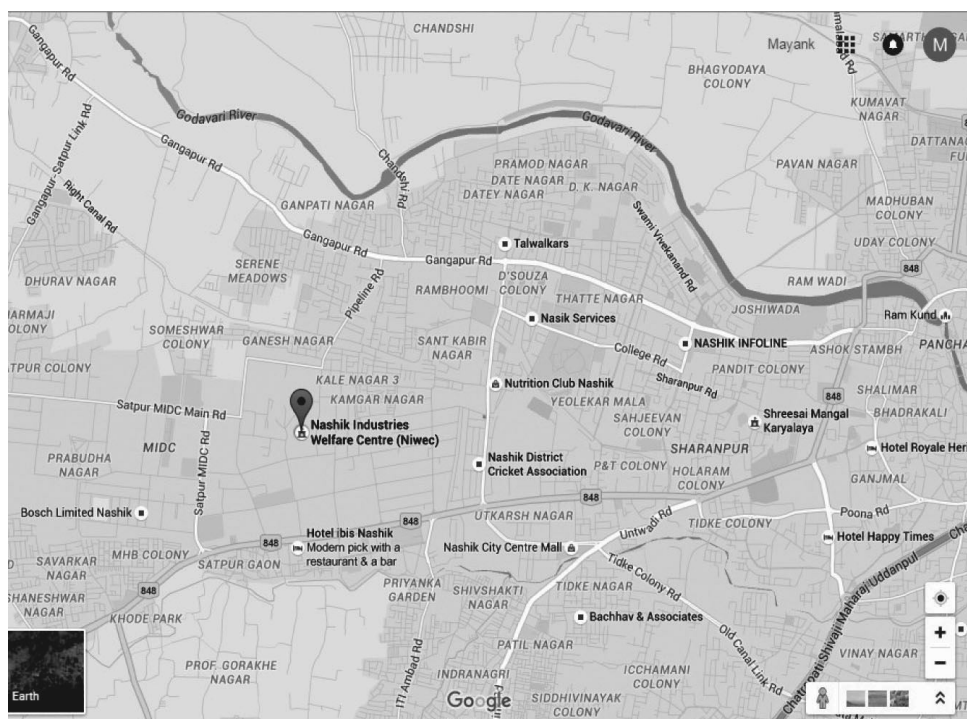
The agreement dated 21st March, 2017 entered into between the Company and Mr. Dilip G. Piramal as the Chairman & Managing Director of the Company and the agreement dated 20th March, 2017 entered into between the Company and Ms. Radhika Piramal as the Vice Chairperson & Executive Director of the Company is open for inspection by the members during the normal working hours of the Company i.e. 9 a.m. to 5 p.m. on all working days except Saturdays, Sundays and Public Holidays at its Registered Office upto the date of the Annual General Meeting.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

| Director seeking appointment/ re-appointment | | | |
|--|----------------------|---|---|
| Name of the Director | Mr. Dilip G. Piramal | Ms. Radhika Piramal | Mr. Ashish Saha |
| Date of Birth | 02/11/1949 | 27/05/1978 | 25/11/1958 |
| Date of Appointment | 04/06/1979 | 30/06/2009 | 01/02/2012 |
| Qualification | Bachelor of Commerce | Graduate from Oxford University, with an MBA from the Harvard Business School | PGD in Dye & Moulding from Central Scientific Instruments Organization, INDOSWISS Training Centre, Diploma in Instrument Technology |
| Experience in special functional area | Corporate Management | Corporate Management | Tooling, design & manufacturing of luggage. |

| | | | |
|---|---|---|---|
| Chairman / Director of other companies | 1. Alkyl Amines Chemicals Ltd. 2. DGP Securities Ltd. 3. Kiddy Plast Ltd. 4. Gazelle Travels Pvt. Ltd. 5. DGP Enterprises Pvt. Ltd 6. DGP Capital Management Ltd. 7. KEC International Ltd. | 1. DGP Securities Limited 2. Blow Plast Retail Limited 3. Kiddy Plast Limited | 1. Trimurti Glass Containers Limited 2. V.I.P. Industries Bangladesh Private Ltd. 3. Blow Plast Retail Ltd. |
| Chairman/ Member of Committees of other Companies | NIL | NIL | NIL |
| No. of shares held in the Company | 2,03,020 shares | 2,22,000 shares | 1 share |

Route Map to venue of AGM as per the requirements of Secretarial Standards (SS-2)



Landmark: MIDC Pumping Station

By Order of the Board of Directors

Anand Daga
Company Secretary & Head- Legal

Place: Mumbai

Dated: 18th May, 2017

Registered Office:

78-A, MIDC Estate, Satpur, Nashik – 422007

CIN: L25200MH1968PLC013914