

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



NOTICE

NOTICE is hereby given that the TWENTY SEVENTH ANNUAL GENERAL MEETING OF VINATI ORGANICS LIMITED (the "Company") will be held on Saturday, 6th August, 2016 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, 2016 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. Mohit Mutreja who retires by rotation at this meeting and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Sunil Saraf who retires by rotation at this meeting and being eligible, offers himself for reappointment.
5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

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

In this connection Section 197(1) of the Companies Act, 2013, provides interalia that the remuneration payable to the directors of the Company including any Managing Director or Whole Time Director shall be determined in accordance with and subject to the provisions of Section 198 either by the Articles of the company or by a resolution or if the Articles so require by a ordinary resolution passed by the company in General Meeting.

Considering his capabilities and rich experience to be beneficial for the company, the Board of Directors decided to recommend reappointment of Mr. Vinod Saraf as Managing Director for further term of 5 years w. e. f. 1st November 2015 in the Board Meeting held on 1st August, 2015, on the terms and condition stated in the resolution as under:

"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 31st 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 1st 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.

OR

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

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

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

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 1st 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."

Accordingly, this resolution has been proposed in terms of section 197 read with a Schedule V of The Companies Act, 2013.

The agreement between the Company and Mr. Vinod Saraf, providing the terms conditions of his appointment will be available for inspection by the members at the Registered Office of the Company on any working day between 11.00 a.m. and 1.00 p.m.

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

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

In this connection Section 197(1) of the Companies Act, 2013, provides interalia that the remuneration payable to the directors of the Company including any Managing Director or Whole Time Director shall be determined in accordance with and subject to the provisions of Section 198 either by the Articles of the company or by a resolution or if the Articles so require by a ordinary resolution passed by the company in General Meeting.

Considering her capabilities and rich experience to be beneficial for the company, the Board of Directors decided to recommend reappointment of Ms. Vinati Saraf Mutreja as Executive Director for further term of 5 years w. e. f. 20th May 2016, in the Board Meeting held on 1st August, 2015, on the terms and condition stated in the resolution as under:

"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 19th 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 20th 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.

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 1st 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."

Accordingly, this resolution has been proposed in terms of section 197 read with a Schedule V of The Companies Act, 2013.

The agreement between the Company and Ms. Vinati Saraf Mutreja, providing the terms conditions of her appointment will be available for inspection by the members at the Registered Office of the Company on any working day between 11.00 a.m. and 1.00 p.m.

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

Mumbai, 14th May 2016

By order of the Board of Directors

Singhi G. S.

Gurvant 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 No. 6 & 7 are annexed hereto.
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, but a proxy so appointed shall not have any right to speak at the meeting. 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 meeting.
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 Wednesday, the 27th July, 2016 to Saturday, the 6th August, 2016 (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. An Interim Dividend of Rs.3.50/- per equity share of face value of Rs.2/- each was declared on March 14, 2016 and paid on March 18, 2016.

The Board of Directors recommended further dividend on equity shares 25% on the share capital of the Company i.e. Re.0.50 per Equity Share of face value of Rs.2/- each for the year ended 31st March 2016, if declared at the forthcoming Annual General meeting, will be made payable on or after 7th August 2016 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 27th July, 2016 or those, whose names appear as beneficial owners as at the end of business on 27th July, 2016 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. Pursuant to the provisions of Section 124 of the Companies Act, 2013, as amended, dividend for the Financial Year 2008-2009 & 2009-2010 (Interim) 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 2008-2009 & 2009-2010 (Interim) 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 29th September, 2016 & 4th November, 2016 respectively, 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.
9. 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.

10. 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

11. 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.

12. 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.

13. Accordingly at the ensuing Annual General Meeting, Mr. Mohit Mutreja and Mr. Sunil Saraf 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. Mohit Mutreja	Mr. Sunil Saraf
Date of Birth	09.08.1982	14.02.1966
Date of Appointment	19.05.2009	15.06.1989
Qualifications	➤ 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. ➤ 10 year experience in financial services and Risk management.	B. Com.
Directorships held in other public Company	NIL	1. Viral Alkalies Ltd.
Memberships / Chairman of committees of other public companies	NIL	1. Viral Alkalies Ltd.

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

14. The Annual Report of the Company for the year 2015-2016, 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.
15. 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.
16. 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.

17. 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.
18. 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.
19. 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 27th 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 27th 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.

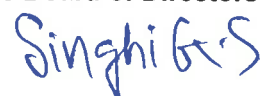
The instructions for voting electronically are enclosed and also details of which shall be uploaded on the website of the Company.

20. The Nomination Form (**Annexure I**) and Postal Ballot Form (**Annexure II**) have been enclosed herein.

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

Mumbai, 14th May 2016

By order of the Board of Directors



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. 6

Mr. Vinod Saraf was re-appointed as Managing Director of the Company for a period from 1st November 2010 to 31st October 2015 on the terms and conditions and remuneration approved by the members at the 22nd Annual General Meeting of the Company held on 30th July 2011.

Considering his capabilities and rich experience to be beneficial for the Company, the Board of Directors in its meeting held on 1st August 2015, decided to recommend re-appointment of Mr. Vinod Saraf as Managing Director for further term of 5 years w. e. f. 1st November 2015, on the terms and condition stated in the resolution appearing under special business.

In this connection Section 102(2) of the Companies Act, 2013 provides *inter alia* that the remuneration payable to the Directors of the Company including any Managing Director or Whole Time Director shall ~~be determined in accordance with~~ and subject to the provisions of Section 197 either by the Articles of the company or by a resolution or if the Articles so require by a Special Resolution passed by the company in General Meeting. Accordingly, this resolution has been proposed in terms of Section 309 read with Schedule XIII of the Act.

The agreement between the Company and Mr. Vinod Saraf providing the terms and conditions of his re-appointment is available for inspection by the members at the Registered Office of the Company on any working day between 11 a.m. and 1.00 p.m.

Except Ms. Vinati Saraf Mutreja, Ms. Viral Saraf Mittal, Mr. Mohit Mutreja and Mr. Sunil Saraf (being relatives) no other Director is interested in this resolution.

The Board recommends the Resolution of the Notice for acceptance by the members.

Mr. Vinod Saraf is concerned or interested in the resolution.

The Board recommends passing of the ordinary resolution.

None of the Director is interested or concerned in the resolution, except to the extent of their future probable option entitlements.

Item No. 7

Ms. Vinati Saraf Mutreja was re-appointed as Executive Director of the Company for a period from 20th May 2011 to 19th May 2016 on the terms and conditions and remuneration approved by the members at the 23rd Annual General Meeting of the Company held on 1st September 2012.

Considering her capabilities and rich experience to be beneficial for the Company, the Board of Directors in its meeting held on 1st August 2015, decided to recommend re-appointment of Ms. Vinati Saraf Mutreja as Executive Director for further term of 5 years w. e. f. 20th May 2016, on the terms and condition stated in the resolution appearing under special business.

In this connection Section 102(2) of the Companies Act, 2013 provides *inter alia* that the remuneration payable to the Directors of the Company including any Managing Director or Whole Time Director shall be determined in accordance with and subject to the provisions of Section 197 either by the Articles of the company or by a resolution or if the Articles so require by a Special Resolution passed by the company in General Meeting. Accordingly, this resolution has been proposed in terms of Section 309 read with Schedule XIII of the Act.

The agreement between the Company and Ms. Vinati Saraf Mutreja providing the terms and conditions of her re-appointment is available for inspection by the members at the Registered Office of the Company on any working day between 11 a.m. and 1.00 p.m.

Except Mr. Vinod Saraf, Ms. Viral Saraf Mittal, Mr. Mohit Mutreja and Mr. Sunil Saraf (being relatives) no other Director is interested in this resolution.

The Board recommends the resolution of the Notice for acceptance by the members.

Ms. Vinati Saraf Mutreja is concerned or interested in the resolution.

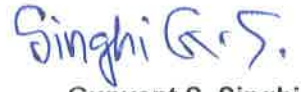
The Board recommends passing of the ordinary resolution.

None of the Director is interested or concerned in the resolution, except to the extent of their future probable option entitlements.

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

Mumbai, 14th May 2016

By order of the Board of Directors



Gunvant S. Singhi

Company Secretary cum Finance Controller

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) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - 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.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member ID/Folio No. in the dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant VINATI ORGANICS LIMITED on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://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, 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. (xvi) above to cast vote.

- (B) The voting period begins on 03.08.2016 at 9.00 a.m. and ends on 05.08.2016 at 5.00 p.m. During this period ~~period~~ shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 30.07.2016, 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.