



VIPUL DYE CHEM LTD.

Infinite possibilities ●●●

ISO : 9001:2008 CERTIFIED COMPANY





Board of Directors:	Mr. Pravinchandra B. Shah Mr. Vipul P. Shah Dr. S. N. Sahai Mr. Arvind J. Patel Mr. Jagdeep Mehta Mr. Prasannakumar B. Gawde Mrs. Trupti Shah	- Chairman - Managing Director - Whole Time Director & CFO - Director - Director - Director - Director (w.e.f. 1 st June, 2014)
Auditors:	M/s. J. A. Rajani & Co. Chartered Accountants Mumbai	
Bankers:	Vijaya Bank Mandvi Branch, Mumbai	
Registered Office:	102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai – 400053 Tel. No.: 022 - 66139999 Fax No.: 022 – 66139977/75 Email ID: info@vipuldyes.com	
Administrative office:	339/341, Rawal Chambers, Samuel Street, Masjid Bunder, Mumbai 400003	
Plant Location:	Plot No. 11, Survey No. 35 Diwan & Sons Industrial Estate, Village – Aliyali, Palghar (West) Dist. Thane – 401404	
Registrar and Share Transfer Agents:	Plot No. A/14, MIDC, A.M.P. Road, Ambernath (West) Dist. Thane – 421501 Bigshare Services Pvt. Ltd. E 2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai 400072 Tel. No.: 022-40430294 Fax No.: 022 28475207 Email ID: kirti@bigshareonline.com	



NOTICE

Notice is hereby given that the next Annual General Meeting of the members of **VIPUL DYECHAM LIMITED** will be held on Tuesday, the 30th day of September, 2014 at 4.30 p.m. at Hotel Karl Residency, 36, Lallubhai Park Road, Andheri (West), Mumbai - 400058 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended on 31st March, 2014.
3. To appoint a Director in place of Mr. Pravinchandra B. Shah, who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. J. A. Rajani & Co. Chartered Accountants, Mumbai (having FRN:108331W) as Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General Meeting up to the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** Mrs. Trupti Shah (having DIN : 06884295), who was appointed as an Additional Independent Director of the Company w.e.f. 1st June, 2014 pursuant to the provisions of Section 161(1) of Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the Articles of Association of the Company and in respect of whom the Company has received a notice in writing along with requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying his intention to propose her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 to hold office as such up to 31st May, 2019, who shall not be liable to retire by rotation.”
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Jagdeep Mehta (DIN: 00332523), Independent Director of the Company, who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a shareholder as required under Section 160 of the Companies Act, 2013 signifying his intention to propose the appointment of Mr. Jagdeep Mehta as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office as such upto 31st March, 2019, who shall not be liable to retire by rotation.”
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and Schedule V and all other applicable provisions, in any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the re-appointment of Dr. S. N Sahai as Whole-Time Director (re-designated as Whole time Director and Chief Financial Officer) of the Company for a further period of one year with effect from 1st April, 2014 till 31st March, 2015 on the following terms and conditions be and is hereby approved:

Remuneration payable:

- (a) Salary: Rs. 47,500/- (Rupees Forty Seven Thousand Five Hundred Only) per month;
- (b) Perquisites: The Whole Time Director shall be entitled to the perquisites in accordance with the Company's policies, practices and procedures over and above the salary;
- (c) The Company shall reimburse the expenses incurred by Whole Time Director for the purpose of the business of the Company in accordance with the Company's policies, practices and procedures.



RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Dr. S. N. Sahai, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be required from time to time in this regard."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the revision in remuneration payable to Mr. Vipul P. Shah, Managing Director of the Company with effect from 1st April, 2014 for the remaining period of his tenure be and is hereby approved as follows:

1. **Remuneration payable:**

(A) Salary: Rs. 3, 00,000/- (Rupees Three Lacs only) per month.

(B) Perquisites:

The Managing Director shall be entitled to the following perquisites in accordance with the Company's policies, practices and procedures over and above the salary:

- a) Company based accommodation or house rent allowance;
 - b) Education allowance;
 - c) Chauffeur driven Company car;
 - d) Reimbursement of medical benefit incurred for self and family;
 - e) Leave travel allowance;
 - f) Company's contribution to Keymans' Insurance Policy, Provident Fund;
 - g) Superannuation Scheme, benefits of Gratuity, earned leave and encashment of leave as per rules of the Company.
2. Car for use on Company's business, telephone and other communication facilities at residence will not be considered as perquisites.
3. The Company shall reimburse the Managing Director expenses incurred by him for the purpose of the business of the Company in accordance with the Company's policies, practices and procedures.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Vipul P. Shah, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be required from time to time in this regard."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association, be and is hereby approved and adopted as new Articles of Association of the Company in the place and exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may



be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the “Approvals”) as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or be duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to borrow in any manner from time to time any sum or sums of moneys at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the moneys to be borrowed by the Company together with the moneys already borrowed or to be borrowed (apart from temporary loans and other credit facilities obtained or to be obtained from the Company’s bankers in the ordinary course of its business), whether secured or unsecured, will or may exceed the aggregate of the paid up capital and free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any one time shall not exceed the sum of Rs. 25 Crores (Rupees Twenty Five Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things as may be deemed necessary to give effect to this resolution.”

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or be duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution) to mortgage and/or to create charge in any manner, on all or any of the immovable and/or moveable assets including outstanding monies, receivables, claims, bills, documents, contracts, engagements, securities, investments and rights of the Company both present and future of the Company for securing any loan obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) together with interest, cost, charges, expenses and any other money(ies) payable by the Company or to create charge to secure any loan taken by other entities/bodies corporate, on such terms and conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time so secured/mortgaged, shall not exceed the limit as approved 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 deemed necessary to give effect to this resolution.”

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force, the remuneration



payable to M/s. Y. S. Gokhale & Associates, Cost Accountants, Mumbai, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015 of Rs. 50,000/- (Rupees Fifty Thousand Only) plus service tax and out-of-pocket expenses be and is hereby approved and ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to carry on the purpose of the aforesaid resolution."

13. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and as per the revised Clause 49 of the Listing Agreement, the agreements for purchase / sale of goods and providing services, etc., entered into with the following parties in which directors of the Company are interested, for the period and the values as detailed in below table be and are hereby approved:

Name of the Related parties	Period of Contract and Estimated Value		
	07.09.2013 to 31.05.2014	01.06.2014 to 31.05.2015	01.06.2015 to 31.05.2016
M/s. Amar Trading Corporation	Rs. 500 Lacs	Rs. 500 Lacs	Rs. 500 Lacs
M/s. Ganesh Tiles & Marble Industries	Rs. 2,500 Lacs	Rs. 3,000 Lacs	Rs. 3,500 Lacs
M/s. Jayshree Chemicals	Rs. 250 Lacs	Rs. 350 Lacs	Rs. 450 Lacs
M/s. Standardcon Pvt. Ltd.	Rs. 500 Lacs	Rs. 500 Lacs	Rs. 500 Lacs

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required to carry on the purpose of the aforesaid resolution."

14. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 181 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to contribute, donate, subscribe or otherwise provide assistance from time to time to anybody, institution, society, person, trust or fund for any charitable or other purposes upto a total amount of Rs. 50Lacs(Rupees Fifty Lacs only) or 5% of the Company's average net profits for the three immediately preceding financial years, whichever is higher.

By Order of the Board of Directors

Place : Mumbai
Date : 12th August, 2014

Pravinchandra B. Shah
Chairman

Registered Office:
102, Andheri Industrial Estate,
Off. Veera Desai Road,
Andheri (West), Mumbai – 400 053



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act 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 carrying voting rights provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses is annexed hereto and forms part of this notice.
3. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the Annual General Meeting.
4. Brief resume of Directors proposed to be appointed / re-appointed at the ensuing Annual General Meeting in terms of Clause 49 of the Listing Agreement is annexed to the Notice.
5. Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 29th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if approved by the shareholders at the ensuing Annual General Meeting.
6. The dividend on Equity Shares, if declared at the Meeting, will be credited / dispatched between 7th October, 2014 and 10th October, 2014 to those members whose names shall appear on the Company's Register of Members on 30th September, 2014; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
7. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / Registrar and Share Transfer Agents quoting their Folio Number and Bank Account Details along with self-attested document proof. Members holding shares in the electronic form may update such details with their respective Depository Participants.
8. Members/Proxy are requested to bring their Attendance Slip along with their copy of Annual Report at the time of the Meeting.
9. In case of joint holders attending the meeting, the joint holder with highest in order of names will be entitled to vote.
10. Members are requested to address all correspondences, including NECS mandates, etc. to the Registrar and Share Transfer Agents – Big share Services Private Limited, Unit - Vipul Dyechem Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai 400 072.
11. Any member seeking information with regards to accounts of the Company is requested to write at least 7 days before the meeting to enable the Company to keep the information ready.
12. The Securities and Exchange Board of India (SEBI) and the Reserve Bank of India (RBI) have advised all listed Companies mandatorily to use the National Electronic Clearing Services (NECS) facility wherever possible for dividend payment to the shareholders. In view of this stipulation, the Company proposes to implement the NECS facility. Members who wish to avail the NECS facility may provide the Company with ECS mandate for creating the future dividend payments directly to their respective bank accounts.



13. The balance amount lying in Unpaid Dividend Account for the financial year 2006-2007 is due for transfer to the IEPF administered by the Central Government during the month of October, 2014 as per the provisions of Section 124 of the Companies Act, 2013 read with Companies (Declaration & Payment of Dividend) Rules, 2014. The shareholders whose dividend remained unclaimed for the aforesaid financial year and subsequent financial years are requested to claim it immediately from the Company.
14. Members are requested to bring their original photo ID (like PAN Card, Aadhar Card, Voting Card etc., having photo identity) while attending the meeting.
15. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its Register of members by incorporating certain additional details of the members. You are thus requested to submit your e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning this form by post. The e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.
16. The Notice of the AGM, Assent/ Dissent Form and instructions for e-voting, along with the Attendance slip and Proxy Form, are being sent by courier.

Brief resume of directors being re-appointed (in pursuance Clause 49 of the Listing Agreement):

Name of the Director	Mr. Pravinchandra B. Shah	Dr. S. N. Sahai	Mrs. Trupti Shah	Mr. Jagdeep Mehta
Date of Birth	24 th March, 1940	2 nd August, 1945	28 th September, 1965	14 th September, 1967
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on the Board	21 st June, 1972	10 th December, 1993	1 st June, 2014	15 th December, 2005
Designation	Chairman	Wholetime Director and CFO	Independent Director	Independent Director
Qualification	Science Graduate	Ph. D. in Technology process	Post Graduate in Biochemistry Nutrition and Dietetics	Commerce Graduate
Experience/ Expertise	47 years of experience in the Dyestuff and Chemical and Business.	More than 34 years of experience in Marketing and Techno commercials	Diet Expert	More than 18 years experience in field of accounts, finance Dyes and Chemical intermediates business
Shareholding in the Company	2,47,100 Equity Shares	-	-	-



Directorships in other Companies	1.Jayapriya Chemical Industries Limited 2.Standardcon Private Limited 3. VIP Chem Private Limited 4.Sudoku Chemical Services Private Limited	1.Jayapriya Industries Limited	NA	NA
Membership in Committees	Member of Shareholders' / Investors', Grievance Committee of the Company.	Member of Share holders' / Investors' Grievance of the Company.	NA	NA
Relationship with existing Directors of the Company	Mr. Pravinchandra B Shah is father of Mr. Vipul P Shah, Managing Director of the Company	Not related	Not related	Not related

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Mrs. Trupti Shah was appointed as an Additional Independent Director of the Company w.e.f. 1st June, 2014. Pursuant to provisions of Section 161(1) of the Companies Act, 2013, Mrs. Trupti Shah holds office upto the date of this Annual General Meeting. The Company has received a notice from a shareholder of the Company along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director.

In terms of the provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 consecutive years and she shall not be liable to retire by rotation.

Mrs. Trupti Shah has given the requisite declarations pursuant to Section 149(7) of the Companies Act, 2013, to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mrs. Trupti Shah proposed to be appointed as an Independent Director fulfills the conditions specified in the Act and the rule made thereunder and is independent of the management.

Brief resume of Mrs. Trupti Shah as stipulated under Clause 49 of the Listing Agreement is given in the Notice.

The Board recommends passing of the Ordinary Resolution as set out at item no. 5 of the notice.

Except, Mrs. Trupti Shah, none of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel are concerned or interested in the said resolution.

Item No. 6

Mr. Jagdeep Mehta was appointed as an Independent Director of the Company on 15th December, 2005. His office is liable to retire by rotation at the Annual General Meeting of the Company as per his terms of appointment.



In terms of provisions of Section 149 and 152 of the Companies Act, 2013 which became effective from 1st April, 2014, an Independent Director of a Company can be appointed for a term of 5 consecutive years and he shall not be liable to retire by rotation.

To comply with the above provisions, it is proposed to appoint Mr. Jagdeep Mehta as an Independent Director of the Company to hold office as such for a period upto 31st March, 2019, who shall not be liable to retire by rotation.

Mr. Jagdeep Mehta has given the requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received notice along with requisite deposit under section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director.

In the opinion of the Board, Mr. Jagdeep Mehta proposed to be appointed as an Independent Director fulfills the conditions specified in the Act and the rules made thereunder and is independent of the management.

Brief resume of Mr. Jagdeep Mehta, proposed to be appointed as stipulated under the Clause 49 of the Listing Agreement, is given in the annexure to the Notice.

The Board recommends the Resolution as set out at item no. 6 of the Notice for your approval.

Except, Mr. Jagdeep Mehta, none of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel are concerned or interested in the said resolution.

Item No. 7

The tenure of Dr. S. N. Sahai, Whole time Director of the Company expired on 31st March, 2014. Taking in view his long association with the Company and vast experience and as recommended by the Remuneration Committee, the Board of Directors of the Company at its meeting held on 25th March, 2014 re-appointed and re-designated him as Whole Time Director and Chief Financial Officer of the Company and further at its meeting held on 30th May, 2014 revised his remuneration with effect from 1st April, 2014 to 31st March, 2015 on the terms and conditions as detailed in the resolution as set out in item no. 7 of this notice, subject to approval of members of the Company.

Your Board of Directors recommends passing of the Special Resolution as set out at item no. 7 of the Notice.

Except Dr. S. N. Sahai, none of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel are concerned or interested in the said resolutions.

Item No. 8

Mr. Vipul P. Shah is associated with the Company since more than two decades. Mr. Vipul P. Shah being Managing Director of the Company shoulders a huge responsibility. Considering his experience, knowledge and contributions made in the growth of the Company and as recommended by Remuneration Committee, the Board of Directors in their meeting held on 30th May, 2014, revised the remuneration payable to him w.e.f. 1st April, 2014 upto the remaining period of his tenure as specified in the resolution set out at Item No. 8 of the notice subject to approval of members of the Company.

Your Board of Directors recommends passing of the Special Resolution as set out at item no. 8 of the notice.

Except Mr. Pravinchandra B. Shah and Mr. Vipul P. Shah, none of the Directors, Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel are concerned or interested in the said resolution.

Item No. 9

The existing Articles of Association (AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and with the enforcement of the Companies Act, 2013, various provisions of the Companies Act, 1956 have