

## NOTICE

**NOTICE** is hereby given that the 70<sup>th</sup> Annual General Meeting of the Members of Piramal Enterprises Limited will be held on Tuesday, August 1, 2017 at 3.00 p.m. at Y. B. Chavan Centre, General Jagannath Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai- 400 021 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) for the financial year ended on March 31, 2017 and the Reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Vijay Shah (holding Director Identification Number 00021276), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Meeting for 5 (five) consecutive years till the conclusion of the 75<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2022 and in this regard, to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/W-100018), be and are hereby appointed as the Statutory Auditors of the Company, for a term of five years from the conclusion of this Annual General Meeting till the conclusion of the 75<sup>th</sup> Annual General Meeting to be held in the calendar year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company or its duly empowered Committee.”

### SPECIAL BUSINESS

5. **Appointment of Mr. Anand Piramal as a Non- Executive Director**  
To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anand Piramal (holding Director Identification Number 00286085), who was appointed by the Board of Directors as an Additional Director (Non-Executive, Non- Independent) of the Company with effect from May 12, 2017 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of

the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member alongwith the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be appointed as a Director of the Company, liable to retire by rotation.”

6. **Re-appointment of Mr. Ajay G. Piramal as Chairman**

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

“RESOLVED THAT subject to and in accordance with the provisions of Sections 196, 197 and Schedule V read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the members be and is hereby accorded to the re-appointment of Mr. Ajay G. Piramal (holding Director Identification Number 00028116) as Whole-time Director designated as Chairman of the Company, not liable to retire by rotation, with effect from April 1, 2017, for a period of 5 years, upon the terms and conditions including payment of remuneration, perquisites and benefits as are set out in the draft of the Agreement to be entered into between the Company and Mr. Ajay G. Piramal and main terms of which are set out hereunder which have been approved and recommended by the Nomination & Remuneration Committee and the Board, which Draft Agreement is hereby approved, with liberty and power to the Board of Directors ('the Board' which term shall include its duly empowered Committee constituted / to be constituted by it to exercise its powers including the powers conferred by this resolution) to grant annual increments and to alter and vary from time to time the terms and conditions of Mr. Piramal's appointment, including the amount and type of perquisites, allowances and benefits to be provided to Mr. Piramal, subject to the applicable provisions of the Act, including Schedule V thereof:

- a) **Basic Salary** : ₹ 4,65,68,952 per annum (i.e. ₹ 38,80,746 per month);
- b) **Perquisites and Allowances**: Mr. Piramal will be entitled to perquisites, benefits and allowances like furnished residential accommodation (or house rent allowance in lieu thereof), special allowance, reimbursement of expenses in respect of gas, electricity and water, reimbursement of telephone expenses, furnishing and repairs, medical reimbursement for self and family, Leave Travel Allowance, personal accident insurance, leave and encashment of leave, contributions to provident fund and superannuation or annuity fund, gratuity and/or contribution to gratuity fund, chauffeur driven Company maintained / leased cars (or allowances

in lieu thereof) and such other payments in the nature of perquisites, benefits and allowances as per Company policy in force from time to time or as may otherwise be decided by the Board;

In arriving at the value of perquisites, in so far as there exists a provision for valuation of such perquisites under the Income Tax Rules, the value shall be determined on the basis of the Income Tax Rules in force from time to time;

PROVIDED HOWEVER THAT the Total Fixed Pay (as defined hereinbelow) for FY 2018 shall not exceed ₹ 8,62,48,800 per annum, with authority to the Board to grant such annual increments and/or revisions in the Total Fixed Pay and/or in the components thereof from time to time during the tenure of his appointment, subject to the applicable provisions of Schedule V of the Act, as may be amended from time to time PROVIDED THAT such annual increments and/or revisions shall not exceed 20% p.a. of Mr. Piramal's last drawn Total Fixed Pay;

PROVIDED FURTHER THAT the limits referred to herein shall not apply to those components of his perquisites which, as per Company Policy in force from time to time are reimbursable at actuals;

**Total Fixed Pay:** For the purpose of this resolution, the term 'Total Fixed Pay' shall mean the aggregate of and shall include all fixed components (including basic salary) of Mr. Piramal's remuneration, all allowances and the value of all perquisites as per Company Policy in force from time to time, excluding Performance Linked Incentive;

- c) **Performance Linked Incentive:** In addition to Total Fixed Pay, Mr. Piramal shall also be entitled to Performance Linked Incentive of such amount as may be determined by the Board for each financial year of the Company or part thereof, subject to the applicable provisions of Schedule V of the Act, taking into consideration various criteria, including the performance of Mr. Piramal and the performance of the Company. PROVIDED THAT the total Performance Linked Incentive shall not exceed 50% p.a. of the last drawn Total Fixed Pay;

RESOLVED FURTHER THAT if in any financial year the Company has no profits or its profits are inadequate, Mr. Piramal shall be entitled to receive the aforesaid remuneration, perquisites, performance linked incentive and benefits on the same terms as set out above, subject to compliance with the applicable provisions of Schedule V of the Act, if and to the extent necessary, with the approval of the Central Government."

#### 7. Re-appointment of Ms. Nandini Piramal as Executive Director

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

"RESOLVED THAT subject to and in accordance with the provisions of Sections 196, 197 and Schedule V read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), (including any statutory modifications or re-enactment thereof for the time being in force), approval of the members be and is hereby accorded to the appointment of Ms. Nandini Piramal (holding Director Identification Number 00286092) as Whole – time Director designated as 'Executive Director' of the Company, liable to retire by rotation, for a further period of 5 years, with effect from April 1, 2017 upon the terms and conditions including payment of remuneration, perquisites and benefits as set out in the draft of the Agreement to be entered into between the Company and Ms. Nandini Piramal and main terms of which are set out hereunder, which have been approved and recommended by the Nomination & Remuneration Committee and the Board, which Draft Agreement is hereby approved, with liberty and power to the Board of Directors ('the Board' which term shall include its duly empowered Committee constituted / to be constituted by it to exercise its powers including the powers conferred by this resolution) to re-designate her and/or reallocate her duties and responsibilities and to grant annual increments and to alter and vary from time to time the terms and conditions of Ms. Piramal's appointment, including the amount and type of perquisites, allowances and benefits to be provided to Ms. Piramal, subject to the applicable provisions of the Act, including Schedule V thereof:

- a) **Basic Salary:** ₹ 1,14,99,804 per annum (i.e. ₹ 9,58,317 per month);
- b) **Perquisites and Allowances:** Ms. Piramal will also be entitled to perquisites, benefits and allowances like furnished residential accommodation (or house rent allowance in lieu thereof), special allowance, reimbursement of expenses in respect of gas, electricity and water, reimbursement of telephone expenses, furnishing and repairs, medical reimbursement for self and family, Leave Travel Allowance, personal accident insurance, leave and encashment of leave, contributions to provident fund and superannuation or annuity fund, gratuity and/or contribution to gratuity fund, chauffeur driven Company maintained / leased cars (or allowances in lieu thereof) and such other payments in the nature of perquisites, benefits and allowances as per Company policy in force from time to time or as may otherwise be decided by the Board;

## NOTICE

In arriving at the value of perquisites, in so far as there exists a provision for valuation of such perquisites under the Income Tax Rules, the value shall be determined on the basis of the Income Tax Rules in force from time to time;

PROVIDED HOWEVER THAT the Total the Fixed Pay (as defined hereinbelow) for FY 2018 shall not exceed ₹ 2,87,49,600 per annum, with authority to the Board to grant such annual increments and/or revisions in the Total Fixed Pay and/or in the components thereof from time to time during the tenure of her appointment, subject to the applicable provisions of Schedule V of the Act, as may be amended from time to time PROVIDED THAT such annual increments and/or revisions shall not exceed 20% p.a. of Ms. Piramal's last drawn Total Fixed Pay;

PROVIDED FURTHER THAT the limits referred to herein shall not apply to those components of her perquisites which, as per Company Policy in force from time to time are reimbursable at actuals;

**Total Fixed Pay:** For the purpose of this resolution, the term 'Total Fixed Pay' shall mean the aggregate of and shall include all fixed components (including basic salary) of Ms. Piramal's remuneration, all allowances and the value of all perquisites as per Company Policy in force from time to time, excluding Performance Linked Incentive;

- c) **Performance Linked Incentive:** In addition to Total Fixed Pay, Ms. Piramal shall also be entitled to Performance Linked Incentive of such amount as may be determined by the Board for each financial year of the Company or part thereof, subject to the applicable provisions of Schedule V of the Act, taking into consideration various criteria, including the performance of Ms. Piramal and the performance of the Company. PROVIDED THAT the total Performance Linked Incentive shall not exceed 50% p.a. of the last drawn Total Fixed Pay;

RESOLVED FURTHER THAT if in any financial year the Company has no profits or its profits are inadequate, Ms. Piramal shall be entitled to receive the aforesaid remuneration, perquisites, performance linked incentive and benefits on the same terms as set out above, subject to compliance with the applicable provisions of Schedule V of the Act, if and to the extent necessary, with the approval of the Central Government."

8. **Issue of Non-Convertible Debentures on Private Placement Basis**  
To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and subject to the provisions of the Articles of Association of the Company and subject to compliance with such other provisions of law as may be applicable, approval of the members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include its duly empowered Committee(s) constituted/to be constituted by it for this purpose), to offer or invite subscriptions for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches, on private placement, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company, including as to when the said Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected therewith or incidental thereto PROVIDED THAT the total amount that may be so raised in the aggregate, by such offer or invitation for subscriptions of the said Debentures, and outstanding at any point of time, shall be within the overall borrowing limit as approved by the shareholders under Section 180(1)(c) of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient for or in connection with this resolution and to settle any question or difficulty that may arise in this regard in the best interest of the Company."

9. **Ratification of remuneration payable to Cost Auditors**  
To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to M/s. G.R. Kulkarni & Associates, Cost Accountants, Mumbai (Registration No. 00168), the Cost Auditors appointed by the Board of Directors of the Company ('the Board', which term shall include its duly empowered Committee(s) constituted/to be constituted by it for this purpose), to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018 amounting to ₹ 6,00,000/- (Rupees Six Lakhs) plus taxes as applicable and reimbursement of actual travel and out-of-pocket expenses be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient for or in connection with this resolution and to settle any question or difficulty that may arise in this regard in the best interest of the Company."

**10. Fees for delivery of any document through a particular mode of delivery to a member**

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

“RESOLVED THAT pursuant to the provisions of Section 20(2) and all other applicable provisions of the Companies Act, 2013 read with the applicable Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), authority be and is hereby given to the Board of Directors of the Company (the ‘Board’ which term shall include its duly empowered Committee(s) constituted / to be constituted by it to exercise its powers including the powers conferred by this resolution) to determine the fee to be charged from a member in order to enable recovery of expenses incurred by the Company towards complying with requests for delivery of any documents through a particular mode.”

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting (‘the Meeting’) is entitled to appoint a proxy to attend and to vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

**A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy. However, such person shall not act as a proxy for any other person or shareholder.**

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Relevant documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m., upto the date of the Meeting.

6. The Company has already notified closure of Register of Members and Transfer Books from Tuesday, July 25, 2017 to Tuesday, August 1, 2017 (both days inclusive) for determining the names of members eligible for dividend on equity shares.
7. Dividend on equity shares when declared at the Meeting, will be paid during the period from August 2, 2017 to August 5, 2017.
8. Route map giving directions to reach the venue of the 70<sup>th</sup> AGM is given at the end of the Notice.
9. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.
10. In terms of the applicable provisions of the Companies Act, 1956/ Companies Act, 2013, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund. Those members who have so far not encashed their dividend warrants for the below mentioned dividends, may claim or approach the Company for the payment thereof before due date of transfer as the same will be transferred to the Investor Education and Protection Fund of the Central Government on the respective dates mentioned below. Intimation in this regard is being sent to the concerned shareholders periodically. Kindly note that after such dates, no claim shall lie against the Company in any respect thereof.

Financial Year ended	Due date of transfer
31.03.2010	09.08.2017
31.03.2011	09.09.2018
31.03.2012	19.08.2019
31.03.2013	25.08.2020
31.03.2014	25.08.2021
31.03.2015	06.09.2022
31.03.2016 (Interim Dividend)	09.04.2023

11. Pursuant to Section 205C of the Companies Act, 1956 all unclaimed dividends for the financial years ended March 31, 1996 to March 31, 2009 have been transferred to the Investor Education and Protection Fund.
12. Pursuant to Section 205A of the Companies Act, 1956 all unclaimed dividends upto the financial year ended March 31, 1995 have been transferred to the General Revenue Account of the Central Government. Shareholders who have not encashed the dividend warrants for the said period(s) are requested to claim the same from the Central Government in the prescribed form.
13. Section 72 of the Companies Act, 2013 provides for Nomination by the shareholders of the Company in the prescribed Form No. SH-13. If a member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14.

## NOTICE

Both these forms are available on the website of the Company <http://www.piramal.com/investors/forms> under the section, 'Shareholder Services'. Shareholders are requested to avail this facility.

14. Over the years, as a result of allotment of shares arising out of earlier mergers, it is possible that multiple folios have been created. In the event of there being multiple folios on account of the above reason or otherwise, we request you to consolidate multiple folios existing in the same names and in identical order. In case you decide to consolidate your folios, you are requested to forward your share certificates to the Company's Share Transfer Agent.

15. Members are requested to note that in case of transfers, transmission and transposition of names of shareholders in respect of shares held in physical form, submission of photocopy of PAN Card of both the transferor(s) and the transferee(s) is mandatory.

In case of deletion of name of deceased shareholder(s), in respect of shares held in physical form, the PAN Card of the surviving shareholder(s) is mandatory.

16. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

**17. Voting through electronic means**

- I. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 70th Annual General Meeting ('AGM') by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by National Securities Depository Limited (NSDL).

- II. The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
- (i) Open email and open PDF file viz.; 'Piramal Enterprises

Ltd e-voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file 'Piramal Enterprises Ltd e-voting.pdf'.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- (iii) Click on Shareholder – Login
- (iv) If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In case you are holding shares in demat mode, User-ID is the combination of (DP ID + Client ID).

In case you are holding shares in physical mode, User-ID is the combination of (Even No. + Folio No.).

- (v) If you are logging in for the first time, please enter the user ID and password provided in the pdf file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential. If you forget your password, you can reset your password using 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select 'EVEN' (E-voting Event Number) of 'Piramal Enterprises Ltd'.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.



- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [navnitlb@nlba.in](mailto:navnitlb@nlba.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided in the below mentioned format at the bottom of the Attendance Slip for the AGM:
- | EVEN (E-voting Event Number) | USER ID                                                                         | PASSWORD/PIN |
|------------------------------|---------------------------------------------------------------------------------|--------------|
| (ii)                         | Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote. |              |
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

Please note that:

- The voting period begins on July 29, 2017, at 10.00 a.m. and ends on July 31, 2017, at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which is July 25, 2017, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by NSDL for voting after 5.00 p.m. on July 31, 2017.
- Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. July 25, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [piramal.irc@linkintime.co.in](mailto:piramal.irc@linkintime.co.in).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- Mr. N.L. Bhatia, Practising Company Secretary (Membership No. FCS 1176) has been appointed as the Scrutinizer to scrutinize the e-voting process and voting through ballot paper at the AGM in a fair and transparent manner.
- The members would be able to cast their votes at the Meeting through ballot paper if they have not availed the remote e-voting facility. If the vote is cast through remote e-voting facility then the members cannot exercise their voting rights at the Meeting. However, the members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- The Scrutinizer shall within 48 hours of the conclusion of the AGM, submit a consolidated Scrutinizer's report of the votes cast in favour or against, to the Chairman of the AGM ('Chairman') or to any Director or any person authorized by the Chairman for this purpose, who shall countersign the same.
- The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.piramal.com](http://www.piramal.com) and on the website of NSDL and communicated to the Stock Exchanges.

**Registered Office:**

Piramal Tower,  
Ganpatrao Kadam Marg,  
Lower Parel,  
Mumbai - 400 013.

Dated: May 12, 2017

**By Order of the Board**

**Leonard D'Souza**

**Company Secretary**

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013  
ITEM NO. 4**

**Appointment of Statutory Auditors**

In terms of Section 139(2) of the Companies Act, 2013, the existing Auditors, M/s Price Waterhouse hold office until the conclusion of the 70<sup>th</sup> Annual General Meeting of the Company ('AGM'). New Auditors are therefore required to be appointed in place of the existing auditors of the Company. The new Auditors shall hold office for a period of 5 years i.e. until the conclusion of the 75<sup>th</sup> Annual General Meeting of the

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Company, to be held in calendar year 2022, subject to ratification by the members of the Company at every AGM.

It is proposed to appoint M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) issued by the Institute of Chartered Accountants of India, as the new Statutory Auditors of the Company for a period of 5 consecutive years commencing from the conclusion of the ensuing AGM, subject to ratification by the members at every Annual General Meeting during their tenure.

The Audit & Risk Management Committee and the Board of Directors have considered the qualifications and experience of the proposed auditors and have recommended their appointment.

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

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

### ITEM NO. 5

#### **Appointment of Mr. Anand Piramal as a Non-Executive Director**

Mr. Anand Piramal (holding Director Identification Number 00286085), on the recommendation of the Nomination & Remuneration Committee, was appointed by the Board as an Additional Director (Non – Executive) of the Company with effect from May 12, 2017. He holds office upto the date of this Annual General Meeting and is eligible to be appointed as Director.

Mr. Anand Piramal is 32 years of age. He graduated in Economics from University of Pennsylvania. He also earned an MBA from Harvard Business School. He is associated with Piramal Realty Ltd., the real estate arm of the Ajay Piramal Group. Further details relating to Mr. Anand Piramal including his qualifications, other Directorships, membership of Committees of other Boards are given in the Report on Corporate Governance forming part of the Annual Report.

The Company has received notice in writing from a member, along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature.

Except for Mr. Anand Piramal, Mr. Ajay G. Piramal, Dr. (Mrs.) Swati A. Piramal, Ms. Nandini Piramal, Directors of Company who are related to each other, and their relatives, none of the Directors / Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

### ITEM NO. 6

#### **Re-appointment of Mr. Ajay G. Piramal as Chairman**

Members will recall that by a Special Resolution passed on July 19, 2012, members had approved the appointment of Mr. Ajay G. Piramal (holding Director Identification Number 00028116) as Chairman, for a period of 5 years, w.e.f. April 1, 2012 i.e. upto March 31, 2017.

The Board of Directors of the Company after taking into consideration relevant performance factors, including the various strategies successfully executed by the Company during the last 5 years under Mr. Piramal's stellar leadership, which has added value to the Company, its shareholders and its employees, his leadership skills, the performance of businesses across Healthcare, Financial Services and Information Management Sectors and the Company growing into a diversified conglomerate, the various strategic growth initiatives contemplated and being pursued, achievement of growth and performance targets given the attendant challenges and the responsibilities in this regard and other performance factors and also considering the prevalent trend in the industry and other criteria, decided to continue the appointment of Mr. Piramal as 'Chairman', not liable to retire by rotation, for a further period of 5 years, with effect from April 1, 2017 and approved the terms and conditions including payment of remuneration as recommended by the Nomination & Remuneration Committee, subject to the requisite approval of shareholders.

The terms of remuneration of Mr. Ajay Piramal are in accordance with the Remuneration Policy of the Company.

Mr. Piramal did his B. Sc (Hons.) from Bombay University. He completed his Masters in Management Studies from Jamnalal Bajaj Institute of Management Studies and also did an Advanced Management Programme from Harvard Business School. Further details relating to Mr. Piramal including his age, qualifications, other Directorships, membership of Committees of other Boards are given in the Report on Corporate Governance forming part of the Annual Report.

The terms and conditions, including remuneration payable to Mr. Piramal, are contained in the Draft Agreement ('Agreement') proposed to be entered into by the Company with Mr. Piramal, main terms of which are set out in the resolution at Item No. 6 of the accompanying Notice.

Except for Mr. Ajay G. Piramal, Dr. (Mrs.) Swati A. Piramal, Ms. Nandini Piramal, Mr. Anand Piramal, Directors of Company who are related to each other, and their relatives, none of the Directors / Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution as set out at Item No. 6 of the Notice for approval by the shareholders.

#### **ITEM NO. 7**

##### **Re-appointment of Ms. Nandini Piramal as Executive Director**

Members will recall that by a Special Resolution passed at the 65th Annual General Meeting on July 19, 2012, members had approved the appointment of Ms. Nandini Piramal (holding Director Identification Number 00286092) as Executive Director, for a period of 5 years, w.e.f. April 1, 2012 i.e. upto March 31, 2017.

The Board of Directors of the Company, after taking into consideration several performance factors, including the performance of Ms. Piramal during her existing tenure, additional responsibilities and growth and performance targets for the functions under her responsibility and also considering the prevalent trend in the industry, decided to continue the appointment of Ms. Piramal as Executive Director, liable to retire by rotation, for a further period of 5 years, with effect from April 1, 2017 and approved the terms and conditions including payment of remuneration as recommended by the Nomination & Remuneration Committee, subject to the requisite approval of shareholders.

The terms of remuneration of Ms. Nandini Piramal are in accordance with the Remuneration Policy of the Company.

Ms. Piramal graduated in BA (Hons.) from Hertford College, Oxford University and is an MBA of the Stanford Graduate School of Business. Her outstanding academic performance in the MBA Programme was acknowledged by the Stanford Graduate School of Business. Further details relating to Ms. Piramal including her age, qualifications, other Directorships, membership of Committees of other Boards are given in the Report on Corporate Governance forming part of the Annual Report.

The terms and conditions, including remuneration payable to Ms. Piramal are contained in the Draft Agreement ('Agreement') proposed to be entered into by the Company with Ms. Piramal, main terms of which are set out in the resolution at Item No.7 of the accompanying Notice.

Except for Ms. Nandini Piramal, Mr. Ajay G. Piramal, Dr. (Mrs.) Swati A. Piramal, Mr. Anand Piramal, Directors of Company who are related to each other, and their relatives, none of the Directors / Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise, in this resolution.

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

#### **ITEM NO. 8**

##### **Issue of Non-Convertible Debentures on Private Placement Basis**

In terms of Sections 42 and 71 of the Companies Act, 2013 ('the Act') read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, in case an offer of or invitation to subscribe to Non-Convertible Debentures is made by the Company on a private placement basis, the Company is required to seek the prior approval of its shareholders by means of a Special Resolution on an annual basis for all the offers or invitations for such debentures during the year.

For the purpose of availing financial assistance (including borrowings) for its business or operations, the Company may offer or invite subscription to secured / unsecured redeemable non-convertible debentures on private placement basis (within the meaning of the Section 42 of the Act) in one or more series / tranches. Hence, the Board of Directors ('Board') seeks your approval to offer or invite subscription to NCDs, within the overall borrowing limits under Section 180(1)(c) of the Act, as may be required by the Company, from time to time, for a year.

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

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

#### **ITEM NO. 9**

##### **Ratification of remuneration payable to Cost Auditors**

The Board of Directors, on the recommendations of the Audit & Risk Management Committee, has approved the appointment of M/s. G. R. Kulkarni & Associates, Cost Accountants, as Cost Auditors for conducting cost audit of the relevant cost records of the Company for the financial year ending March 31, 2018, at a remuneration of ₹ 6,00,000/- (Rupees Six Lakhs) plus tax as applicable and reimbursement of actual travel and out-of-pocket expenses.

In accordance with Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration so payable to the Cost Auditors is required to be ratified by the shareholders of the Company.

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

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the shareholders.



## NOTICE

### ITEM NO. 10

#### **Fees for delivery of any document through a particular mode of delivery to a member**

Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 inter-alia provides the mode of service of documents to the members of the Company. Further, proviso to Section 20(2) states that where a member requests for delivery of any document through a particular mode, he shall pay such fees as may be determined by the company in its Annual General Meeting ('AGM').

Accordingly, approval of shareholders is sought, to authorise the Board of Directors to determine the fee, to be charged from a member who requests delivery of any documents only through a particular mode. Such fee shall be limited only to the extent of costs incurred by the Company for dispatching such documents through the mode that may be requested by the shareholder, as permitted by law.

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

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the shareholders.

#### **Registered Office:**

Piramal Tower,  
Ganpatrao Kadam Marg,  
Lower Parel,  
Mumbai - 400 013.  
Dated: May 12, 2017

#### **By Order of the Board**

**Leonard D'Souza**  
**Company Secretary**