

Parinee Crescenzo, "A" Wing, 1102, 11th Floor,  
"G" Block, Plot No. C38 & C39,  
Behind MCA, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051, India.  
Phone : 91-22-6124 0444 / 6124 0428  
Fax : 91-22-6124 0438  
E-mail : vinati@vinatiorganics.com  
Website : www.vinatiorganics.com  
CIN : L24116MH1989PLC052224



**VOL/MUM/GSS/1157**  
**August 8, 2016**

The Stock Exchange, Mumbai  
(Listing Department)  
P. J. Towers, 1<sup>st</sup> Floor,  
Dalal Street, Mumbai – 400 001.

**Scrip Code: 524200**

Dear Sir/Madam,

This is to inform you that Twenty Seventh Annual General Meeting of the Company was held on Saturday, 6<sup>th</sup> August 2016 at 12.00 Noon at the Registered office of the company at B-12 & B-13/1, MIDC Industrial Area, Mahad – 402 309, Dist. Raigad, Maharashtra.

The following Resolutions for all the business as per the Agenda of the notice were passed by requisite majority.

1. "RESOLVED THAT the Audited Balance Sheet as at March 31, 2016 and Profit & Loss Account and Cash Flow Statement for the year ended March 31, 2016 and Reports of Directors' and Auditors' thereon be and are hereby adopted".
2. "RESOLVED THAT dividend @ 25% on the equity shares (face value Rs.2/-) of the company for the financial year ended 31<sup>st</sup> March 2016 be declared and paid to all those Equity Shareholders whose names appear on the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before 26<sup>th</sup> July 2016 or those whose names appear as beneficial owners as at the end of business on 26<sup>th</sup> July 2016 as per lists to be furnished by the depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited".
3. "RESOLVED THAT Mr. Mohit Mutreja (DIN: 02666018), Director of the Company, retiring by rotation, be and is hereby reappointed as a Director of the Company".
4. "RESOLVED THAT Mr. Sunil Saraf (DIN: 00076887), Director of the Company, retiring by rotation, be and is hereby reappointed as a Director of the Company".
5. "RESOLVED THAT M/s. Karnavat & Co., Chartered Accountants, be and are hereby appointed as the Auditors of the Company from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the Company and that the Managing Director be and is hereby authorized to fix their remuneration".

**SPECIAL BUSINESS:**

**6. To consider & recommend reappointment of Mr. Vinod Saraf as Managing Director for further period of 5 years:**

"RESOLVED THAT approval of the company be and is hereby accorded to the reappointment of Mr. Vinod Saraf as Managing Director of the Company and whose present term as Managing Director of the Company expires on 31<sup>st</sup> October 2015, pursuant to Section 197, 198, 203 and Schedule V and other applicable provisions if any, of the Companies Act, 2013, for another term of 5 (Five) years commencing from 1<sup>st</sup> November 2015, on a remuneration of Rs.6,05,000/- (Rupees Six Lacs Five Thousand only) per month plus perquisites as under and that he shall not be liable to retire by rotation until he is occupying the position as Managing Director:-

**PERQUISITES:**

i) HOUSE: - In case of unfurnished accommodation hired by the Company, the expenditure incurred by the Company on hiring of such accommodation, shall not exceed 60% of the salary, over and above 10% payable by Managing Director if posted in Mumbai, Kolkata, Delhi or Chennai or 50% if posted at any other place.

**Lote Works :** Plot No. A-20, MIDC Industrial Area, Lote Parashuram 415 722 Tal. Khed, Dist. Ratnagiri, Maharashtra, India. **2**

**Phone :** (02356) 273032 - 33 • **Fax:** 91-2356-272448 • **E-mail:** vinlote@vinatiorganics.com

**Regd. Office & Mahad Works :** B-12 & B-13/1, MIDC Industrial Area, Mahad 402 309, Dist. Raigad, Maharashtra, India.

**Phone :** (02145) 232013/14 • **Fax :** 91-2145-232010 • **E-mail:** vinmhd@vinatiorganics.com

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OR

HOUSE RENT ALLOWANCE: - @ 30% of the salary.

ii) MEDICAL REIMBURSEMENT: - Expenses incurred by the Managing Director and his family subject to ceiling of one month's salary in a year or 3 months' salary over a period of 3 years.

iii) LEAVE TRAVEL CONCESSION: - Reimbursement of expenses incurred for the Managing Director and his family subject to ceiling of one month's salary once in a year or 3 months' salary over a period of 3 years in accordance with the rules of the Company.

iv) CLUB FEES: - Fees for clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

v) GAS & ELECTRICITY CHARGES: - Reimbursement of Gas & Electricity Charges incurred.

vi) PROVIDENT FUND: - Contribution to Provident Fund shall be such percentage as may be allowed under respective law from time to time.

vii) GRATUITY:- It shall not exceed half a month's salary for each completed year of service.

viii) COMPANY CAR AND TELEPHONE: - Provision of Car for use of company's business and telephone at residence. Use of car and telephone for private purpose will be billed to him.

ix) PERSONAL ACCIDENT INSURANCE: - Premium not to exceed Rs.5,000/- per annum.

x) LEAVE AND LEAVE ENCASHMENT: - As per Company's rule and regulation applicable to the Senior Executives of the Company.

xi) There will be 10% increase from 1<sup>st</sup> April every year in salary and perquisites.

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper."

**7. To consider & recommend reappointment of Ms. Vinati Saraf Mutreja as Executive Director for further period of 5 years:**

"RESOLVED THAT approval of the company be and is hereby accorded to the reappointment of Ms. Vinati Saraf Mutreja as Executive Director of the Company and whose present term as Executive Director of the Company will expire on 19<sup>th</sup> May 2016, pursuant to Section 197, 198, 203 and Schedule V and other applicable provisions if any, of the Companies Act, 2013, for another term of 5 (Five) years commencing from 20<sup>th</sup> May 2016, on a remuneration of Rs.423500/- (Rupees Four Lacs Twenty Three Thousand Five Hundred only) per month plus perquisites as under and that she shall not be liable to retire by rotation until she is occupying the position as Executive Director:-

**PERQUISITES:**

i) HOUSE: - In case of unfurnished accommodation hired by the Company, the expenditure incurred by the Company on hiring of such accommodation, shall not exceed 60% of the salary, over and above 10% payable by Executive Director if posted in Mumbai, Kolkata, Delhi or Chennai or 50% if posted at any other place.

OR

HOUSE RENT ALLOWANCE: - @ 30% of the salary.

ii) MEDICAL REIMBURSEMENT: - Expenses incurred by the Executive Director and her family subject to ceiling of one month's salary in a year or 3 months' salary over a period of 3 years.

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- iii) LEAVE TRAVEL CONCESSION: - Reimbursement of expenses incurred for the Executive Director and her family subject to ceiling of one month's salary once in a year or 3 months' salary over a period of 3 years in accordance with the rules of the Company.
- iv) CLUB FEES: - Fees for clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- v) GAS & ELECTRICITY CHARGES: - Reimbursement of Gas & Electricity Charges incurred.
- vi) PROVIDENT FUND: - Contribution to Provident Fund shall be such percentage as may be allowed under respective law from time to time.
- vii) GRATUITY:- It shall not exceed half a month's salary for each completed year of service.
- viii) COMPANY CAR AND TELEPHONE: - Provision of Car for use of company's business and telephone at residence. Use of car and telephone for private purpose will be billed to her.
- ix) PERSONAL ACCIDENT INSURANCE: - Premium not to exceed Rs.5,000/- per annum.
- x) LEAVE AND LEAVE ENCASHMENT: - As per Company's rule and regulation applicable to the Senior Executives of the Company.
- xi) There will be 10% increase from 1<sup>st</sup> April every year in salary and perquisites.

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper."

**This is to further inform you that date of payment of dividend is 10<sup>th</sup> August 2016.**

**We are also enclosing Combined Scrutinizer Report (E-voting & Poll) for your perusal and record.**

Thanking you,

Yours faithfully,  
**For Vinati Organics Limited**

A handwritten signature in blue ink that reads "Singhi G.S." with a stylized flourish at the end.

**G. S. Singhi**  
**Company Secretary cum**  
**Finance Controller**

Encl: As above

VIJAY KUMAR MISHRA  
B. Com. (Hons), I.A.G.A., F.C.S.  
PARESH D PANDYA  
B. Com., A.C.S.

## VKM & ASSOCIATES

PRACTISING COMPANY SECRETARIES  
116, Trinity Building, 1st Floor, 227, Dr. C. H. Street,  
Behind Parsi Dairy, Marine Lines (E), Mumbai - 2.  
Tel. : 2207 7287 ♦ Fax : 2207 7542  
Mob : 93229 77388 ♦ E-mail : vkmassociates@yahoo.com

Form No. : MGT -13

### COMBINED SCRUTINIZER'S REPORT (E-VOTING & POLL) FOR VINATI ORGANIC LIMITED

To,  
The Chairman,  
Vinati Organic Limited  
B-12 & B-13/1 MIDC Ind Area,  
Dist. Raigad,  
Mahad-402309, Maharashtra.

**Sub: Passing of resolution through electronic and poll conducted at the 27<sup>th</sup>  
Annual General Meeting of Vinati Organic Limited ("The Company") held on 06<sup>th</sup>  
August, 2016.**

The Board of the Company at its meetings held on 14<sup>th</sup> May 2016 has appointed me as a Scrutinizer for the e-voting held between Wednesday, 03<sup>rd</sup> August 2016 (09.00 A.M.) to Friday, 05<sup>th</sup> August 2016 (05.00 P.M.) and the Chairman of the company has appointed me a Scrutinizer for the poll held at the 27<sup>th</sup> AGM of the Company on 6<sup>th</sup> August, 2016.

The Company has appointed Central Depository Services Limited (CDSL) as the service provider, for extending the facilities of E-voting to the shareholder of the Company from Wednesday, 03<sup>rd</sup> August 2016 (09.00 A.M.) to Friday, 05<sup>th</sup> August 2016 (05.00 P.M.). The E-voting results were unblocked by me on 8<sup>th</sup> August, 2016 in the presence of two witnesses. For further details kindly refer my scrutinizer report dated 8<sup>th</sup> August, 2016 attached herewith.

At the 27<sup>th</sup> Annual General Meeting of the Company held on 06<sup>th</sup> August, 2016, the Chairman of the Company has *suo motto* called for a poll to facilitates the member present in the meetings who could not participate in the e-voting to record their votes through the poll process. The chairman of the Annual General Meeting had appointed me as a Scrutinizer for the same. For further details please refer my Scrutinizer report in Form MGT-13 dated 8<sup>th</sup> August, 2016.



In case of Poll voting at AGM

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.

2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of e-voting along with that of the Poll is as under:

Agenda Item No. of Notice	Particulars of Business	Votes in Favor of the Resolutions		Votes Against the Resolutions		Invalid Votes
		Nos.	% age	Nos.	% age	Nos.
Item No.1 Approval of Accounts	E-voting	4,15,73,624	100%	0	0	-
	Number of Members voting	68	100%	0	0	-
	Poll	2,44,028	100%	0	0	-
	Number of Members voting	19	100%	0	0	-
	Total	4,18,17,652	100 %	0	0	-
Item No.2 of Declaration of Dividend	E-voting	4,15,73,624	100%	0	0	-
	Number of Members voting	68	100%	0	0	-
	Poll	2,44,028	100%	0	0	-
	Number of Members voting	19	100%	0	0	-



	Total	4,18,17,652	100 %	0	0	-
Item No.3 of Re-appointment of Mr. Mohit Mutreja by Rotation	E-voting	4,15,65,304	99.98%	8,320	0.02%	-
	Number of Members voting	64	94.12%	4	5.88%	-
	Poll	2,44,028	100%	0	0	-
	Number of Members voting	19	100%	0	0	-
	Total	4,18,09,332	100 %	0	0	-
Item No.4 of Re- appointment of Mr. Sunil Saraf by Rotation	E-voting	4,15,65,304	99.98%	8,320	0.02	-
	Number of Members voting	64	94.12%	4	5.88%	-
	Poll	2,44,028	100%	0	0	-
	Number of Members voting	19	100%	0	0	-
	Total	4,18,09,332	100 %	0	0	-
Item No.5 of Appointrment of Auditors	E-voting	4,06,10,093	98.13%	9,63,531	1.87%	-
	Number of Members voting	65	95.58%	3	4.42%	-
	Poll	2,44,028	100%	0	0	-
	Number of Members	19	100%	0	0	-



	voting						
	Total	4,08,54,121	100 %	0	0	-	
Item No.6 of Re-appointment of Mr.Vinod Saraf as Managing Director	E-voting	4,14,66,828	99.79%	1,06,774	0.21%	-	
	Number of Members voting	64	94.12%	4	5.88%	-	
	Poll	2,44,028	100%	0	0	-	
	Number of Members voting	19	100%	0	0	-	
	Total	4,17,10,856	100 %	0	0	-	
ItemNo.7 of Re-appointment of Mrs.Vinati Saraf Mutreja as Executive Director	E-voting	4,14,66,850	99.79%	1,06,774	0.21%	-	
	Number of Members voting	64	94.12%	4	5.88%	-	
	Poll	2,44,028	100%	0	0	-	
	Number of Members voting	19	100%	0	0	-	
	Total	4,17,10,878	100 %	0	0	-	



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

**Thanking you**

**For VKM & ASSOCIATES  
Practising Company Secretaries**



*Vijay Kumar Mishra*  
**(Vijay Kumar Mishra)  
Partner**

**Date :08. 08.2016  
Place: Mumbai**