

NOTICE

NOTICE is hereby given that the TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF VINATI ORGANICS LIMITED (the "Company") will be held on Saturday, 29th day of July, 2017 at 12 noon at the Registered Office of the Company, at B-12 & B-13/1, MIDC Industrial Area, Mahad 402 309, Dist. Raigad, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2017 and Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the schedules and notes attached thereto, alongwith the Reports of Directors' and Auditors' thereon.
2. To declare Dividend on equity shares.
3. To appoint a Director in place of Mr. Sunil Saraf who retires by rotation at this meeting and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Mohit Mutreja who retires by rotation at this meeting and being eligible, offers himself for reappointment.

TO APPOINT AUDITORS:

5. 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and other applicable rules, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. M. M. Nissim & Co., Mumbai (Firm Registration No. ICAI/FRN/107122W) be and are hereby appointed as Statutory Auditors of the Company, in place of retiring auditors M/s. Karnavat & Co., Mumbai, to hold office from the conclusion of this 28th AGM until the conclusion of the 33rd AGM, of the Company, subject to ratification by the Members or the Company at every General Meeting on such remuneration as shall be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

TO AMEND THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

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

"RESOLVED THAT pursuant to Sections 4, 13 and other applicable provisions of the Companies Act, 2013 if any, the existing Clause V of the existing Memorandum of Association be and is hereby substituted in its entirety by the following Clause numbered as Clause V –

'The Capital of the Company is ₹ 15,00,00,000/- (Rupees Fifteen Crores Only) divided into ₹7,50,00,000/- (Rupees Seven Crores Fifty Lakhs Only) Equity Shares of ₹2/- (Rupees Two Only) each, with a power to increase or reduce in any manner including by buy back or in any other manner the Share Capital of the Company and to divide the shares in the capital for being into several classes and to attach thereto respectively such preferential deferred, qualified or special right privileges or conditions as may be determined and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may the time being be provided.'

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies of Mumbai."

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION:

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 Section 14 and other applicable provisions, if any, of the Companies

Act, 2013 (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 61 with the new regulations 1 to 93, a copy of which is available from the Company on request be an is hereby adopted as new regulations of the Articles of Association of the Company.

Registered Office:
B-12 & B-13/1, MIDC Industrial Area,
Mahad – 402 309, Dist. Raigad,
Maharashtra

Mumbai, 13th May 2017

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies of Mumbai.”

By order of the Board of Directors

Gunvant S. Singhi

Company Secretary cum Finance Controller

NOTES:

1. The Explanatory Statements pursuant to Section 102(2) of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting at Item Nos. 6 and 7 are annexed hereto and forms part of this notice. An explanatory statement though it is not required under the Companies Act, 2013 with respect to the appointment of M/s. M. M. Nissim & Co., Chartered Accountants as the new auditor of the Company for a period of 5 (five) years subject to ratification by members at every Annual General Meeting is given hereinafter along with other explanatory statements at Item No. 6 and 7.
2. A member entitled to attend and vote at the meeting is entitled to appoint another person (whether a shareholder or not) as his/her proxy to attend and vote instead of himself/herself, and the proxy need not be a member but a proxy so appointed shall not have any right to speak at the meeting and can vote only on a poll. The proxies in order to be effective must be duly signed and received at the registered office of the Company not less than 48 hours before the commencement of the meeting. Proxy form is annexed to the notice.
[Annexure I]
3. 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 representatives to attend and vote on their behalf at the meeting.

The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, the 20th July, 2017 to Saturday, the 29th July, 2017 (both days inclusive).

Members are requested to intimate to the Corporate Office situated at Parinee Crescenzo, 1102, A Wing, 11th Floor,

“G” Block, Plot No. C38 & C39, Behind MCA, Bandra Kurla Complex, Bandra East, Mumbai – 400 051, Maharashtra the changes, if any, in their registered addresses, quoting their Folio Numbers/ or their client ID number with DP ID number, as the case may be. Non-resident Indian Members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately:

- (a) the change in residential status on return to India for permanent settlement.
 - (b) the particulars of the NRE Account with a Bank in India, if not furnished earlier.
4. As per the provisions of the Act, facility for making nominations is available for the shareholders. The prescribed nomination form can be obtained from the Company’s share department situated at Parinee Crescenzo, 1102, A Wing, 11th Floor, “G” Block, Plot No. C38 & C39, Behind MCA, Bandra Kurla Complex, Bandra East, Mumbai – 400 051, Maharashtra.
 5. **Registrars and Transfer Agents:**
The Company has appointed M/s. Sharex Dynamic (India) Pvt. Ltd., Unit No.1, Luthra Indl. Premises, Safed Pool, Andheri-Kurla Road, Mumbai – 400 072 as the Registrars and Transfer Agents (“R&TA”) for all aspects of investor servicing relating to shares.
 6. The Company’s securities are listed at the Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, Maharashtra and The National Stock Exchange of India Ltd., Exchange Plaza, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra.

The Annual Listing Fee as prescribed has been paid to the above stock exchanges.

7. The dividend on equity shares as recommended by the Board of Directors 25% on the share capital of the Company i.e. ₹0.50 per Equity Share of face value of ₹2/- each for the year ended 31st March 2017, if declared at the meeting, will be made payable on or after 30th July, 2017 to those members 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 or its R&TA on or before 19th July, 2017 or those, whose names appear as beneficial owners as at the end of business on 19th July, 2017 as per lists to be furnished by the depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited.

Shareholders are hereby informed that pursuant to Section 125 and Section 124 (5) of the Companies Act, 2013, the Company will be obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investor Education and Protection Fund (the "Fund") established by the Central Government. It may be noted that, no claim shall lie against the Company or Fund in respect of individual amounts of dividends remaining unclaimed and unpaid for a period of seven years from the date it became first due for payment and no payment shall be made in respect of any such claim.

8. The notice is being issued on 20.04.2017 pursuant to the provisions of the Investor Education and Protection fund Authority (Accounting, Audit, Transfer and refund) rules, 2016 ("the rules") which came into force from 7th September 2016 and the investor Education and Protection Fund Authority (Accounting, Audit, Transfer and refund) Amendment rules, 2017 ("the Amendment Rules") which came into force from 28th February 2017.

The Amendment Rules, amongst other matters, contain provisions for transfer of all shares in respect of which no dividend has been claimed by the shareholders for a consecutive period of seven years or more to the DEMAT account of Investor Education and Protection Fund ("IEPF").

Adhering to various requirements set out in the rules, the company has communicated individually to the shareholders whose shares are liable to be transferred to IEPF, Also, complete details of such shareholders has been uploaded on the Company's website at www.vinatiorganics.com.

Shareholders must note that both the unclaimed dividend and shares transferred to IEPF Authority including all benefits on such shares, if any can be claimed back by them from IEPF authority after following the procedure prescribed under these rules.

In case the Company does not receive any communication from the concerned shareholders by 31.05.2017, the company shall with a view to adhering with the requirements of the Rules, transfer the shares to the IEPF suspense account by the due date as per the procedure set out in the Rules. No claim shall lie against the Company in respect of unclaimed dividend amount and shares transferred to IEPF pursuant to the said Rules.

For any queries on the above matter, shareholders are requested to contact the Company's Registrar and Share transfer Agents: M/s. Sharex Dynamic India Pvt. Ltd. Unit: Vinati Organics Limited, Luthra Industrial Premises, Unit No.1, Safed Pool, Andheri- Kurla Road, Andheri (East), Mumbai – 400 072, Phone: 022-28515606/5644, Email: sharexindia@vsnl.com

9. Pursuant to the provisions of Section 124 of the Companies Act, 2013, as amended, dividend for the Financial Year 2009-2010 (Final) and the dividends for the subsequent years, which remain unpaid or unclaimed for a period of 7 years will be transferred to the Fund. Shareholders who have so far not encashed the dividend warrant(s) for the financial year 2009-2010 (Final) are requested to make their claim to the Secretarial Department at the Registered Office of the Company or the office of the R&TA on or before 25th July, 2017, failing which the unpaid/unclaimed amount will be transferred to the Fund as above, no claim shall lie against the Company or the Fund in respect of such amount by the Member.
10. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No. 17/2012 dated 23rd July, 2012 has directed companies to upload on the company's website information regarding unpaid and unclaimed dividend.

In terms of the Circular, the company has uploaded the details of unpaid and unclaimed dividend. The same can be viewed on www.mca.gov.in.

Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holdings in one folio. The Share Certificates will be returned to the Members after making requisite changes thereon.

11. a) Members are advised to avail of the facility for receipt of dividend through Electronic Clearing Service (ECS). The ECS facility is available at specified locations. Members holding shares in electronic form are requested to contact their respective DPs for availing ECS facility. Members holding shares in physical form are requested to download the ECS form from the website of the Company viz. www.vinatiorganics.com and the same duly filled up and signed along with a photocopy of a cancelled cheque may be sent to the Company or to its R&TA.

(b) Members who hold shares in electronic form and want to change/correct the bank account details should send the same immediately to their concerned DP and not to the Company. Members are also requested to give the MICR Code of their bank to their DPs. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. The said details will be considered, as will be furnished by NSDL/CDSL to the Company.

(c) The Securities and Exchange Board of India (SEBI) vide its Circular dated 21st March, 2013 provided that companies making cash payments to its investors shall use approved electronic mode of payment such as ECS, NECS, and NEFT etc. To enable usage of electronic payment instruments, companies are required to maintain requisite bank details of their investors:-

For securities held in Demat Mode, companies shall seek relevant bank details from the Depositories.

For securities held in Physical Mode, companies shall maintain updated bank details of its investors.

(d) Further, to avoid the incidence of fraudulent encashment of dividend warrants, Members are requested to intimate the Company under the signature of the Sole/First Joint Holder, the following information, so that the bank account number and name and address of the bank can be printed on the dividend warrants:

1. Name of Sole/ First Joint holder and Folio number.
2. Particulars of bank account, viz.
 - i) Name of the bank
 - ii) Name of branch
 - iii) Complete address of bank with Pin code
 - iv) Account type, whether saving (SB) or Current Account (CA)
 - v) Bank Account Number

12. Depository System:

The Company has entered into agreements with NSDL and CSDL. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository system offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

Members, therefore now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CSDL. Members are encouraged to convert their holdings to electronic mode.

13. Re-appointment of Directors:-

Section 152 of the Companies Act, 2013, provides inter alia that unless the articles provide for the retirement of all directors at every annual general meeting, not less than two-thirds of the total number of directors of a public company, or a private company which is a subsidiary of a public company, shall (a) be persons whose period of office is liable to determination by retirement of directors by rotation; and (b) save as otherwise expressly provided in the Act, be appointed by the Company in the general meeting.

14. Accordingly at the ensuing Annual General Meeting, Mr. Sunil Saraf and Mr. Mohit Mutreja retiring by rotation and being eligible offer themselves for re-appointment. The information or details pertaining to these Directors to be provided in terms of Clause 49 of the Listing Agreement with the Stock Exchange is furnished in the statement on Corporate Governance published in this Annual Report.

Details of Directors seeking re-appointment:

Particulars	Mr. Sunil Saraf	Mr. Mohit Mutreja
Date of Birth	14.02.1966	09.08.1982
Date of Appointment	15.06.1989	19.05.2009
Qualifications	B. Com.	<ul style="list-style-type: none"> • Bachelors in Science in Economics (Finance) from the Wharton School, University of Pennsylvania • Bachelors of Science in Computer Engineering from the School of Engineering and Applied Sciences. • 12 year experience in financial services and Risk management.
Directorships held in other public Company	1. Viral Alkalis Ltd.	NIL
Memberships / Chairman of committees of other public companies	1. Viral Alkalis Ltd.	NIL

Mr. Vinod Saraf, Ms. Vinati Saraf Mutreja and Ms. Viral Saraf Mittal are interested in the appointment of Mr. Sunil Saraf and Mr. Mohit Mutreja

15. The Annual Report of the Company for the year 2016-2017, circulated to the Members of the Company, is available on the Company's website viz. www.vinatiorganics.com. The Company does not have Subsidiary Company.
16. In terms of Circulars issued by the Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Transfer of Shares, Deletion of Name, Transmission of Shares and Transposition of Shares.
17. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance.
18. A recent amendment to the Listing Agreement with the stock exchange also permits sending the aforesaid documents through electronic mode to Members who have registered their email address with the Company for this purpose.
19. The Company supports the measures in the Green Initiative. Members are also requested to join the Company in this initiative by registering their Email ID with the Company or its RTA. A 'Green Initiative' Form can be downloaded from the Company's website viz. www.vinatiorganics.com to register the email id.
20. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the

Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 28th Annual General Meeting 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 will be provided by Central Depository Services Limited (CDSL).

The facility for voting through ballot paper shall be made available at the 28th AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"

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 instructions for voting electronically are enclosed and also details of which shall be uploaded on the website of the Company.

21. The Nomination Form (**Annexure II**) and Postal Ballot Form (Annexure III) have been enclosed herein.
22. Route Map giving directions to the venue of the meeting is annexed to the notice. **[Annexure IV]**

Registered Office:
B-12 & B-13/1, MIDC Industrial Area,
Mahad – 402 309, Dist. Raigad,
Maharashtra.

By order of the Board of Directors

Mumbai, 13th May 2017

Gunvant S. Singhi
Company Secretary cum Finance Controller

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013 RELATING TO FOLLOWING SPECIAL BUSINESS AS MENTIONED AT FOLLOWING ITEMS:**Item No. 5**

M/s. Karnavat & Co., Chartered Accountants (Firm Registration No. 104863W) were first appointed as auditors at Company's 2nd AGM held on 20th August, 1991. Currently, they are holding office of the auditors up to conclusion of the 28th AGM. As per second provision to Section 139(2) of the Companies Act, 2013, a transition period of three years from the commencement of the Companies Act, 2013 is provided to appoint a new auditor if the existing auditor's firm has completed two terms of five consecutive years. Accordingly, as per the said requirements of the Companies Act, 2013, M/s. M. M. Nissim & Co., Chartered Accountants (Firm Registration No. ICAI/FRN/107122W) are proposed to be appointed as auditors for a period of five years commencing from the conclusion of 28th AGM till the conclusion of the 33rd AGM, by shareholders, as may be applicable, in place of M/s. Karnavat & Co., Chartered Accountants. M/s. M. M. Nissim & Co., Chartered Accountants, have consented to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Audit Committee and the Board of Directors recommend the appointment of M/s. M. M. Nissim & Co., Chartered Accountants, as statutory auditors of the Company from the conclusion of the 28th AGM till the conclusion of 33rd AGM, to the shareholders. Subject to the ratification by the members of the Company at every General meeting as prescribed under Section 139(1) of the Companies Act, 2013.

Registered Office:
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Maharashtra.

Mumbai, 13th May 2017

Item No. 6

In order to comply with the provisions of the Companies Act, 2013, the Company needs to amend the title of Clause V of the Memorandum of Association. Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The relevant documents are available for inspection by the members during working hours in registered office of the Company.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

Item No. 7

The existing regulations 1 to 61 of the Articles of Association are replaced by the new set of regulations 1 to 93 and adopted as new set of Articles of Association. The modification in the Articles of Association is carried out to give effect to the provisions of the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The relevant documents are available for inspection by the members during working hours in registered office of the Company.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

By order of the Board of Directors

Gunvant S. Singhi
Company Secretary cum Finance Controller



Vinati Organics Limited

Regd. Off.: B-12 & B-13/1, MIDC Industrial Area, Dist. Raigad, Mahad – 402 309, Maharashtra, India
 CIN: L24116MH1989PLC052224, Tel No.: 022-61240444/428, Fax No.: 022-61240438
 Email : shares@vinatiorganics.com, Website : www.vinatiorganics.com

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) The voting period begins on 26.07.2017 at 9.00 a.m. and ends on 28.07.2017 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 (record date) of 22.07.2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and have cast your vote earlier for any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 100 then enter RA00000100 in the PAN field.
Dividend Bank Details OR	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please.
Date of Birth (DOB)	<p>Enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the relevant EVSN of VINATI ORGANICS LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for non-individual shareholders and custodians:-
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case of members receiving the physical copy:
- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on 26.07.2017 at 9.00 a.m. and ends on 28.07.2017 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 (record date) of 22.07.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com



Vinati Organics Limited

Annexure I

Regd. Off.: B-12 & B-13/1, MIDC Industrial Area, Dist. Raigad, Mahad – 402 309, Maharashtra, India
CIN: L24116MH1989PLC052224, Tel No.: 022-61240444/428, Fax No.: 022-61240438
Email : shares@vinatiorganics.com, Website : www.vinatiorganics.com

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19(3) of the Companies
(Management & Administration) Rules, 2014]

Name of the Member(s): _____

Registered address: _____

E-mail Id: _____

Folio No. / Client ID: _____

DP ID: _____

I/ We being the member(s) of _____ shares of the above named Company hereby appoint:

(1) Name: _____

Address: _____

E-mail Id: _____ or failing him;

(2) Name: _____

Address: _____

E-mail Id: _____ or failing him;

(3) Name: _____

Address: _____

E-mail Id: _____ or failing him;

as my/ our proxy to attend and vote (on a poll) for me/us and on my/belalf at the 28th Annual General Meeting of the Company to be held on Saturday, 29th July, 2017 at 12.00 noon at Registered Office of the Company at B-12 & B-13/1, MIDC Industrial Area, Dist. Raigad, Mahad – 402 309, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	RESOLUTIONS	For	Against
1.	Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors' thereon	Ordinary	
2.	Declaration of final dividend on equity shares	Ordinary	
3.	Re-appointment of Mr. Sunil Saraf (DIN: 00076887) as a Director of the Company	Ordinary	
4.	Re-appointment of Mr. Mohit Mutreja (DIN: 02666018) as a Director of the Company	Ordinary	
5.	Appointment of M/s. M. M. Nissim & Co., Chartered Accountants as the Statutory Auditor of the Company to hold office from the conclusion of this 28th AGM until the conclusion of the 33rd AGM, of the Company, subject to ratification by the Members or the Company at every General Meeting on such remuneration as shall be decided by the Board of Directors of the Company.	Ordinary	
6.	<p>"RESOLVED THAT pursuant to Sections 4, 13 and other applicable provisions of the Companies Act, 2013 if any, the existing Clause V of the existing Memorandum of Association be and is hereby substituted in its entirety by the following Clause numbered as Clause V –</p> <p>'The Capital of the Company is ₹15,00,00,000/- (Rupees Fifteen Crores Only) divided into ₹7,50,00,000/- (Rupees Seven Crores Fifty Lakhs Only) Equity Shares of ₹2/- (Rupees Two Only) each, with a power to increase or reduce in any manner including by buy back or in any other manner the Share Capital of the Company and to divide the shares in the capital for being into several classes and to attach thereto respectively such preferential deferred, qualified or special right privileges or conditions as may be determined and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may the time being be provided.'</p> <p>FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies of Mumbai."</p>	Special	
7.	<p>"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 61 with the new regulations 1 to 93, a copy of which is available from the Company on request be and is hereby adopted as new regulations of the Articles of Association of the Company.</p> <p>FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies of Mumbai."</p>	Special	

Signed this _____ day of _____ 2017

Signature of the Shareholder _____



Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note: 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.



Form No. SH-13 Nomination Form

Annexure II

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies
(Share Capital and Debentures) Rules 2014]

To,
Vinati Organics Limited
B-12 & B-13/1,
MIDC Industrial Area,
Dist. Raigad, Mahad – 402 309,
Maharashtra, India.

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio No	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S –

(a) Name: _____ (b) Date of Birth: _____
(c) Father's/Mother's/Spouse's name: _____
(d) Occupation: _____ (e) Nationality: _____
(f) Address: _____
(g) E-mail id: _____
(h) Relationship with the security holder: _____

(3) IN CASE NOMINEE IS A MINOR

(a) Date of birth: _____ (b) Date of attaining majority: _____
(c) Name of guardian: _____
(d) Address of guardian: _____

(4) PARTICULARS OF NOMINEE IN CASE MINOR NOMINEE DIES BEFORE ATTAINING AGE OF MAJORITY

(a) Name: _____ (b) Date of Birth: _____
(c) Father's/Mother's/Spouse's name: _____ (d) Occupation: _____
(e) Nationality: _____
(f) Address: _____
(g) E-mail id: _____
(h) Relationship with the security holder: _____
(i) Relationship with the minor nominee _____

Name: _____

Address: _____

Name of the Security Holder(s): _____

Signature: _____

Witness with name and address: _____



Vinati Organics Limited

Annexure III

Regd. Off.: B-12 & B-13/1, MIDC Industrial Area, Dist. Raigad, Mahad – 402 309, Maharashtra, India
CIN: L24116MH1989PLC052224, Tel No.: 022-61240444/428, Fax No.: 022-61240438
Email : shares@vinatiorganics.com, Website : www.vinatiorganics.com

BALLOT FORM

- 1) Name of the first named Shareholder (In block letters) :
- 2) Name(s) of the Joint Holder(s),
if any :
- 3) Postal Address :
- 4) Registered Folio No. / Client ID No.*
(*Applicable to investors holding Shares in dematerialized form) :
- 5) No. of Shares :

I/we hereby exercise my/our vote(s) in respect of the Resolutions enumerated below to be passed through postal ballot for the businesses stated in the notice of the Company dated 13.05.2017 by recording, my/our assent or dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

Sr. No	Particulars	Type of Resolution	No. of shares held	FOR I/We assent to the resolution	AGAINST I/We dissent to the resolution
1.	Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors' thereon	Ordinary			
2.	Declaration of final dividend on equity shares	Ordinary			
3.	Re-appointment of Mr. Sunil Saraf (DIN: 00076887) as a Director of the Company	Ordinary			
4.	Re-appointment of Mr. Mohit Mutreja (DIN: 02666018) as a Director of the Company	Ordinary			
5.	Appointment of M/s. M. M. Nissim & Co., Chartered Accountants as the Statutory Auditor of the Company to hold office from the conclusion of this 28th AGM until the conclusion of the 33rd AGM, of the Company, subject to ratification by the Members or the Company at every General Meeting on such remuneration as shall be decided by the Board of Directors of the Company.	Ordinary			

Sr. No	Particulars	Type of Resolution	No. of shares held	FOR I/We assent to the resolution	AGAINST I/We dissent to the resolution
6.	<p>“RESOLVED THAT pursuant to Sections 4, 13 and other applicable provisions of the Companies Act, 2013 if any, the existing Clause V of the existing Memorandum of Association be and is hereby substituted in its entirety by the following Clause numbered as Clause V –</p> <p>‘The Capital of the Company is ₹15,00,00,000/- (Rupees Fifteen Crores Only) divided into ₹7,50,00,000/- (Rupees Seven Crores Fifty Lakhs Only) Equity Shares of ₹2/- (Rupees Two Only) each, with a power to increase or reduce in any manner including by buy back or in any other manner the Share Capital of the Company and to divide the shares in the capital for being into several classes and to attach thereto respectively such preferential deferred, qualified or special right privileges or conditions as may be determined and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may the time being be provided.’</p> <p>FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies of Mumbai.”</p>	Special			
7.	<p>“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 61 with the new regulations 1 to 93, a copy of which is available from the Company on request be an is hereby adopted as new regulations of the Articles of Association of the Company.</p> <p>FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies of Mumbai.”</p>	Special			

Place :

Date :

(Signature of the Shareholder)

Note: Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. This Ballot form is provided for the benefit of members who do not have access to remote e-voting facility.
2. A member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and ballot shall be treated as invalid.
3. For detailed instructions on remote e-voting, please refer to the remote e-voting Notice.
4. The Scrutinizer will collate the votes downloaded from the remote e-voting system and votes received through ballot to declare the final result for each of the Resolutions forming part of the Notice convening the AGM of the Company.

PROCESS AND MANNER FOR MEMBERS OPTING TO VOTE BY USING THE BALLOT FORM

- a. Voting rights are reckoned on the basis of the shares registered in the names of the Members/Beneficial Owners as on 22.07.2017.
- b. Please complete and sign the Ballot form and return the form in the attached postage-prepaid self-addressed business reply envelope so as to reach the scrutinizer appointed by the Board of Directors of the Company on or before 28.07.2017 (5.00 p.m.) at the following address:

M/s. VKM & Associates,
Scrutinizer,
Vinati Organics Limited,
Parinee Crescenzo, 1102, 'A' Wing,
11th Floor, Plot No. C-38 & C-39, 'G' Block,
Behind MCA, Bandra-Kurla Complex,
Bandra (East), Mumbai 400051.
- c. The form should be signed by the member as per the specimen signature registered with the Company/

Depositories. In case of joint holding, the form should be completed and signed by the first named member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.

- d. In case the shares are held by companies, trusts, societies, etc., the duly completed Ballot form should be accompanied by a certified true copy of the relevant Board Resolution together with their specimen signatures authorizing their representative.
- e. A member may request for a duplicate Ballot form, if so required. However, duly filled in and signed duplicate form should reach the scrutinizer not later than the date and time specified in serial no.(b) above.
- f. Unsigned, incomplete, improperly or incorrectly tick marked Ballot forms will be rejected. The form will also be rejected, if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- g. The decision of the Scrutinizer on the validity of the Ballot form and any other related matter shall be final.
- h. The results declared alongwith Scrutinizer's Report shall be placed on the Company's website www.vinatiorganics.com and on the website of the Central Depository Services Limited <https://www.evotingindia.com> within three (3) days of the passing of the Resolutions at the AGM of the Company to be held on 29th July, 2017 and communicated to Bombay Stock Exchange Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.