

V.I.P. INDUSTRIES LIMITED

Regd. Office: DGP House, 5th Floor, 88-C, Old Prabhadevi Road, Mumbai - 400025

CIN: L25200MH1968PLC013914

Tel: 022-66539000; **Fax:** 022-66539089;

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ADDENDUM TO THE NOTICE OF 55TH ANNUAL GENERAL MEETING OF THE COMPANY

Addendum to the Notice dated 16th May, 2022 convening 55th Annual General Meeting of the Company scheduled to be held on Tuesday, 2nd August, 2022 at 11:30 a.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"):

Notice is hereby given pursuant to the provisions of Section 160 of the Companies Act, 2013 ('Act') read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, of the intention of a member signifying candidature of a person for the office of Director of the Company. Accordingly, the following item of business is added in the aforesaid Notice as Item No. 7 under Special Business and this addendum shall be deemed to be an integral part of the original Notice dated 16th May, 2022 and the notes provided therein. **Attention of the members is specifically drawn to the attached explanatory statement to explain the background of the proposal.**

SPECIAL BUSINESS:

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

"RESOLVED that pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Pawan Kumar Lilha (DIN: 00423925), in respect of whom the Company has received a notice in writing on 18th July, 2022 from a Member Vikash Kumar Baid (HUF) under Section 160 of the Act along with requisite deposit of ₹1,00,000/- (Rupees One Lakh only), proposing his candidature as a Director, be and is hereby appointed as a Director (Non-Executive Non-Independent) of the Company from the date of this 55th Annual General Meeting, liable to retire by rotation."

"RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

By VIP Industries Limited

Place: Mumbai

Dated: 22nd July, 2022

Registered Office:

5th Floor, DGP House, 88C, Old

Prabhadevi Road, Mumbai-400025

CIN: 25200MH1968PLC013914

Anand Daga

Company Secretary & Head-Legal

Notes:

1. The Statement pursuant to Section 102(1) of the Act, in respect of the special business proposed above to be transacted at the ensuing 55th AGM, is annexed hereto and forms part of the Notice.
2. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection by the members on all working days during normal business hours upto the date of AGM.
3. This addendum to the Notice of AGM is available on the website of the Company at www.vipindustries.co.in, website of the Stock Exchanges at www.nseindia.com and www.bseindia.com and website of NSDL at www.evoting.nsdl.com.
4. All the processes, notes and instructions relating to attending AGM through VC/OAVM and e-voting set out for and applicable for the ensuing 55th AGM shall mutatis-mutandis apply to attending AGM through VC/OAVM and e-voting for the resolution proposed in this Addendum to the Notice of AGM. Furthermore, the Scrutinizers appointed for the ensuing 55th AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 55th AGM.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 7

The Company had issued a Notice dated 16th May, 2022 for convening the 55th Annual General Meeting ("AGM") scheduled to be held on Tuesday, 2nd August, 2022 at 11:30 a.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) and the same has already been circulated to the Members of the Company in due compliance with the provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder.

Subsequently, on 18th July, 2022, the Company received a notice in writing from Vikash Kumar Baid (HUF), Member along with requisite deposit of ₹ 1,00,000/- (Rupees One Lakh Only), proposing the candidature of Mr. Pawan Kumar Lilha as a Director in terms of Section 160 of the Companies Act, 2013 for the 55th AGM of the Company.

Mr. Pawan Kumar Lilha has not submitted either himself or through the member proposing his candidature for the office of a director, his profile, consent to act director in form DIR-2, intimation by Director in Form DIR-8 under Section 164(2) of the Act, details of experience and a declaration confirming that he has not been debarred or disqualified from being appointed or continuing or from holding office or restrained from acting as Director of any Company pursuant to any order of the Securities and Exchange Board of India (SEBI)/Ministry of Corporate Affairs, or any such statutory authority.

The Company is unable to evaluate the background of the person seeking appointment including experience in business, government, academics, technology, human resources, finance, law, etc. The Company also after examining the structure, composition and functioning of the present Board is of the opinion that there would be no

value addition to the Board of Directors or the Company by appointing Mr. Pawan Kumar Lilha as a Director (Non-Executive Non-Independent Director).

Pursuant to Section 160(2) of the Act read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company is required to inform the members about the above referred candidature and place notice of such candidature on its website. Accordingly, this addendum to Notice is being issued by adding Item No. 7 as Special Business for appointment of Mr. Pawan Kumar Lilha as a Director (Non-Executive Non-Independent Director), liable to retire by rotation.

The details of the person seeking appointment, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) has not been given as the required disclosure / details has not been provided by the person seeking the appointment.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 7.

The Company felt that Mr. Pawan Kumar Lilha is not suitable for appointment as director in the Company and hence the Company do not recommend the Ordinary Resolution set out in Item No. 7 of the accompanying Notice for approval of the Members keeping in view the best interest of the Company and its relevant stakeholders.

By VIP Industries Limited

Place: Mumbai
Dated: 22nd July, 2022
Registered Office:
5th Floor, DGP House, 88C, Old
Prabhadevi Road, Mumbai-400025
CIN: 25200MH1968PLC013914

Anand Daga
Company Secretary & Head-Legal