

NOTICE

NOTICE is hereby given that the 72nd Annual General Meeting ('AGM') of the Members of Piramal Enterprises Limited will be held on Tuesday, July 30, 2019 at 3.00 p.m. at Y. B. Chavan Centre, General Jagannathrao 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 and Consolidated) of the Company for the financial year ended on March 31, 2019 and the Reports of the Directors and Auditors thereon.
2. To declare final dividend on equity shares for the financial year ended March 31, 2019.
3. To appoint a Director in place of Dr. (Mrs.) Swati A. Piramal (DIN: 00067125), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Mrs. Arundhati Bhattacharya as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') including any amendments thereof, Mrs. Arundhati Bhattacharya (DIN: 02011213), who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 25, 2018 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from October 25, 2018 to October 24, 2023."

5. Ratification of remuneration of Cost Auditor

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, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. G.R. Kulkarni & Associates, Cost Accountants, Mumbai

(Registration No. 00168), 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) as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, amounting to ₹7 Lakhs (Rupees Seven Lakhs only) 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 authorised 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."

6. 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 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) 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 non-convertible debentures ('Debentures'), in one or more series/tranches, on private placement basis, 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 Debentures be issued, the consideration for the issue, utilisation 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 Debentures, and outstanding at any point of time, shall be within the overall borrowing limit as approved by the Members under Section 180(1)(c) of the Act;

RESOLVED FURTHER THAT the Board be and is hereby authorised 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."

NOTES:

1. **A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote 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 AGM.

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 AGM are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') is annexed hereto.
4. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members are requested to bring their copy of the Annual Report and the duly completed attendance slip to the AGM.
6. 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, Sundays and public holidays) between 11.00 a.m. and 1.00 p.m., upto the date of the AGM and also at the venue during the AGM.
7. The Register of Members and Transfer Books of the Company will remain closed from Saturday, July 20, 2019 to Tuesday, July 30, 2019 (both days inclusive).
8. The final dividend for the financial year ended March 31, 2019, as recommended by the Board, if approved at the AGM, will be paid on or after Tuesday, July 30, 2019, to the Members whose names appear in the Company's Register of Members on Friday, July 19, 2019. As regards shares held in electronic form, the dividend will be payable to the 'beneficial owners' of the shares whose names appear in the Statement of Beneficial Ownership furnished by the National Securities Depository Limited ('NSDL') and the Central Depository Services (India) Limited ('CDSL') as at the close of business hours on Friday, July 19, 2019.
9. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend. The Company or its Registrar and Transfer Agents ('RTA') cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend to their Depository Participants ('DPs') only.
10. 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). Further, the shares in respect of dividends which remain unclaimed for 7 consecutive years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants 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 application to the IEPF Authority in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
11. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('the Listing Regulations'), as amended, securities of listed companies can be transferred only in dematerialised 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 its RTA, M/s. Link Intime India Private Limited ('Link Intime') for the same.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the DPs with whom they maintain their demat accounts. Members holding shares in physical form are requested to submit their PAN to Link Intime.
13. Section 72 of the Act provides for Nomination by the Members of the Company in the prescribed Form No. SH- 13. If a Member desires to cancel the earlier nomination and record fresh nomination, the Member may submit the same in Form No. SH-14. Both these forms are available on the website of the Company under the section, 'Shareholder Services'. Members are requested to avail this facility.
14. Members holding shares in physical form in multiple folios existing in identical order of names are requested to consolidate such holdings into one folio, by forwarding their share certificates to Link Intime. A consolidated share certificate will be issued to such Members after making requisite changes.
15. Members who have not registered their e-mail addresses so far are requested to register the same for receiving all communication including Annual Report, Notices, etc. from the Company electronically.
16. Pursuant to Regulation 44(6) of the Listing Regulations, the Company will be providing one-way live webcast of proceedings of AGM from 3.00 p.m. onwards on Tuesday, July 30, 2019. Members can view the proceeding of AGM by logging on to the e-voting website of NSDL at <https://www.evoting.nsdl.com> using their remote e-voting credentials. The link will be available in Member login where E-voting Event Number ('EVEN') of the Company will be displayed.

17. Route map giving directions to reach the venue of the 72nd AGM is given at the end of the Notice.

18. Voting through electronic means

- I. Pursuant to 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 Listing Regulations, the Company is pleased to provide its Members the facility to exercise their right to vote on resolutions proposed to be considered at the 72nd AGM by electronic means and has engaged the services of NSDL to provide 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'). Members may cast their votes through remote e-voting by logging on to the e-voting website of NSDL at <https://www.evoting.nsdl.com>.
- II. The remote e-voting period commences on Saturday, July 27, 2019 (9.00 a.m. IST) and ends on Monday, July 29, 2019 (5.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.
- III. Members holding shares either in physical form or in dematerialized form, as on the close of business on Tuesday, July 23, 2019, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. 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. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- IV. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch 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 or piramal.irc@linkintime.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.
- V. Mr. N.L. Bhatia, Practising Company Secretary (Membership No. FCS 1176) has been appointed as the Scrutinizer to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.
- VI. The instructions for remote e-voting are as under:

Step 1: Logging - in to NSDL e-Voting system:

1. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
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. Kindly enter your User ID, your Password and the Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you may 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 may proceed to Step 2 i.e. Cast your vote electronically.

4. 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.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN (E-voting Event Number) followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. 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, kindly retrieve the 'initial password' which was communicated to you. Upon retrieval of your 'initial password', you need to enter the 'initial password' and the system will prompt 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. Kindly trace the email sent to you from NSDL from your mailbox. 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 a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:

Initial password is provided in the below mentioned format at the bottom of the Attendance Slip for the AGM:

EVEN	USER ID	PASSWORD/PIN
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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.

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- b) Click on '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 retrieve the password by aforesaid two options, kindly send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN no., your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, kindly tick on Agree to 'Terms and Conditions' by selecting the check box.
 8. Thereafter, kindly click on 'Login' button upon which the E-Voting home page will open.

Step 2: Casting your vote electronically:

1. On the Home page of e-Voting, click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking 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.
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 may also print the details 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 shareholder

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to navnitlb@nlba.in 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 www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer to Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. Alternatively, you may contact Mrs. Pallavi Mhatre, Manager on 91 22 2499 4600 or may write to her at TradeWorld, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India.
19. The facility for voting, either through electronic voting system or ballot paper, shall also be made available at the venue of the AGM and the Members attending the AGM, who have not already cast their vote by remote e-voting, may exercise their voting rights at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may attend the AGM and their presence shall be counted for the purpose of quorum, but shall not be entitled to cast their vote again at the AGM. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.
20. 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.
21. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.piramal.com 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. The Results shall also be displayed on the Notice Board at the Registered Office of the Company.

Registered Office:

Piramal Ananta,
Agastya Corporate Park,
Opposite Fire Brigade,
Kamani Junction, Kurla (West),
Mumbai – 400 070.
Dated: April 26, 2019

By Order of the Board

Leonard D'Souza
Company Secretary
ACS No.: A7922

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Appointment of Mrs. Arundhati Bhattacharya as an Independent Director

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mrs. Arundhati Bhattacharya (DIN: 02011213) as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from October 25, 2018 to October 24, 2023, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 115 of the Articles of Association of the Company, Mrs. Bhattacharya shall hold office up to the date of this Annual General Meeting ('AGM') and is eligible to be appointed as an Independent Director.

The Company has received notice from a Member, under Section 160 of the Act, proposing the candidature of Mrs. Bhattacharya for the office of Director of the Company.

Mrs. Bhattacharya is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has received a declaration from Mrs. Bhattacharya to the effect that she meets the criteria of independence as prescribed under Section 149(6) of the Act, read with Rules framed thereunder and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Mrs. Bhattacharya will not be paid any remuneration other than sitting fee for attending meetings of the Board and Committees thereof of which she is a member/Chairperson and/or commission which may be approved by the Board of Directors and/or the Nomination and Remuneration Committee of the Board.

Mrs. Bhattacharya is not related to any Director or Key Managerial Personnel ('KMP') of the Company in any way and in the opinion of the Board of Directors, Mrs. Bhattacharya is independent of management.

The Articles of Association of the Company and a copy of the draft letter of appointment of Mrs. Bhattacharya are available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and public holidays), between 11.00 a.m. to 1.00 p.m., upto the date of the AGM and also at the venue during the AGM.

Details of Mrs. Bhattacharya as required to be provided pursuant to Regulation 36(3) of the Listing Regulations and SS-2 (Secretarial Standards on General Meetings) are provided as an Annexure to this Notice.

Except Mrs. Bhattacharya, and her relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, KMP of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board is of the view that Mrs. Bhattacharya's knowledge and experience will be of immense benefit and value to the Company

and, therefore, recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval of the Members.

Item No. 5

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, Mumbai (Registration No. 00168), as Cost Auditors for conducting cost audit of the relevant cost records of the Company for the financial year ending March 31, 2020, at a remuneration of ₹7 Lakhs (Rupees Seven Lakhs only) plus taxes 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 members of the Company. Hence, ratification from the Members is sought for the same.

None of the Directors/Key Managerial Personnel of the Company/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. 5 of the Notice for approval of the Members.

Item No. 6

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 ('NCDs') is made by the Company on a private placement basis, the Company is required to seek the prior approval of its members by means of a Special Resolution, on an annual basis for all the offers or invitations for such debentures during the year.

As per Circular no. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 issued by the Securities and Exchange Board of India, a Large Corporate is mandatorily required to raise at least 25% of its incremental borrowing during the financial year subsequent to the financial year in which it is identified as a Large Corporate, by way of issuance of debt securities as defined under SEBI (Issue and Listing of Debt Securities) Regulations, 2008. At the end of the financial year 2018-19, the Company has been identified as a Large Corporate and accordingly the Company is required to raise at least 25% of its incremental borrowing, in the financial year 2019-20 and onwards, through issuance of debt securities.

For the purpose of availing financial assistance (including borrowings) for its business or operations, the Company may offer or invite subscription to secured /unsecured NCDs on private placement basis (within the meaning of 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 as approved by the Members under Section 180(1) (c) of the Act, as may be required by the Company, from time to time, for a year.

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None of the Directors/Key Managerial Personnel of the Company/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. 6 of the Notice for approval of the Members.

Registered Office:

Piramal Ananta,
Agastya Corporate Park,
Opposite Fire Brigade,
Kamani Junction, Kurla (West),
Mumbai – 400 070.
Dated: April 26, 2019

By Order of the Board

Leonard D'Souza
Company Secretary
ACS No.: A7922

Details of Directors seeking appointment/re-appointment at the Annual General Meeting

(In pursuance of Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings)

Name of the Director	Dr. (Mrs.) Swati A. Piramal	Mrs. Arundhati Bhattacharya
Date of Birth (Age)	March 28, 1956	March 18, 1956
Date of first Appointment	November 20, 1997	October 25, 2018
Brief resume/expertise in specific functional areas	<p>Dr. (Mrs.) Swati A. Piramal is the Vice Chairperson of the Company and a Whole-time Director. She is one of India's leading scientists and industrialists, and is involved in public health and innovation. She earned her medical degree from Mumbai University and completed her Master's in Public Health from the Harvard School of Public Health. She has used her background in medicine, public health and business to change the trajectory of healthcare, education and public policy in India. Dr. Piramal is a member of the Dean's Advisor to Harvard Business School & Public Health and was also member of Harvard Board of Overseers (2012-2018). In addition to her other commitments, Dr. Piramal is deeply committed to Corporate Social Responsibilities activities. She is involved in projects across healthcare, education, livelihood creation and youth empowerment. She aims to resolve issues that are critical roadblocks towards unlocking India's economic potential by finding innovative solutions. She also looks at avenues for promoting health in rural India with mobile health services, women's empowerment projects and supporting community education that create young leaders.</p> <p>As the first woman president of India's Apex Chamber of Commerce in 90 years, she helped influence important public policies and governance. She served as an adviser to the Indian Prime Minister in science, technology and economic policy (2006-2014).</p> <p>Dr. Piramal is a leader who makes a positive difference to the community and the world. Her contributions in innovations, new medicines and public health services have touched thousands of lives.</p>	<p>Mrs. Arundhati Bhattacharya was the first woman to chair State Bank of India ('SBI' or 'Bank') in its 210 years history.</p> <p>Mrs. Bhattacharya has more than 40 years of rich and varied experience coupled with thorough insights of banking industry and its related technology, which not only enabled her to put her imprint on the Indian financial world but was also acknowledged/acclaimed globally.</p> <p>Despite SBI being a Public Sector Bank, she transformed SBI to a tech savvy bank, ranked above private and foreign banks. She also overhauled Bank's risk structure, inculcating risk awareness at every level. She has won many International Awards, recognitions in the past viz. inclusion in Forbes and Fortune Most Powerful Women's list and Most Powerful Women in Finance list, ranking amongst World's Top 100 thinkers, ranking in Fortunes Greatest Leaders List, also acknowledged internationally for her Bank's employee satisfaction level. Recently she was bestowed with Life Time Achievement Award by Financial Express Group in Best Banker Category.</p> <p>Presently she is on the Boards of few prominent Indian Companies, also offering advisory services to select Private Equity firms, consultancy, law firms and foreign bank.</p> <p>Indian Government has nominated her to few select Committees. She is also on the Governing Board of IIT Kharagpur and IIM Sambalpur.</p> <p>Her interest includes reading and travelling. She is also associated and working with various initiatives and institutions for empowering the challenged and the differently abled with the aim of integrating them in our society.</p>
Qualifications	M.B.B.S.; Masters Degree from Harvard School of Public Health; D.I.M, College of Physicians & Surgeons, Industrial Medicine, Bombay	Post graduate in English; Associate Member of Indian Institute of Bankers
Directorships held in other companies (excluding foreign companies) as on March 31, 2019	Nestle India Limited Piramal Capital & Housing Finance Limited PHL Fininvest Private Limited Allergan India Private Limited Piramal Glass Private Limited Piramal Management Services Private Limited Akshar Fincom Private Limited PEL Management Services Private Limited Sreekovil Realty Private Limited India Venture Advisors Private Limited The Piramal Art Foundation	Reliance Industries Limited Wipro limited Crisil Limited Swift India Domestic Services Private Limited
Committee position held in other companies as on March 31, 2019 (Statutory Committees)	NIL	Stakeholder Relationship Committee Reliance Industries Limited – Member Audit Committee Wipro Limited- Member
No. of shares held	32,542	NIL

Other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of above Directors are provided in the Report on Corporate Governance, which is a part of this Annual Report.

ROUTE MAP TO THE VENUE OF THE 72ND ANNUAL GENERAL MEETING ON TUESDAY, JULY 30, 2019 AT 3.00 P.M.



(Source : Google Maps)

Y. B. Chavan Centre
General Jagannathrao Bhosale Marg,
Next to Sachivalaya Gymkhana,
Mumbai - 400 021

PIRAMAL ENTERPRISES LIMITED

CIN: L24110MH1947PLC005719

Regd. Office: Piramal Ananta, Agastya Corporate Park, Opposite Fire Brigade, Kamani Junction, LBS Marg, Kurla (West), Mumbai – 400 070

Tel No.: (91 22) 3802 3000/4000 Fax No.: (91 22) 3802 3084

Website: www.piramal.com E-mail Id: complianceofficer.pel@piramal.com

Share Transfer Agent: Link Intime India Pvt. Ltd., C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered address:

E-mail ID: Folio No./ Client ID: D.P. ID:

1. Name: E-mail Id:

Address:

Signature: or failing him/her

2. Name: E-mail Id:

Address:

Signature: or failing him/her

3. Name: E-mail Id:

Address:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 72nd Annual General Meeting of the Company to be held at Y. B. Chavan Centre, General Jagannathrao Bhosale Marg, Next to Sachivalaya Gymkhana, Mumbai-400 021 at 3.00 p.m. on Tuesday, July 30, 2019 and at any adjournment thereof in respect of such resolutions as are indicated below:

* I/We wish my above proxy (ies) to vote in the manner as indicated in the box below:

Resolution No.	Resolutions	For*	Against*	Abstain*
1.	Adoption of Audited Financial Statements (Standalone & Consolidated) and the Reports of the Directors and Auditors thereon for the financial year ended March 31, 2019			
2.	Declaration of Final Dividend			
3.	Re-appointment of Dr. (Mrs.) Swati A. Piramal, Director who retires by rotation and being eligible, seeks re-appointment			
4.	Appointment of Mrs. Arundhati Bhattacharya as an Independent Director			
5.	Ratification of remuneration payable to the Cost Auditors			
6.	Issue of Non-Convertible Debentures on Private Placement Basis			

Signed this.....day of..... 2019.

Affix
Revenue
stamp

Signature of Shareholder

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

* This is only optional. Please put a 'V' in the appropriate column against the resolutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- A proxy need not be a member of the Company.
- In case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorisation should be attached to the proxy form.
- A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Company, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- Please affix Revenue Stamp before putting Signature.
- All alterations made in the proxy form should be fully signed.
- In case of multiple proxies, the proxy later in time shall be accepted.

