# MEGHMANI
## ORGANICS LIMITED

CORPORATE OFFICE: "MEGHMANI HOUSE", Behind Safal Profitaire, Corporate Road, Prahladnagar, Ahmedabad-380 015. Gujarat, (INDIA) Phone No.: +91 79 71761000, 29709600 Fax: +91 79 - 29709605
E-mail: helpdesk@meghmani.com Site: www.meghmani.com CIN: L24110GJ1995PLC024052


29/06/2017

| | |
|---|---|
| National Stock Exchange of India Limited<br>"Exchange Plaza",<br>Bandra-Kurla Complex,<br>Bandra (East) Mumbai 400 051<br>**SCRIP CODE: MEGH.NS** | BSE Limited<br>Floor- 25, P J Tower,<br>Dalal Street,<br>Mumbai 400 001<br>**SCRIP CODE: 532865** |

Dear Sirs,

**Sub: - Notice of 23rd Annual General Meeting**

We refer to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and enclose herewith a copy of the Notice dated 22nd May, 2017 convening the 23rd Annual General Meeting of the Company to be held on 27th July, 2017 at Ahmedabad.

Thanking you.

**Yours faithfully,**
**For Meghmani Organics Limited**

**K D Mehta**
**Company Secretary**

# MEGHMANI ORGANICS LIMITED

**CIN L24110GJ1995PLC024052**

**Registered Office:** Plot No. 184, (Phase II), G.I.D.C. Industrial Estate, Vatva, Ahmedabad - 382 445.

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS** hereby given that **Twenty Third Annual General Meeting** of the Company will be held on **Thursday, 27th July, 2017 at 10.00 a.m.** at H T Parekh Convention Center, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad -380 015 to transact the following businesses:-

**ORDINARY BUSINESS:**

1. To receive, consider, and adopt:
   (i) the Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2017 together with report of the Board of Directors and Auditors thereon and
   (ii) the Audited Consolidated Financial Statement of the Company for the financial year ended on 31st March, 2017 together with report of Auditors thereon.
2. To declare a Dividend.
3. To appoint a Director in place of Mr. Natwarlal Patel (DIN 00027540), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Ramesh Patel (DIN 00027637), who retires by rotation and being eligible offers himself for re-appointment.
5. To consider and if thought fit to pass the following resolution with or without modification, if any, as an **Ordinary Resolution:-**

**APPOINTMENT OF AUDITORS AND JOINT AUDITORS AND FIX THEIR REMUNERATION:-**

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No. 324982E/E300003) be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s Khandwala & Khandwala, Chartered Accountants, the retiring Auditors) for a term of five years commencing from the Company's Financial Year 2017 to hold office from the conclusion of the 23rd Annual General Meeting of the Company till the conclusion of the 28th Annual General Meeting to be held in 2022 (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus service tax, out-of-pocket expenses etc. as may be mutually agreed upon and fix by the Board of Directors and the Auditors."

**"RESOLVED FURTHER THAT** Ernst & Young LLP, Chartered Accountants, Singapore, be and is hereby appointed as Joint auditors of the Company under the International Financial Reporting Standards (IFRS) (For Singapore Stock Exchange Listing Requirements) to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting at such remuneration as may be mutually agreed upon and fixed by the Board of Directors of the Company."

**SPECIAL BUSINESS:-**

6. To consider and if thought fit to pass the following resolution, with or without modifications, as **Special Resolution:**

**RECLASSIFICATION OF THE PROMOTER – PROMOTER GROUP**

**"RESOLVED THAT** pursuant to regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws and subject to the necessary approval from Securities and Exchange Board of India(SEBI), Stock Exchanges and other appropriate Statutory authorities as may be required, the consent of the members of the Company be accorded to reclassify the following members of Promoters/ Promoter group to the "Public" category, in the shareholding pattern being filed by the Company with the Stock Exchanges with effect from the date of this Special Resolution."

## NOTICE OF ANNUAL GENERAL MEETING

| Sr. No. | Name | No. of Shares | % | Relationship |
|---|---|---|---|---|
| 1 | Kiran M Patel | 790180 | 0.31 | Brother's Son |
| 2 | Lalitbhai Kantibhai Patel | 700000 | 0.28 | Brother's Son |
| 3 | Amitaben Kantibhai Patel | 500000 | 0.20 | Brother's wife |
| 4 | Gauriben Haribhai Patel | 420000 | 0.17 | Brother's wife |
| 5 | Praful Ganpatbhai Patel | 440355 | 0.17 | Brother's Son |
| 6 | Lalitbhai Kantibhai Patel (HUF) | 393836 | 0.15 | Brother's Son |
| 7 | Alpa Praful Patel | 398801 | 0.16 | Brother's Son's wife |
| 8 | Heta Kirankumar Patel | 282500 | 0.11 | Brother's Son's wife |
| 9 | Lilaben Ganpatbhai Patel | 330101 | 0.13 | Brother's wife |
| 10 | Hemlataben Mansukhbhai Patel | 300000 | 0.12 | Brother's wife |
| 11 | Anil Popatbhai Patel | 270000 | 0.11 | Brother's Son |
| 12 | Kavita Gaurang Patel | 270000 | 0.11 | Brother's Son's wife |
| 13 | Prashant Popatbhai Patel | 270000 | 0.11 | Brother's Son |
| 14 | Pinal Anilbhai Patel | 270000 | 0.11 | Brother's Son's wife |
| 15 | Kiran Mansukhbhai Patel (HUF) | 256000 | 0.10 | Brother's Son |
| 16 | Ravi Haribhai Patel | 200000 | 0.08 | Brother's Son |
| 17 | Nikunj Haribhai Patel | 214000 | 0.08 | Brother's Son |
| 18 | Jagrutiben Lalitbhai Patel | 145542 | 0.06 | Brother's Son's wife |
| 19 | Chandrika Balwantbhai Patel | 50000 | 0.02 | Brother's Married Daughter |
| | **Total** | **6501315** | **2.58** | |

**"RESOLVED FURTHER THAT** the aforementioned shareholders have fulfilled all the following necessary requirements for reclassification as required under Regulation 31 A of the SEBI (LODR) Regulations, 2015:

- ⇨ that none of the aforementioned shareholders have any special rights through formal or informal agreements;
- ⇨ that none of the aforementioned shareholders hold, individually or in aggregate, more than 10% of the paid-up Equity capital of the Company; and
- ⇨ that none of the aforementioned shareholders or any person nominated by them, shall act as Key Managerial Personnel for a period of more than 3 years from the date of shareholders' approval.

**"RESOLVED FURTHER THAT** after such reclassification following shall be the Promoters of the Company:-

| Sr. No. | Name | No. of Shares | % | Relationship |
|---|---|---|---|---|
| 1. | Jayantibhai Meghjibhai Patel | 17824390 | 7.01 | Promoter |
| 2. | Jayantibhai Meghjibhai Patel | 736000 | 0.29 | Promoter |
| 3. | Taraben Jayantilal Patel | 7360000 | 2.89 | Wife of Promoter |
| 4. | Maulik Jayantibhai Patel | 1270000 | 0.50 | Son of Promoter |
| 5. | Kruti Adesh Patel | 380000 | 0.15 | Daughter of Promoter |
| 6. | Ashishbhai Natawarlal Soparkar | 24585628 | 9.67 | Promoter |
| 7. | Ashishbhai N. Soparkar (HUF) | 127320 | 0.05 | Promoter |
| 8. | Deval A Soparkar | 410710 | 0.16 | Daughter of Promoter |
| 9. | Ruchi Ashishbhai Soparkar | 410710 | 0.16 | Daughter of Promoter |
| 10. | Kaushal Ashishbhai Soparkar | 1350800 | 0.53 | Son of Promoter |
| 11. | Natwarlal Meghjibhai Patel | 20539850 | 8.08 | Promoter |
| 12. | Natubhai Meghjibhai Patel | 5172280 | 2.03 | Promoter |
| 13. | Bhartiben Natubhai Patel | 2000000 | 0.79 | Wife of Promoter |

## NOTICE OF ANNUAL GENERAL MEETING

| Sr. No. | Name | No. of Shares | % | Relationship |
|---|---|---|---|---|
| 14. | Ankit Natubhai Patel | 3020865 | 1.19 | Son of Promoter |
| 15. | Disha Natubhai Patel | 1500000 | 0.59 | Daughter of Promoter |
| 16. | Rameshbhai Meghjibhai Patel | 15402392 | 6.06 | Promoter |
| 17. | Rameshbhai Meghjibhai Patel | 1020000 | 0.40 | Promoter |
| 18. | Kalpana Rameshbhai Patel | 1000000 | 0.39 | Wife of Promoter |
| 19. | Karana Rameshbhai Patel | 1932168 | 0.76 | Son of Promoter |
| 20. | Vaishakhi Rameshbhai Patel | 1000000 | 0.39 | Daughter of Promoter |
| 21. | Anandbhai Ishwarbhai Patel | 7750200 | 3.05 | Promoter |
| 22. | Anand Ishwarbhai Patel | 380000 | 0.15 | Promoter |
| 23. | Naynaben Anandbhai Patel | 2300000 | 0.90 | Wife of Promoter |
| 24. | Darshan Anandbhai Patel | 150000 | 0.06 | Son of Promoter |
| 25. | Ishwarbhai Meghjibhai Patel | 300000 | 0.12 | Father of Promoter |
| 26. | Kunverben Ishwarbhai Patel | 200000 | 0.08 | Mother of Promoter |
| 27. | Damini Narendra Patel | 91500 | 0.04 | Sister of Promoter |
| 28. | Hansaben Amrutbhai Patel | 81400 | 0.03 | Sister of Promoter |
| 29. | Kantibhai Meghjibhai Patel | 700000 | 0.28 | Brother of Promoter |
| 30. | Kantibhai Meghjibhai Patel | 780000 | 0.31 | Brother of Promoter |
| 31. | Haribhai Meghjibhai Patel | 435000 | 0.17 | Brother of Promoter |
| 32. | Ganpatbhai Meghjibhai Patel | 350000 | 0.14 | Brother of Promoter |
| 33. | Popatbhai Meghjibhai Patel (HUF) | 270000 | 0.11 | Brother of Promoter |
| 34. | Popatbhai Meghjibhai Patel | 225000 | 0.09 | Brother of Promoter |
| | **Total** | **121056213** | **47.62** | |

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director, or Company Secretary of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this resolution including filing of necessary forms / returns with the Ministry of Corporate Affairs / Stock Exchanges / other authorities concerned."

7. To Consider and if thought fit to pass the following resolution with or without modification as an **Ordinary Resolution:-**

**APPOINTMENT OF COST AUDITOR OF THE COMPANY FOR FY 2017-18**

**"RESOLVED THAT** in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 M/s. Kiran J Mehta & Co. Cost Accountants Ahmedabad (having Firm's Registration No. 000025), be and is hereby appointed as Cost Auditor of the Company for conducting the audit of the cost records of the Company for the Financial Year 2017-2018 at a remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per annum (apart from reimbursement of pocket expenses incurred for the purpose of Audit)."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Registered Office:**
**184, PHASE II, GIDC INDUSTRIAL ESTATE,**
**VATVA, AHMEDABAD 382 445**
**Date: 22nd May, 2017**

**By Order of the Board**
**K D MEHTA**
**COMPANY SECRETARY**
**FCS - 2051**

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
3. As per Section 105 of the Companies Act, 2013 and Rules 7.17 thereof a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% percent of the total share capital of the Company.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **20th July, 2017 to 27th July, 2017** (both days inclusive) for the purpose of Annual General Meeting.
6. If a dividend is declared at the Annual General Meeting, the payment of such dividend will be made to those Members of the Company whose names stand on the Register of Members of the Company on July 27, 2017. The dividend in respect of shares held in dematerialized form in the Depository System will be paid to the beneficial owners of shares as on July 19, 2017, as per the list provided by the Depositories for this purpose. The dividend will be payable on and from August 07, 2017.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, if any. **The Company or its Registrars cannot act on any request received directly from Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.**

   Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Registrar and Share Transfer Agent.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. **The Securities and Exchange Board of India (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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.**
11. Details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
12. Electronic copy of the Annual Report for 2016- 17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode.

## NOTES:

13. Electronic copy of the Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 23rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
14. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website **www.meghmani.com** for their download. The physical copies of the relevant documents mentioned in accompanying notice will be available at the Company's Registered Office in Ahmedabad for inspection during normal business hours on all working days except Saturdays till the date of Annual General Meeting.
15. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email ID: **helpdesk@meghmani.com**
16. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
17. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
18. **Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting so that the information required may be made available at the Meeting.**
19. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with **Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company.**
20. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be, transferred to the Investor Education and Protection Fund as per Section 125 of the Companies Act, 2013.
21. **Voting through electronic means**

    In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

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**The instructions for Shareholders voting electronically are as under:**

(I) The voting period begins on **24th July, 2017 at 9.00 AM and ends on 26th July, 2017 at 5 PM.** 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 **20th July, 2017,** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website **www.evotingindia.com.**

(iii) Click on Shareholders.

(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 voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

| | |
|---|---|
| PAN | **For Members holding shares in Demat Form and Physical Form**<br>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence Number. The Sequence Number will be intimated to such member by way of a letter. |
| Dividend Bank Details<br>OR<br>Date of Birth (DOB) | 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.<br>• If both the details are not recorded with the Depository or Company, please enter the member ID / Folio number in the Dividend Bank details field as mentioned in instruction (iv). |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach 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 **EVSN - 170622003 for Meghmani Organics Limited.**

(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.

**The instructions for Shareholders voting electronically (contd.)**

(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 same 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 IOS, Android and Window based mobiles. The m-Voting app can be downloaded from Google Play Store. 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 Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
- 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.

(xx) 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**.

**CONTACT DETAILS**

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|---|---|
| COMPANY | MEGHMANI ORGANICS LIMITED<br>"MEGHMANI HOUSE", B/H SAFAL PROFITAIRE,<br>CORPORATE ROAD, PRAHALADNAGAR,<br>AHMEDABAD- 380 015<br>E-MAIL:- **helpdesk@meghmani.com** |
| REGISTRAR AND TRANSFER AGENT | LINK INTIME INDIA PRIVATE LIMITED<br>C 101, 247 PARK, L.B.S.MARG,<br>VIKHROLI (WEST), MUMBAI - 400083.<br>Tel: +91 022 - 4918 6270, Fax: +91 22 4918 6060<br>E-MAIL :- **rrt.helpdesk@linkintime.co.in** |
| E-VOTING AGENCY | CENTRAL DEPOSITORY SERVICES [INDIA] LIMITED<br>E-MAIL: **helpdesk.evoting@cdslindia.com** |
| SCRUTINIZER | MR. MUKESH KHANDWALA – Chartered Accountants<br>M/S KHANDWALA & KHANDWALA<br>E-MAIL - **mukesh@khandwala.in** |

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# EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

**ITEM NO. 6- RECLASSIFICATION OF PROMOTER AND PROMOTER'S GROUP**

The Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, persons who are no longer desirous of being classified as Promoters of the Company, must submit a request to the Company stating the same, which has to be accepted by the Board of Directors and their request will then be acceded subject to the approval of the shareholders of the Company. The acceptance of the Board and the approval of the shareholders shall thereafter be sent to the Stock Exchange for their clearance in order to reclassify the shareholding pattern of the Company.

Meghamani Organics Limited when listed in 2007 has considered "Promoter and Promoter Group" on the basis of, Relatives as defined under Section 6 of the Companies Act, 1956, as under:-

| **List of Relative** | |
|---|---|
| (1) Father | (12) Son's daughter |
| (2) Mother (including step-mother) | (13) Son's daughter's husband |
| (3) Son (including step-son) | (14) Daughter's husband |
| (4) Son's wife | (15) Daughter's son |
| (5) Daughter (including step-daughter) | (16) Daughter's son's wife |
| (6) Father's father | (17) Daughter's daughter |
| (7) Father's mother | (18) Daughter's daughter's husband |
| (8) Mother's mother | (19) Brother (including step-brother) |
| (9) Mother's father | (20) Brother's wife |
| (10) Son's son | (21) Sister (including step sister) |
| (11) Son's son's wife | (22) Sister's husband |

The new Companies Act 2013 has revised the definition of relatives as under:-

| |
|---|
| (1) Members of HUF |
| (2) Husband & Wife |
| (3) Father ( provided that the term Father includes Step- Father) |
| (4) Mother ( provided that the term Mother includes Step- Mother) |
| (5) Son (Provided that the term "Son" includes the step-Son) |
| (6) Son's wife |
| (7) Daughter |
| (8) Daughter's husband |
| (9) Brother (Provided that the term "Brother" includes the step-brother) |
| (10) Sister (Provided that the term "Sister" includes the step-sister |

The Board at their meeting on 22nd May, 2017, deliberated on the aforesaid matter and noted that the following shareholders were included in the "Promoter Category" because they were relatives of Promoters at the time of IPO in 2007 and also noted that they have never participated in the day to day management of the Company and have not held any position as a director or a KMP in the Company.

# EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Therefore, considering the aforementioned grounds, the Board decided to accept the request of the following shareholders in order to declassify/remove them from the Promoter and Promoter group and consider under the category of Public.

| Sr. No. | Name | Sr. No. | Name |
|---|---|---|---|
| 1 | Kiran M Patel | 11 | Anil Popatbhai Patel |
| 2 | Lalitbhai Kantibhai Patel | 12 | Kavita Gaurang Patel |
| 3 | Amitaben Kantibhai Patel | 13 | Prashant Popatbhai Patel |
| 4 | Gauriben Haribhai Patel | 14 | Pinal Anilbhai Patel |
| 5 | Praful Ganpatbhai Patel | 15 | Kiran Mansukhbhai Patel (HUF) |
| 6 | Lalitbhai Kantibhai Patel (HUF) | 16 | Ravi Haribhai Patel |
| 7 | Alpa Praful Patel | 17 | Nikunj Haribhai Patel |
| 8 | Heta Kirankumar Patel | 18 | Jagrutiben Lalitbhai Patel |
| 9 | Lilaben Ganpatbhai Patel | 19 | Chandrika Balwantbhai Patel |
| 10 | Hemlataben Mansukhbhai Patel | | _____ |

In accordance with Regulation 31 A of the SEBI Listing Regulations, the said reclassification requires the approval of the Stock Exchanges, where the shares of the Company are listed. In terms of the procedure adopted by the Stock Exchanges for granting such approval, the Stock Exchanges, inter alia, require that the Company obtains the consent of the shareholders of the Company, for the reclassification.

Accordingly, the Board recommends the resolution set out at Item No. 6 for the approval of the shareholders of the Company by way of Special Resolution.

None of the KMP, Directors except Mr. Jayanti Patel, Mr. Natwarlal Patel, Mr. Ramesh Patel and their relatives is concerned or interested in the resolution set out at Item No. 6.

**ITEM NO. 7 - APPOINTMENT OF COST AUDITOR**

In accordance with the provisions of Section 148(2) and 148(3) of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor for audit of Cost Records of Certain Pigment and Agrochemicals products manufactured by the Company.

Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Kiran J Mehta & Co., Cost Accountants (Firm's Registration No. 000025) as a Cost Auditor for Cost Audit of certain Pigment and Agrochemicals Products manufactured by the Company for the year 1st April, 2017 to 31st March, 2018 on a remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) (apart from reimbursement of out-of pocket expenses incurred for the purpose of Audit) subject to approval of remuneration by the Members.

The Board of Directors recommend passing of the Ordinary Resolution at item Number 7 of the Notice. None of the Directors, Key Managerial Personnel and/or their relatives is concerned or interested in the Resolution.

**Registered Office:**
**184, PHASE II, GIDC INDUSTRIAL ESTATE,**
**VATVA, AHMEDABAD 382 445**
**Date: 22nd May, 2017**

**By Order of the Board**
**K D MEHTA**
**COMPANY SECRETARY**
**FCS - 2051**

## STATEMENT AS PER LISTING AGREEMENT WITH REGARD TO THE DIRECTORS PROPOSED FOR APPOINTMENT- REAPPOINTMENT:-

**(1) Mr. Natwarlal Patel: - DIN 00027540**

| | |
|---|---|
| Name | Mr. Natwarlal Meghjibhai Patel |
| Age | 63 years |
| Designation | Managing Director |
| Qualification | Master of Science (Msc) |
| Brief Profile | Mr. Natwarlal Meghjibhai Patel currently oversees the technical matters of the Agrochemicals divisions, as well as the International and Domestic marketing of Agrochemical products.<br>Mr. Natwarlal Patel has more than 39 years of experience in the Dyes and Pigments industry and more than 24 years of experience in the Agrochemicals industry. |
| Interest in Other Entities | 1) Meghmani Industries Limited<br>2) Meghmani Chemicals Limited<br>3) John Energy Limited<br>4) Gujarat State Export Corporation Limited<br>5) Meghmani Overseas FZE – Sharjah<br>6) Tapsheel Enterprises<br>7) Navratan Specialty Chemicals LLP<br>8) Uniworth Enterprises LLP |

**(2) Mr. Ramesh Patel: - DIN 00027637**

| | |
|---|---|
| Name | Mr. Ramesh Meghjibhai Patel |
| Age | 60 years |
| Designation | Executive Director |
| Qualification | Bachelors of Arts (BA) |
| Brief Profile | Mr. Ramesh Patel is currently in charge of overseeing purchases made by our Company (including Domestic purchases and Global imports) and is responsible for all liaisons between our company and government authorities or other regulatory bodies.<br>Mr. Ramesh Patel has more than 32 years of experience in the Pigments Industry and more than 21 years of experience in the Agrochemicals Industry. |
| Interest in Other Entities | 1) Meghmani Industries Limited<br>2) Meghmani Chemicals Limited<br>3) Uniworth Enterprises LLP |

**Registered Office:**
**184, PHASE II, GIDC INDUSTRIAL ESTATE,**
**VATVA, AHMEDABAD 382 445**
**Date: 22nd May, 2017**

**By Order of the Board**
**K D MEHTA**
**COMPANY SECRETARY**
**FCS - 2051**

# Form No. MGT-11
# Proxy form

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

CIN L24110GJ1995PLC024052

Name of the Company: **Meghmani Organics Limited**

Registered Office: Plot No. 184, Phase II, G.I.D.C., Vatva, Ahmedabad - 382 445.

| | |
|---|---|
| Name of the Member(s) | |
| Registered Address | |
| E-mail Id | |
| Folio No /DP ID & Client ID | |

I/We , being the member(s) holding _____shares of Meghmani Organics Limited hereby appoint

| | | |
|---|---|---|
| Name : | Name : | Name : |
| Address: | Address: | Address: |
| E-mail Id: | E-mail Id: | E-mail Id: |
| Signature, .....or failing him | Signature, .....or failing him | Signature, .....or failing him |

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the company, to be held on **Thursday 27th July, 2017 at 10.00 a.m. at H T Parekh Convention Center, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad -380 015** and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sr. No. | Description | No. of Shares held | I / We Assent the Resolution (FOR) | I / We Dissent the Resolution. (AGAINST) |
|---|---|---|---|---|
| 1 | **ORDINARY BUSINESS** Adoption of Standalone and Consolidated Financial Statement for the year ended on 31st March, 2017 | | | |
| 2 | Declaration of Dividend for FY 2016-17 | | | |
| 3 | Re-appointment of Mr. Natwarlal Patel, Director retiring by rotation | | | |
| 4 | Re-appointment of Mr. Ramesh Patel, Director retiring by rotation | | | |
| 5 | Appointment of Statutory Auditor and Joint Auditor | | | |
| | **SPECIAL BUSINESS** | | | |
| 6 | Reclassification of Promoter & Promoter Group | | | |
| 7 | Appointment of Cost Auditors of the Company for FY 2017-18 | | | |

Signed this _____ day of July, 2017

Signature of Shareholder:- _____ Signature of Proxy holder: - _____

**Affix Rs. 1 Revenue Stamps**

**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 commencement of the Meeting.

# MEGHMANI ORGANICS LIMITED

**CIN L24110GJ1995PLC024052**

**Registered Office:** Plot No. 184, (Phase II), G.I.D.C. Industrial Estate, Vatva, Ahmedabad - 382 445.

## ATTENDANCE SLIP

**To be handed over at the entrance of the Meeting Hall**

I hereby record my presence at Twenty Third Annual General Meeting of Meghmani Organics Limited held on **Thursday, 27, July, 2017 at 10.00 a.m.** at H T Parekh Convention Center, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad - 380 015

| | |
|---|---|
| Name of the Member(s) | |
| Registered Address | |

| DP ID | Client ID | No. of Shares Held |
|---|---|---|
| | | |

**Full Name of Shareholder (In block letters)** **Signature**

**Full Name of Proxy (In block letters)** **Signature**