



13th July, 2020

BSE Limited Phiroze Jeejeebhoy Towers, Dalal St, Kala Ghoda, Fort, Mumbai - 400001 BSE Code No. 507880	National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051. NSE Code – VIPIND
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Subject: Submission of Notice convening 53rd Annual General Meeting of V.I.P. Industries Limited for the Financial Year 2019-20

Dear Sir,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, please find enclosed electronic copy of the Notice of the 53rd Annual General Meeting (AGM) for the financial year 2019-20, being sent today i.e. 13th July, 2020 by email to those Members whose email addresses are registered with the Company/Depository Participant(s). The Notice of the AGM is given on page nos. 3 to 22 forming part of the Annual Report 2019-20 which are being filed separately for Stock Exchange disclosure purposes under Regulation 34 of SEBI (LODR) Regulations, 2015.

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

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CIN - L25200MH1968PLC013914

NOTICE is hereby given that the Fifty Third Annual General Meeting (AGM) of the Members of V.I.P. INDUSTRIES LIMITED will be held on Wednesday, 5th August, 2020, at 4:00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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, 2020 together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the interim dividend of Rs. 3.20 per equity share (160%) of face value of Rs. 2 each, already paid, as the final dividend for the financial year ended 31st March, 2020.
3. To appoint a Director in place of Mr. Dilip G. Piramal (DIN- 00032012), who retires by rotation and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Amit Jatia (DIN 00016871) as Non- Executive Independent Director of the Company for a period of 5 (five) years w.e.f. 24th July, 2020 to 23rd July, 2025.**

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, Mr. Amit Jatia (DIN 00016871), who was appointed as an Independent Director at the 48th Annual General Meeting of the Company and who holds office up to 23rd July, 2020 and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) years with effect from 24th July, 2020 to 23rd July, 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) or Authorised Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **Amendment of the Object Clause in the Memorandum of Association of the Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), subject to necessary registrations, approvals, consents, permissions and sanctions, if any from the Competent Authority(ies) and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such Competent Authority(ies), the approval of the Members be and is hereby accorded for effecting the following modifications, alteration and amendments in the existing Memorandum of Association of the Company:

- A. Part A of Clause III of the Object Clause of the existing Memorandum of Association which is currently titled as "**THE MAIN OBJECTS OF THE COMPANY (TO BE PURSUED BY THE COMPANY) ON ITS INCORPORATION**" shall be altered by replacing and substituting the same with the new Clause III (a) with the new heading titled as "**THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION**"

1. To carry on the business of designing, engineering, manufacturing, producing, assembling, fabricating, altering, repairing, buying, selling, marketing, retailing, trading, acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of:
 - (i) Bags, hand bags, ladies bags, sports bags, travel bags, game bags, casual bags, shopping bags, sleeping bags, suit cases, brief cases, attaché cases, business cases, computer and tool cases trunks, vanity cases, travel accessories, articles of luggage made of plastics, textiles, leather and other materials, Belts, Caps, Helmets, Headwear, Wallets, face mask, surgical mask, face shield, gloves, umbrellas, Fragrances, Perfumes, Apparels, Garments, Sarees, Writing Instruments, Mobile Phones and related services and other personal convenience articles, devices and musical instruments, entertaining apparatus, sound equipments, personal protection kit, lifestyle accessories and render after sale services and service incidental thereto.

- (ii) Watches, clocks, chronometers, horological instruments and other devices for measuring time, components, parts, dials, handstraps, bracelets, cases, crowns, jewels, crystals, micro meters, button cells, shock absorbers, lamps, appliances, and all types of precision tools, spares and components.
 - (iii) Mechanical, electrical, electronic, pneumatic and other types of measuring instruments, including gauges, calipers, equipments, meters, apparatus, tools, spares, machineries, plants, bridges, scientific instruments of all kinds and varieties.
 - (iv) All types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, precious and semi-precious stones of all kinds.
 - (v) Sunglasses/ prescription glasses and frames, lens, hearing aids and related accessories and engage in business activities incidental thereto such as Eye checking, optometry, Contact lenses and other accessories and to import, export, deal in merchandise related to the above business in whatsoever manner and further engage in any segment of value addition either forward or backward in the eyewear business including prescription eyewear.
 - (vi) Products used in kitchen including appliances, storage shelves, kitchen utensils, chimneys, hobs, furniture and cabinets and render after sale services and services incidental thereto.
 - (vii) Products powered by solar energy including solar panels, solar powered home lighting systems, solar batteries, solar fans, solar torches, solar lights, solar lantern chargers, solar mobile, solar cookers, solar garden, solar cool caps, solar water heaters, solar signs, solar inverters, solar powered UPS, solar generators and render after sale services and services incidental thereto.
 - (viii) Product, components, sub-assemblies and assemblies catering to a wide variety of industry applications including but not limited to aerospace, solar, power, alternative energy, automotive, engineering, medical devices, oil & gas, electrical for both civilian as well as defense use.
 - (ix) Services related to process & product design, engineering design, CNC programming, CAD & CAM, testing inspection, calibration, non-destructive testing, supply chain, vendor management, quality management system, productive maintenance, plant layout & infrastructure planning, machine maintenance, machine servicing, spares management, aircraft maintenance repair and overhaul, ground handling.
 - (x) Design, manufacture and commissioning of automations solutions as well as machine building for a wide variety of industry applications including but not limited to aerospace, solar, power, alternative energy, automotive, engineering, medical devices, oil & gas, electrical for both civilian as well as defense use.
2. To design, develop and render content through educational workshops, conferences, theatre and entertainment shows through any media including via the internet, design, manufacture, market, sell, retail and deal as distributor, wholesaler and retailer of gadgets, entertainment products, toys, do it yourself kits, activity books, sports products, food and beverages and further engage in any segment of value addition either forward or backward in development, distribution and retail of such content.
 3. To establish, start and promote factories and to set up plants, render consultancy services and engage in research and development activities and to maintain, render assistance and services of all and every kind or any description for designing, engineering, manufacturing, altering, improving, trading, importing and exporting of all types of items stated in Clause 1 and 2 above.
- B. Section (i) and (ii) of Part B of Clause III of the Object Clause of the existing Memorandum of Association which are currently titled as **“THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE”** and **“THE FURTHER OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE”** shall be altered by replacing and substituting the same with the new Clause III (b) with the new heading titled as **“MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (a)”** and existing clauses of Clause III (B) (i) and (ii) are replaced by substituting with new clauses 1 to 97:
1. To acquire by purchase, lease, concession, grant, license or otherwise, such lands, buildings, minerals, waterworks, plant, machinery, stock-in-trade, stores, rights, privileges, easements and other movable and immovable property of any description as may from time to time be deemed necessary for carrying on the business of the Company and to build or erect upon any land of the Company, howsoever, acquired, such workshops, warehouses, offices, residences and other buildings, and to erect such machinery and construct such roads, ways, tramways, railway branches or sidings, bridges, reservoirs, water courses, hydraulic works.

2. To make, erect, assemble, maintain, construct, alter, take on hire, or lease, or otherwise acquire containers, packaging materials, machine, equipment, lifts, trolleys and other apparatus and conveniences which may seem calculated directly or indirectly to promote the business of the company.
3. To promote, form, establish, or aid in the promotion, formation or establishment of or take over any company or companies/ bodies corporate association or associations engaged in any of the activities that the company is engaged in or for the purpose of acquiring or purchasing or taking over the entire undertaking of any other company/body corporate undertakings and to invest in companies/ bodies corporate and to co-ordinate the business of any companies / bodies corporate in which the Company is for the time being interested, and to acquire (whether by original subscription, tender, purchase exchange or otherwise) the whole of or any part of the stock, shares, debentures, debenture stocks, bonds and .other securities issued or guaranteed by a company/ body corporate constituted or carrying on business in any part of the world.
4. To build, make, construct, equip, maintain, improve, alter, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, shops, warehouses, machinery, engines, roads, water courses, electric works and other works and conveniences which may be necessary, or convenient for the purpose of the Company or may seem calculated, directly or indirectly to advance the Company's interests and to contribute, subsidies, or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
5. To purchase, acquire and undertake all or any part of the business, property and liabilities including employees on deputation or otherwise of any person or Company carrying on or proposing to carry on any business which this company is authorized to carry on, or possessed or property suitable for the purpose of the Company.
6. To acquire from any person, firm or body corporate or unincorporated, whether in India or elsewhere, technical information, know-how, processes engineering, manufacturing and operating data, plans, layouts, and blueprints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.
7. To accept payment for any property or rights sold, leased, hired out or otherwise disposed off or dealt with by the company, either in cash, by installments or otherwise, or in fully or partly paid up shares of any company or corporation, with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or in debentures or mortgage debentures or debenture stocks, mortgage or other securities of any company or corporation or partly in one mode and partly in another and generally on such terms as the company may determine, and to hold, dispose off or otherwise deal with shares, stocks, securities so acquired.
8. To act as agents of any other person's or any other Company in the interest of the Company, with or without remuneration.
9. To erect, construct, enlarge, alter or maintain buildings and structures of every kind necessary or convenient for the Company's business.
10. To acquire and undertake the whole or any part of the property and liabilities of any person, firm or company carrying on business which the Company is authorised to carry on or possessed of property suitable for the purposes of this Company.
11. To acquire, deal with or dispose of any kind of property, moveable or immoveable and rights and to manage, let, give on lease, mortgage, sell, underset, dispose off or otherwise turn to account all or any of the property or rights of the Company whether immoveable or moveable including all and every description of machinery apparatus or appliances, and to hold, use, cultivate, work, manage, improve, carry on and develop the undertaking, land and immoveable and moveable property, and assets of any kind of the Company or any part thereof.
12. To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interests, co-operation, joint venture, reciprocal concession or otherwise or amalgamate with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on.
13. To enter into negotiations with foreign companies or other persons and acquire by grant, purchase, lease, license or other terms of copyrights, formulae, process and other rights and benefits and to obtain financial and/or technical collaboration, technical information know-how and expert advice.

14. To sell, let, exchange or otherwise deal with the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of the Company and if thought fit to distribute the same among the shareholders of this Company.
15. To pay for any properties rights or privileges acquired by the Company, either in shares of the Company or partly in shares and partly in cash or otherwise.
16. To promote any other company having similar objects for the purpose of acquiring all or any of the property and liabilities of this Company.
17. To procure the recognition of the company in any country, state or place outside India and to establish and maintain local registers and branch places of business in any part of the world.
18. To lend money, property on mortgage of immoveable property or on hypothecation or pledge of moveable property or without security to such person and on such terms as may seem expedient and in particular to customers of and persons having dealings with the Company. Provided the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.
19. To enter into any agreement with any Government or authority, municipal, local or otherwise or any person, corporate body, co-operative society or company that may seem conducive to any of the objects of the Company and to obtain from any such Government, authority, person, corporate body, co-operative society or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think fit, desirable to obtain and to carry out, exercise and comply therewith.
20. To insure the whole or any part of the property of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect, either fully or partially, and also to insure and to protect and indemnify any part or portion thereof, either on mutual principle or otherwise.
21. To carry out in any part of the world or all or any part of the Company's objects as principal, agent, insurer and trustee.
22. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
23. To stand guarantors and be surety or answerable for the debts or defaults of any person, firm or company arising on contracts for payment or repayment of money or loans or the fulfillment of any obligations or performance by any such person, firm or company, and to enter into contracts of indemnity or guarantee on such terms and conditions as may seem necessary or expedient for effecting the same.
24. To provide for the welfare of Directors or employees or ex-employees of the Company and the wives and families or the relatives, dependents or connections of such persons, by building or contributing to the building of houses, dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses or benefits or any other payments, or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds, profit sharing or other schemes, or trusts and by providing or subscribing or contributing towards places of recreation, institutions, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
25. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interests of the Company.
26. To furnish and provide deposits and guarantee any funds required in relation to any tender or application for any contract, concession, decree, enactment, property or privilege or in relation to the carrying out of any contract, concession, decree or enactment.
27. To appoint trusts to hold securities on behalf of, and to protect the interests of the Company.

28. For all or any of the purposes of the Company to draw, make, accept, endorse, discount, execute, issue, negotiate and sell bills of lading, warrants, debentures and other negotiable instruments with or without security and also to draw and endorse promissory notes and negotiate the same and also take and receive advances by discounting or otherwise, with or without security, upon such terms and conditions as the Company deems fit, and also to advance any sum or sums of moneys upon materials or other goods or any other things of the Company upon such terms and securities as the Company may deem expedient.
29. To issue debentures, debenture-stock, bonds, obligations and securities of all kinds and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise, and to charge or secure the same by trust deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future, of the Company including, if thought fit, uncalled capital or otherwise howsoever.
30. To deal in stationery and equipments required for any of the activities or objects which the Company is authorised to carry on or pursue.
31. To establish a trust or trusts and/or appoint trustees thereof from time to time and vest funds or any property in the trustees who shall hold and deal with such funds or property in such a manner as the Company may decide.
32. To establish and maintain branches and agencies at any place or places in India or other parts of the world for the conduct of the business of the Company.
33. To borrow or raise or secure the payment of money or to receive money on deposit at interest or otherwise for any of the purposes of the Company, and at such time or times as may be thought fit, by promissory notes or by taking credit in or opening current accounts with any person, firm, bank or company, and whether with or without any security, or by such other means deemed expedient and in particular by the issue of the debentures or debenture-stock, perpetual or otherwise, and in security for any such debentures and debenture stock to issue a mortgage, pledge or charge over the whole or any part of the property and assets of the Company, both present and future, including its uncalled capital, by special assignment or otherwise, or to transfer or convey the same absolutely or in trust, and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities, subject to directions of the Reserve Bank of India.
34. To invest and deal with moneys and funds belonging or entrusted to the Company, not immediately required, in land, buildings, bullion, commodities, shares, debentures, articles, goods, negotiable instruments, advances against ships, vessels, vehicles, air crafts or such other crafts or any moveable or immoveable property or rights, government, municipal and other bonds and securities and in such other investment and in such manner as may from time to time be determined and to vary such investments and transactions and to lend money's on such terms, and with or without security, as may seem expedient and in particular to customers and other having dealings with the Company and to guarantee the performance of contracts by any such persons.
35. To take part in the management, supervision or control of the business or operation of any company, having similar objects and for that purpose, to appoint and remunerate any directors, accountants, officers, technicians, consultants, experts or others.
36. To pay out of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures, or other securities of the company.
37. To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by the Company.
38. To lend and advance monies or give credit to such person or persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of monies of or by any such persons or companies and generally to give guarantees and indemnities.
39. Subject to the provision of the Companies Act, 2013, to place, reserve or distribute as bonus shares among the members or otherwise to apply, as the Company may from time to time think fit, any moneys received by way of premium on share or debentures issued at a premium by the Company and any money received in respect of forfeited shares.

40. To sell, improve, manage, develop, exchange, lease, mortgage, dispose off, turn to account or otherwise deal with all or any part of the property and rights of Company for the time being.
41. Subject to the provisions of the Companies Act, 2013 or any other enactments in force, to indemnify and keep indemnified officers, Directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of Company and for any loss, damage, or misfortune, whatsoever and which shall happen in the execution of duties of their office or made in relation thereto.
42. To acquire and secure membership, seat or privilege either in the name of the Company or its nominee or nominees in and of any association, exchanges, market, club or other institution in India or any part of the world for furtherance of any business, trade or industry.
43. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or moveable property, any rights or privileges which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company and in particular any land, buildings, easements, machinery, plant and stock-in-trade, and either to retain any property to be acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.
44. To enter into any contract, agreement, arrangement or other dealings in the nature of technical collaborations or otherwise for the efficient conduct of the company or any part thereof.
45. To send abroad skilled and/or un-skilled workers, technical and/or non-technical personnel and employees and agents of the company for the fulfillment of the above objects.
46. To enter into contracts, agreements, joint-ventures, collaborations and agreements with any person, firm, company or body corporate in India or abroad for the carrying out by such other person, firm, company or body corporate, on behalf of the Company any of the objects for which the Company is formed.
47. To let on hire purchase system, lease or to lend or otherwise dispose off any property belonging to the Company.
48. To sell, lease, mortgage or otherwise dispose off the property, assets or undertaking of the Company or any part thereof for such consideration as the shares, stocks, debentures or other securities of any other company having objects altogether or in part similar to those of the Company.
49. To amalgamate, enter into any partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, or for limiting competition with any person or company carrying on or engaged in or about to carry on or engage in business or transaction, which the Company is authorised to carry on.
50. To pay for any rights or property acquired by the Company and to remunerate any person or company for the services rendered or to be rendered in placing of shares in the Company's capital or any debentures, debenture-stocks, or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business whether by cash payment or by allotment of shares, debentures, or other securities of the Company, credited as paid up in full or in part or otherwise.
51. To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture-stock (Perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including the uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any other person or company of any obligation undertaken by the Company or any person or company as the case may be, subject to the provisions of the Companies Act, 2013 and the directives of the Reserve Bank of India.
52. To invest or deal with the surplus funds of the Company in such manner and upon such securities as shall from time to time be thought necessary and to create any reserve fund, sinking fund, insurance fund, depreciation fund or provident fund thereof.
53. To take or otherwise acquire and hold shares, debentures or securities of or in any other company having objects similar to those of this Company.
54. To undertake and execute any trusts the undertaking of which may seem to the Company desirable and either gratuitously or otherwise for the benefit of employees or former employees.

55. To open current, cash-credit, overdraft or other bank account and operate the same and to draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments and securities.
56. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place a guarantee the placing of shares in the Company's capital or any debentures, debenture-stock or other securities of the Company or in formation or promotion of the Company or the acquisition of property by the Company, or the conduct of its business.
57. To aid peculiarly or otherwise any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
58. To establish, support, join or become a member of either directly or through nominees, any company, association, institution or fund for the promotion of exports or for the promotion of any other objects of national, general, industrial, commercial or particular interest or utility and for this purpose to enter into such commitments, undertakings, indemnities, guarantees, assurances, insurances or arrangements for the sharing or distribution of liabilities, assets or interest as may seem appropriate.
59. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on business which the Company is authorised to carry on.
60. To establish or promote or concur in establishing or promoting any company or companies having similar objects for the purpose of acquiring all or any of the property, rights and liabilities of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other company.
61. To enter into any arrangement with any government or authority supreme, municipal, local or otherwise or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government Authority, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
62. To apply for, promote and obtain any Act, charter, privilege concession, license, authorisation from any Government, State or Municipality, for enabling the Company to carry any of its objects into effect, or for extending any of the powers of the Company or for affecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceeding or applications which may seem calculated, directly or indirectly to prejudice the company's interests.
63. To acquire by concession, grant, purchase, barter, lease, license or otherwise, either absolutely or conditionally and either alone or jointly with others, any moveable or immovable property of any description and any patents, trademarks, concessions, privileges and other rights for the objects and business of the Company and to construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company and to pay for such lands, buildings, works, property or rights or any other property and rights purchased acquired by or for the Company, by shares, debentures, debenture stock, bonds or other securities of the Company or otherwise, and to manage, develop, sell, let on lease or for hire, or otherwise, dispose off or turn to account, the same at such time or times and in such manner and for such consideration as may be deemed or proper or expedient.
64. To make donations to such persons or institutions in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this company, and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or other institutions, objects or for any exhibition or any public general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds and conveniences for the benefit of employees or ex-employees (including Directors) of the Company or its predecessors or the dependents of such persons or other benefit societies and bonuses either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds of or for such persons.
65. To refer to or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned and whether between the Company and the member or members of his or their representatives or between the Company and third parties, to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

66. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super-annuation fund for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company, or who are or were at any time Directors or offices of the Company and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs, or funds calculated to be for the benefit of or to advance the interests and well-being of the Company, and make payments to or towards the insurance of any such person as aforesaid.
67. Subject to the provisions of the Companies Act, 2013, to distribute, among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company in the event of winding up.
68. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging the social and moral responsibilities of the Company to the public or any section of the public as also any activity likely to promote national welfare or social, economic or moral uplift of the public or any section of the public.
69. To train or to pay for training in India or abroad of any of the Company's employees or any other candidates in the interests and for the furtherance of the Company's objects and business.
70. To ensure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from any liability and also to insure and to protect and indemnify any part or portion thereof either on mutual principles or otherwise.
71. To carry out in any part of the world all or any of the Company's objects as principals, agents, factors, trustees, contractors, or otherwise, either alone or in conjunction with any other person, firm, association, corporation, body, Municipality, province, state, or government or colony or dependency thereof.
72. To establish branches or appoint agents in or outside India for or in connection with any of the objects of the Company.
73. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have an maintain and to discontinue such member of offices and agencies therein as may be convenient.
74. To procure the Company, or to recognise in any part of the world and to do all or any of the above things in any part of the world either as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, or otherwise with power to appoint trustees, personnel or corporate, to hold any property on behalf of the Company, and to allow any property to remain outstanding in such trustee or trustees.
75. To apply to promote, and obtain any Act of Parliament, charter, privilege, concession, license or authorisation of any Government, state or municipality professional order or license of any authority for enabling the Company to carry on or put into effect any of its objects or for extending any of the powers of the Company or for any other purpose which may seem expedient and to oppose any proceeding or applications which may seem calculated directly or indirectly or prejudice the interest of the Company.
76. To apply for, purchase or otherwise acquire any patents, brevets, d'invention, licenses, concessions and the like, conferring and exclusive or non-exclusive or limited right to use, any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, and to use, exercise, develop, grant licenses, in respect of, or otherwise turn to account the property, rights and information so acquired.
77. From time to time to subscribe or contribute to any charitable, benevolent or useful object of a public charter (the support of which will, in the opinion of the Company, tend to increase its repute or popularity among its employees, its customers, or the public).
78. To do all or any of the above things in any part of the world, either as principals, agents, trustees, contractors or otherwise and either alone or in conjunctions with others and either by or through agents, sub-contractors, trustees or otherwise.

79. To purchase, charter, hire or otherwise acquire, sell, exchange or let either in India or in any country or otherwise deal with, steam or other ships, vessels or trawlers of any description with all equipment and furnishings and to establish, maintain and operate transport services of water and land in India or between India and other countries of the world for the conveyance of passengers, mails and freight and/or for any other purpose, live-stock, corn and other products, all merchandise and food articles of whatsoever nature or kind between such ports and places in any part of the world as may seem expedient, also to acquire or obtain any postal and/or other subsidy, and generally to establish, maintain and operate lines, or regular services of steamships or other vessels propelled by power or otherwise, on such trades, routes and services as may be allotted to the Company by any Government or authority and to construct, purchase, own, maintain, repair, re-fit, replace, restore, sell or dispose off engines, boilers, machinery, component parts, accessories and fittings required for ships, vessels, or trawlers of any description or kind.
80. To acquire, provide on lease or provide on hire basis all types of plants, equipment, machinery, vehicles, and real estates and any other moveable or immoveable properties for industrial, commercial or other use.
81. To land, clear and forward cargoes and goods and carry on business as Mukadams and Landing and Forwarding Contractors, Forwarding Agents, Warehousemen and bonded warehousemen.
82. To engage services of carriage proprietors, taxi cab, omnibus and other public or private conveyance proprietors, omnibus, carriage and motor car dealers and repairers and dealers in motor accessories of all kinds.
83. To engage services of carriers by sea, river, canal, road, railway, air and otherwise.
84. To purchase, take, give on lease or in exchange, obtain assignments or sub-demises of or otherwise acquire lands and/or buildings of any tenure or description and any estate or interest in and any rights connected with any such lands and/or buildings or any parts or portions thereof and any estate or interest in any rights connected with any such lands and/or buildings.
85. To acquire, lease or lend sophisticated office machineries such as computers, tabulators, equipment addressing machines and other office equipment and leasing or lending such equipment for providing service of these machines to various clients.
86. To own ships, barges, dredgers, tugs, piers and landing stages, to act as ship brokers, ship manager, shipping agents, loading brokers, freight contractors, carriers by land and provide services such as water transport, haulage and general contractors, lightmen, railway and forwarding agents, store keepers, ships store merchants, warehousemen, wharfingers, and import ships and marine equipment of all description and to carry on the business of the Company and other ancillary businesses either as principals or as agents or on commission basis or otherwise.
87. To own, purchase, take in exchange, take on hire purchase, charter or hire or otherwise acquire steam and motor ships, vessels, including container vessels, trawlers, barges, drifters and tugs or any other type of vessel propelled or worked or any other type of vessel propelled or worked or capable of being propelled or worked by steam, electrify, oil gas or other motive power or power producing substances.
88. To purchase, hold, take on lease or exchange, hire or otherwise acquire any building or property and to develop and turn to account any land acquired by the Company and in particular construct buildings, shops, godowns, letting building on lease or building agreement and advancing money to and entering into contracts and arrangements of all kinds with builders and tenants India and/or elsewhere.
89. To maintain, repair, fit out, refit, improve, sell, exchange or let out on hire purchase or charter or otherwise deal with and dispose off any of the ships and vessels or any of the engines, tackles, gears, equipment, furniture and stores of the Company.
90. To engage services of advertising agencies for promoting its business and to engage services of forwarding agents, freight contractors, public carriers and owners of motors, lorries, trucks, vessels, boats, steam launches, planes, taxies, barges and to act as warehousemen, Wharfhousemen and otherwise as carriers by land, air and water.
91. To undertake the custody of warehousing of merchandise, goods and materials and to provide cold storage and other special storage facility.
92. To act as exporters and importers, and deal in varieties of commodities.

93. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what is considered to be the social and moral responsibilities of the Company to the public or any section of the public as also any activity which is considered likely to promote national welfare or social, economic or moral uplift of the public or any section of the public. Without prejudice to the generality of the foregoing, to undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons, to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting or assisting any institutions, funds or as one of its objects, by giving donations, or otherwise, or in any other manner, and in order to implement any of the above mentioned objects or purposes, transfer without consideration or at fair or concessional values and divest ownership of any property of the Company to or in favour of any public, local body or authority or Central or State Government or any public institution or trust.
 94. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the people, in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "programme of rural development" shall also include any programme for promoting the social and economic welfare of, or the uplift of the people in any rural area to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural areas under the Income-tax Act, 1961, or any other law for the time being in force and in order to implement any of the above mentioned objects or purposes transfer without consideration or at fair or concessional value and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Institution or trust.
 95. To appoint third parties to provide consultative and technical services relating to the business of the company or related business or activity, by way of market survey, preparing feasibility and project reports, and to enter into any arrangements of licensing, chartering, brokerage, technical, business or financial collaboration with any other party or concern, for singular or mutual benefit of in-taking or outflowing of know-how, whether existing or newly developed techniques, including rights or special methods and trade secrets.
 96. To act as commission agents, manufacturer's representatives or agents, selling and purchasing agents, distributors, brokers, trustees, attorneys and subject to the provisions of the Companies Act, 2013, managers, and transfer agents for any other company, firm, corporation or person.
 97. To hire all kinds of office equipment and other equipment, appliances and vehicles of all types and descriptions in relation to the Company's business.
- C. Part C of the Object Clause (Clause III) titled as "**OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE**" of the Memorandum of Association comprising of existing sub clauses 1 to 13 be deleted.

FURTHER RESOLVED THAT, the approval of the members of the Company be and is hereby accorded for commencing and carrying out new business and activities as included in the Object Clause of the Company as altered above at such time or times as the Board may in its absolute discretion deems fit.

FURTHER RESOLVED THAT any one of the Directors or Company Secretary of the Company be and are hereby authorized individually/severally to do all such acts, deeds, matters and things as may be considered necessary, appropriate, expedient or desirable to give effect to this Resolution."

6. Alteration in the Liability Clause of the Memorandum of Association of the Company

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

"RESOLVED FURTHER THAT pursuant to provisions of Section 4, Section 13 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder, the approval of the members be and is hereby accorded to alter the existing Clause IV of the Memorandum of Association ("MOA") by replacing and substituting the same with the following new clause:

Clause IV. "The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them".

7. Adoption of new Articles of Association of the Company containing clauses in conformity with the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Sections 5, 14 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the approval of the Members be and is hereby granted for the deletion of all the Articles of the existing Articles of Association of the Company and substitute the same with the new set of Articles of Association and the said new set of Articles of Association be and are hereby adopted as the Articles of Association of the Company in substitution for and to exclusion of all existing Articles thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such 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: 26th May, 2020

Registered Office:

**5th Floor, DGP House, 88 C, Old
Prabhadevi Road, Mumbai-400025**

CIN: L25200MH1968PLC013914

NOTES:

- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company.

Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities.

In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company’s Registrars and Transfer Agents, Link Intime India Private Limited (Link Intime) for assistance in this regard.
- To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Link Intime in case the shares are held by them in physical form.

NOTICE

6. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Link Intime in case the shares are held by them in physical form.
7. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them.

Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Link Intime in case the shares are held in physical form.

8. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 3rd August, 2020 through email on investor-help@vipbags.com. The same will be replied by the Company suitably.
11. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

During the financial year 2019-20, the Company has transferred to the IEPF, the following unclaimed dividends and corresponding shares thereto:

Particulars	Amount of Dividend	No. of shares
Final Dividend for the Financial Year 2011-12	Rs. 28,30,653/-	62,481

12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.vipindustries.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. At the 49th AGM held on 28th July, 2016 the Members approved appointment of Price Waterhouse Chartered Accountants LLP, Chartered Accountants, (Firm Registration No. 012754N/N500016) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 54th AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. In view of the same at 51st AGM of the Company, members of the Company have partially modified the previous resolution passed at the 49th AGM for the appointment of Statutory Auditors and approved their appointment till the balance tenure of their appointment i.e. upto 54th AGM of the Company without seeking ratification of their appointment. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 53rd AGM.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

16. Instructions for e-voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Sunday, 2nd August, 2020 at 9:00 a.m. and ends on Tuesday, 4th August, 2020 at 5:00 p.m.

During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, the 29th July, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- iii. The Board of Directors has appointed Ms. Ragini Chokshi (Membership No. 2390) of M/s. Ragini Chokshi & Co., Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vi. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- vii. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

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 “Shareholders” 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.	B) For Members who hold shares in demat account with CDSL.
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. Your password details 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 from evoting@nsdl.com. 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 mentioned below in this notice.
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.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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.co.in 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.

Details on Step 2 are mentioned below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company, which is 113124.
4. Now you are ready for e-voting as the Voting page opens
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 mail@csruginichokshi.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 relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

In case of any grievances connected with facility for e-voting, please contact

Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in/pallavid@nsdl.co.in, Tel: 91 22 2499 4545/ 1800-222-990

Process for registration of email id for obtaining Annual Report and user id/password for e-voting:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, Link Intime at helpdesk@linkintime.co.in providing 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) for registering email address. Following additional details need to be provided in case of updating Bank Account Details:
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
2. The Shareholders can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/ 022-24994360.
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at legal-sec@vipbags.com from 29th July, 2020 (9:00 a.m. IST) to 31st July, 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

NOTICE

5. Members are encouraged to join the Meeting through Laptops for better experience.
6. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.vipindustries.co.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By Order of the Board of Directors

Anand Daga
Company Secretary & Head - Legal

Place: Mumbai

Date: 26th May, 2020

Registered Office:

5th Floor, DGP House, 88-C, Old Prabhadevi Road, Mumbai- 400025

CIN: L25200MH1968PLC013914

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. 4, 5 and 6 in the accompanying Notice:

ITEM NO. 4

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 26th May, 2020 had re-appointed Mr. Amit Jatia (DIN 00016871) as Non-Executive Independent Director of the Company for second term of five (5) years on the Board of the Company w.e.f 24th July, 2020 to 23rd July, 2025, subject to member's approval.

Mr. Amit Jatia has over 26 years of experience in the QSR industry. As Vice-Chairman of Westlife Development Ltd., he has been responsible for providing strategic leadership to the company on all aspects from operations to product development to brand building of McDonald's restaurants in western and southern India.

He is the interface between internal operations and external stakeholders. Mr. Amit Jatia has been vital in providing financial leadership and aligning business and finance strategy to grow the business of Westlife Development Limited. He has been recognised for his achievements with the 'Young Achievers Award', bestowed by the Indo-American Society in 2003, Business World's 'Most Respected Company' award for the Food Sector in 2005, for the third consecutive year, as well as Images 'Retailer of the Year' award in 2004 and 2005. He holds a B.Sc in Business Administration (Finance) from the University of Southern California.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Amit Jatia for the office of Director of the Company. The Company has also received a declaration from Mr. Amit Jatia that he meets the criteria for Independent Director as provided under section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

In the opinion of the Board, Mr. Amit Jatia fulfils the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations, as amended from time to time. Details of Mr. Amit Jatia, is provided in the "Annexure 1" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Amit Jatia is re-appointed as Non-Executive Independent Director. Copy of the draft letter for appointment of Mr. Amit Jatia as Non-Executive Independent Director setting out the terms and conditions is available for inspection by the members.

The resolution seeks the approval of members for the re-appointment of Mr. Amit Jatia as an Independent Director of the Company, not be liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company w.e.f. 24th July, 2020 to 23rd July, 2025.

Save and except, Mr. Amit Jatia and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board recommends passing of Special Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 5 & 6

The Company is presently engaged in the business of manufacturing, selling, distributing or dealing in all types of luggage and travel accessories. The Company commenced its commercial operations by introducing VIP Suitcase in the year 1971 and has over the years successfully introduced hard luggages and soft luggages along with the travel Accessories in the domestic and international markets. The rapid strides made by the Company in the last decade has been driven by the product and market strategies combined with innovative methods. The Company wants to expand its footprints in various spheres in addition to existing luggage business and the Company is exploring various options / avenues available to the Company that can give significant contribution in overall performance of the Company.

NOTICE

The Company has adequate resources for undertaking new business activities in addition to its existing luggage business, it is in the interest of the Company and its Shareholders that the activities of the Company be diversified. The alteration of the main objects clause of the MoA as set out in the resolution is to facilitate enlarging the Company's scope of operations, in addition to its existing luggage business. The proposed amendment will enable the Company to carry on its business efficiently and under the existing circumstances conveniently and advantageously combined with the present activities of the Company.

Amendments to Clause III (a) of the Memorandum of Association, the Main Objects Clause of the Company are proposed to be made to enable the Board of Directors to consider from time to time proposals for diversification and expansion of the Company's business which would be profitable for the Company. Clause III as it presently stands, is restricted in its scope. The proposed amendment(s) to Clause III (a) are in line with the Company's competencies and business and to enable future expansion plans.

Further, the provisions of the Companies Act, 2013 require for stating of the Object Clause of Memorandum of Association (MOA) in a manner as prescribed in Table A of Schedule I in the said Act. In terms of Section 4(1)(c) of the Companies Act, 2013, the MOA of a Company shall state the objects for which the Company is proposed to be incorporated and any matter considered necessary in furtherance of the main object thereof only. As such, the requirements of separately indicating the "Main Objects", "Incidental or Ancillary Objects" and "Other Objects" under the erstwhile Companies Act, 1956 have now been repealed.

Therefore, the Memorandum of Association of the Company is also required to be re-aligned as per the provisions of the new Act. Accordingly, the existing Clause III A, Clause III B and Clause III C of the Memorandum of Association of the Company are proposed to be replaced by substituting and inserting Clause III (a) and Clause III (b) with new numbering of the clauses as per the Memorandum of Association as submitted before the meeting.

Accordingly, taking into consideration the above-mentioned facts, the Objects Clause of the MOA of the Company are proposed to be amended as under:

1. Part A of Clause III of the Object Clause of the existing Memorandum of Association which is currently titled as "THE MAIN OBJECTS OF THE COMPANY (TO BE PURSUED BY THE COMPANY) ON ITS INCORPORATION" shall be altered by replacing and substituting the same with the new Clause III (a) with the new heading titled as "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION".
2. Section (i) and (ii) of Part B of Clause III of the Object Clause of the existing Memorandum of Association which are currently titled as "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE" and "THE FURTHER OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE" shall be altered by replacing and substituting the same with the new Clause III (b) with the new heading titled as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (a) and existing clauses of Clause III (B) (i) and (ii) are replaced by substituting with new clauses 1 to 97.
3. Part C of the Object Clause (Clause III) titled as 'OTHER OBJECTS NOT INCLUDED IN (A) and (B) ABOVE' of the Memorandum of Association comprising of existing clauses 1 to 13 is proposed to be deleted in line with the applicable provisions of the Companies Act, 2013.
4. Further, in order to comply with the provisions of Section(s) 4(1)(d)(i), 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company proposes to alter the Liability Clause of MOA i.e. Clause IV.

The MOA of the Company, proposed to be altered/ amended as stated above, is being uploaded on the Company's website for perusal by the members of the Company. A copy of the existing and proposed MOA would be available for inspection by the members on the website of the Company.

The proposed alteration/amendment to MOA requires the approval of the Shareholders by means of Special Resolution(s) pursuant to the provisions of the Companies Act, 2013 and relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and accordingly, the approval of the members of the Company is being sought through voting through electronic means.

The Board of Directors in its Meeting held on 26th May, 2020 has accorded its approval for alteration/amendment to MOA as aforesaid.

None of the Directors of the Company or their relatives or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Special Resolution(s) as set out in this Notice.

The Board of Directors of your Company therefore commends the Special Resolution(s) as set out at Item No. 5 & 6 of this Notice.

ITEM NO. 7

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company need to be re-aligned as per the provisions of the new Act.

The Board of Directors at its meeting held on 26th May, 2020 decided to incorporate/ substitute/ alter certain provisions as per the Companies Act, 2013. As this would result in a number of changes in the existing Articles of Association of the Company, it was desirable to adopt a new set of Articles of Association from [Articles No. 1 to 120] in place of and in exclusion to the existing Articles of Association [Articles No.1 to 211] of the Company. The new Articles of Association to be substituted in place of the existing Articles of Association.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The proposed new draft Articles of Association is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 7 of the Notice.

The Board recommends the resolution as set out at Item No. 7 of the Notice for approval by the shareholders.

NOTICE

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Name of the Director	Mr. Dilip G. Piramal	Mr. Amit Jatia
Date of Birth	02/11/1949	11/02/1967
Date of First Appointment	04/06/1979	24/07/2015
Expertise in specific functional areas	Corporate Management	General Management
Qualifications	Bachelor of Commerce	B.Sc in Business Administration (Finance) from the University of Southern California, USA
Key terms and conditions of appointment / reappointment	As per the terms of appointment	As per letter of appointment
The number of Meetings of the Board attended during the FY 2019-20	4 out of 4	3 out of 4
Number of Equity Shares held in the Company	3,50,616 Equity Shares	NIL
Directorship held in other companies	<ul style="list-style-type: none"> a) Alkyl Amines Chemicals Ltd. b) KEC International Ltd. c) DGP Securities Ltd. d) Kiddy Plast Ltd. e) Alcon Finance and Investments Limited f) DGP Capital Management Ltd. g) Gazelle Travels Pvt. Ltd. h) DGP Enterprises Pvt. Ltd. i) Association for Development of Luggage and Accessories j) Association for Development of Handbags and Small Bags Industry 	<ul style="list-style-type: none"> a) Saubhagya Impex Pvt. Ltd b) Anand Veena Twisters Pvt. Ltd c) Subh Ashish Exim Pvt. Ltd d) Horizon Impex Pvt. Ltd e) Achal Exim Pvt. Ltd f) Akshay Ayush Impex Pvt. Ltd g) Acacia Impex Pvt. Ltd h) Vandeeep Trade Links Pvt. Ltd i) Hardcastle Petrofer Pvt. Ltd j) Inox Leisure Limited k) Westlife Development Ltd l) Ronald Mcdonalds House Charities Foundation India
Remuneration sought to be paid	Sitting Fees and Commission, if any.	Sitting Fees and Commission, if any.
Remuneration last drawn	0.43 Crores	0.05 Crores
Membership / Chairmanship of Committees of other public companies	-	<ul style="list-style-type: none"> a) INOX Leisure Limited <ul style="list-style-type: none"> • Audit Committee - Member b) Westlife Development Limited <ul style="list-style-type: none"> • Audit Committee - Member • Stakeholders Relationship Committee – Member
Relationships with other Directors / Managers / KMP's	Father of Ms. Radhika Piramal (Executive Vice Chairperson of the Company)	None

By Order of the Board of Directors

Place: Mumbai
Dated: 26th May, 2020

Registered Office:
5th Floor, DGP House, 88-C,
Old Prabhadevi Road, Mumbai- 400025
CIN: L25200MH1968PLC013914

Anand Daga
Company Secretary & Head- Legal