

# Corrected Explanatory Statement Pursuant to Section 102 of The Companies Act, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts in respect of Item Nos. 4 to 10.

## Item No. 4:

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. N. Ritesh & Associates, Cost Accountants, to conduct the audit of the Cost records of the Company for the financial year ending March 31, 2019.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be approved by the Board of Directors and subsequently ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditor for the financial year ending March 31, 2019, as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are in any way concerned or interested, in the said resolution as set out at the Item No. 4 of the Notice for approval by the members.

The Board recommends this Ordinary Resolution as set out at Item No. 4 of the accompanying Notice for approval by the members.

## Item No. 5

Mr. Vinod Saraf was re-appointed as Managing Director of the Company for a period from 1st November 2015 on the terms and conditions and remuneration approved by the members at the 27th Annual General Meeting of the Company held on 6th August 2016.

A brief profile along with other details of Shri Vinod Saraf in compliance with Schedule V of the Companies Act, 2013 are provided below:

He has been able to develop a strong management team who work on formulation of strategy, expansion plan and other management policies under his able guidance. With his untiring efforts, focused attention and diligent work, he has been able to remain in touch with the management team on day to day basis.

Considering his capabilities and rich experience to be beneficial for the Company, the Board of Directors in its meeting held on 27th October, 2018, decided to recommend appointment of Mr. Vinod Saraf as whole Time Director and Chairman of the Board, designated as "Chairman & Executive Director" for term of 5 years

w. e. f. 27th October, 2018, on the terms and condition stated in the resolution appearing under special business.

Pursuant to the amendment provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 New Clause 17 (1 B), which is applicable with effect from 1st April 2020. and other applicable provisions if any, Shri Vinod Saraf will step down as Chairman of the Company and continue as Executive Director of the Company. w. e. f. 1st April 2020 onwards, if necessary.

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 197 read with Schedule V of the Act.

The Board of Directors at their meeting held on, 27th October, 2018 based on the recommendations of the Nomination and Remuneration Committee at their meeting held on 27th October, 2018, approved the payment of remuneration to be paid Shri Vinod Saraf, in accordance with the provisions of Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), for the period of Five years from 27th October 2018 To 26th October, 2023 subject to the approval of the shareholders at the ensuing Annual General Meeting.

The agreement between the Company and Mr. Vinod Saraf providing the terms and conditions of his 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. Vinati Saraf Mutreja, Ms. Viral Saraf Mittal and Mr. Sunil Saraf (being relatives) no other Director and KMP and their relatives are interested in this resolution.

The Board recommends the Resolution at item No.5 of the Notice for acceptance by the members.

The Board recommends passing of the ordinary resolution.

## Item No. 6

Ms. Vinati Saraf Mutreja was re-appointed as Executive Director of the Company for a period from 20th May 2016 on the terms and

conditions and remuneration approved by the members at the 27th Annual General Meeting of the Company held on 6th August 2016.

“Considering her capabilities and rich experience to be beneficial for the Company, the Board of Directors in its meeting held on 27th October, 2018 on recommendation of the Nomination and Remuneration Committee decided to recommend and appoint Ms. Vinati Saraf Mutreja as Managing Director and Chief Executive Officer for a term of five years from the 27th October, 2018 on the terms and conditions 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 197 read with Schedule V 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 Ms. Vinati Saraf Mutreja, Mr. Vinod Saraf, Ms. Viral Saraf Mittal, and Mr. Sunil Saraf (being relatives) no other Director and KMP and their relatives are interested in this resolution.

The Board recommends the resolution at item No.6 of the Notice for acceptance by the members.

The Board recommends passing of the ordinary resolution.

### Item No. 7

Ms. Viral Saraf Mittal was appointed as Whole Time Director designated as Director – Corporate Strategy of the Company for a period from 19th May 2014 to 18th May 2019 on the terms and conditions and remuneration approved by the members at the 20th Annual General Meeting of the Company held on 8th August 2015.

Considering her capabilities and rich experience to be beneficial for the Company, the Board of Directors in its meeting held on 11th May 2019, decided to recommend re-appointment of Ms. Viral Saraf Mittal as Director – CSR & Corporate Strategy for further term of 5 years w. e. f. 19th May 2019, on the terms and condition stated in the resolution appearing under special business at serial no.8.

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 197 read with Schedule V of the Act.

The agreement between the Company and Ms. Viral Saraf Mittal 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 Ms. Viral Saraf Mittal, Mr. Vinod Saraf, Ms. Vinati Saraf Mutreja, and Mr. Sunil Saraf (being relatives) no other Director and KMP and their relatives are interested in this resolution.

The Board recommends the Resolution at item No.7 of the Notice for acceptance by the members.

The Board recommends passing of the Ordinary Resolution.

### Item No. 8

Mrs. Mona Bhide is an Additional director (Independent) of your Company. Mrs. Mona Bhide holds a degree B. Com, LL.B. from University of Mumbai, LL.M. from Northwestern University, School of Law, Chicago is a Managing Partner of Dave & Girish & Co. and is also an Independent Director in GIC Housing Finance Limited and was appointed as an Additional Director with effect from October 27, 2018.

Pursuant to Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on 27th October, 2018 has appointed Mrs. Mona Bhide as an Additional Director (Independent Director) of the Company with immediate effect for a period of 5 (Five) consecutive years, not liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting. Mrs. Mona Bhide is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director. Accordingly, pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), the Board recommends the resolution in relation to appointment of Mrs. Mona Bhide as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 27th October, 2018 and shall not be liable to retire by rotation. Mrs. Mona Bhide will not be entitled for any remuneration except sitting fees for attending board meetings/committee meetings. Except Mr. Mona Bhide being appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Special Resolution set out at Item No. 8 of the accompanying Notice in the interests of the Company.

### Item No. 9:

Mr. Adesh Kumar Gupta is an Additional director (Independent) of your Company. Mr. Adesh Kumar Gupta is a member of The Institute of Chartered Accountants of India (ICAI) and is also an Independent Director in Zee Entertainment Enterprise Ltd, Essel Mutual Fund, besides some entities of Aditya Birla Group and other companies and was appointed as an Additional Director with effect from May 11, 2019.

Pursuant to Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on 11th May, 2019 has appointed Mr. Adesh Kumar Gupta as an Additional Director (Independent Director) of the Company with immediate effect for a period of 5 (Five) consecutive years, not liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting. Mr. Adesh Kumar Gupta is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has received a notice in writing from a Member proposing his candidature for the office of Independent Director. Accordingly, pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), the Board recommends the resolution in relation to appointment of Mr. Adesh Kumar Gupta as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 11th May, 2019 and shall not be liable to retire by rotation. Mr. Adesh Kumar Gupta will not be entitled for any remuneration except sitting fees for attending board meetings/committee meetings. Except Mr. Adesh Kumar Gupta being appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Special Resolution set out at Item No. 9 of the accompanying Notice in the interests of the Company.

### Registered Office:

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

Mumbai, 11<sup>th</sup> May 2019

### Item No. 10:

Dr. Prof. Mannepalli Lakshmi Kantam is an Additional director (Independent) of your Company. Dr. Prof. Lakshmi Kantam is a Professor of Green Chemistry and sustainability Engineering Department of Chemical Engineering Institute of Chemical Technology and is also an Independent Director in Godavari Biorefineries Limited, Indo Amines Limited, and other companies and was appointed as an Additional Director with effect from May 11, 2019.

Pursuant to Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on 11th May, 2019 has appointed Dr. Prof. Mannepalli Lakshmi Kantam as an Additional Director (Independent Director) of the Company with immediate effect for a period of 5 (Five) consecutive years, not liable to retire by rotation, subject to the approval of the shareholders at the ensuing Annual General Meeting. Dr. Prof. Mannepalli Lakshmi Kantam is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has received a notice in writing from a Member proposing her candidature for the office of Independent Director. Accordingly, pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), the Board recommends the resolution in relation to appointment of Dr. Prof. Mannepalli Lakshmi Kantam as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from 11th May, 2019 and shall not be liable to retire by rotation. Dr. Prof. Mannepalli Lakshmi Kantam will not be entitled for any remuneration except sitting fees for attending board meetings/committee meetings. Except Dr. Prof. Mannepalli Lakshmi Kantam being appointee, none of the Directors and/or Key Managerial Personnel or their relatives, are interested or concerned in the resolution. The Board recommends the Special Resolution set out at Item No. 10 of the accompanying Notice in the interests of the Company.

By order of the Board of Directors

**Milind A Wagh**  
Company Secretary

## Annexure- A

The details of Director seeking appointment / re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India, are furnished below: -

Name of Director	Mr. Vinod Saraf	Ms. Vinati Saraf Mutreja	Ms. Viral Saraf Mittal
DIN	00076708	00079184	02666028
Date of birth	16.06.1950	03.05.1984	28.10.1986
Date of appointment	15.06.1989	20.05.2006	19.05.2009
Expertise in specific Professional areas	Mr. Vinod Saraf is the founder of Vinati Organics Ltd. He has 47 years of previous industrial experience with Bhilwara Group, Modern Syntex (I) Ltd. and Grasim Industries Ltd. As Vice President of Chemicals division of Grasim industries he was responsible for identification of chemical/ petrochemical projects, technical tie-up and feasibility studies etc. During this period he was involved in the implementation of the gas based sponge iron project of Grasim. Subsequently he was nominated as "Managing Director (Finance and Administration)" on the Board of Directors of Mangalore Refi y&PetrochemicalsLtd.	Ms. Vinati Saraf Mutreja joined Vinati Organics Ltd. in 2006. Prior to joining Vinati Organics, Ms. Vinati worked as a Consultant for Mercer Oliver Wyman, a New York based consulting firm specializing in financial services and risk management. She also worked as summer analyst at Insight Venture Partners in New York and Citibank in Mumbai.	Ms. Viral Saraf Mittal joined Vinati Organics Ltd. in 2009. Prior to joining Vinati Organics, Ms. Viral Saraf Mittal worked as Headed a project called DMA (direct marketing agent) Fraud to find out the DMAs who might indulge in fraudulent behavior or make false promises to ICICI Bank. Found the attrition rate of the accounts on book region/city/ surrogate club/surrogate/logo wise. Worked with MBA students to present a project report on DMA Fraud.
Qualification	Management graduate from BITS	Bachelor of Science in Economics and Bachelor of Science in Engineering from University of Pennsylvania, Philadelphia, PA	Bachelor of Science in Economics and Bachelor of Arts in Economics from University of Pennsylvania, Philadelphia, PA
List of other Indian Public Limited Companies in which Directorship held as on March 31, 2019	Nil	Nil	Nil
Chairman/ Member of the Committee of Board other Public Limited Companies as on March 31, 2019	Nil	Nil	Nil
Terms and conditions of Appointment/ Re-appointment	As Per Agreement	As Per Agreement	As Per Agreement
Remuneration last drawn (including sitting fees, if any)	138.60 Lakhs	104.62 Lakhs	59.00 Lakhs
Remuneration proposed to be paid	As Per Agreement	As Per Agreement	As Per Agreement
Number of Meetings of the Board attended during the Year	4	4	3
Number of Shares held in the Company as at March 31, 2019	69,50,291	6,05,310	5,21,183
Relationship between Directors inter-se	Promoter	Promoter	Promoter

Name of Director	Mrs. Mona Bhide	Mr. Adesh Kumar Gupta	Dr. Prof. Mannepalli Lakshmi Kantam
DIN	05203026	00020403	07831607
Date of birth	17.04.1963	11.09.1956	04.03.1955
Date of appointment	28.10.2018	11.05.2019	11.05.2019
Expertise in specific Professional areas	Managing Partner of Dave & Girish & Co., a Law Firm focusing on International Finance & Corporate Laws. She is also Advisor to various Banks and Financial Institutions	Over three and a half decade of experience working exclusively with the Aditya Birla Group out of which last 15-20 years in various senior leadership roles, last one being the Whole time Director and CFO of Grasim and Director – UltraTech, in the capacity as Business. Have been associated with diff erent businesses / companies of the group including Grasim, UltraTech, Aditya Birla Nuvo, Pulp & Fiber Birla Global Finance and Indian Rayon	Dr. Prof. Mannepalli Lakshmi Kantam has 32 years of experience in the research, design and development of catalysts for innovative green and economical processes for chemical industry. Dr. Prof. Mannepalli Lakshmi Kantam served as Director at CSIR-IICT, Hyderabad. Considering her huge experience of the chemical industry & criteria of Independent Director, the Board proposed her appointment as Independent Director.
Qualification	B. Com, LL.B. from University of Mumbai, LL.M. from Northwestern University, School of Law, Chicago	B.Com, FCA, FCS, AMP (Harward)	B.Sc., M.Sc. & Ph.D.
List of other Indian Public Limited Companies in which Directorship held as on March 31, 2019	1) GIC Housing Finance Limited	1) Zee Entertainment Enterprises Limited 2) Essel Finance Business Loans Limited 3) Essel Finance AMC Limited 4) Care Ratings Ltd. 5) Aditya Birla Insurance Brokers Limited	1. Indo Amines Limited 2. Godavari Biorefineries Limited
Chairman/ Member of the Committee of Board other Public Limited Companies as on March 31, 2019	Nil	1) Zee Entertainment Enterprises Limited 2) Essel Finance Business Loans Limited 3) Essel Finance AMC Limited 4) Care Ratings Ltd.	1. Godavari Biorefineries Limited
Terms and conditions of Appointment/ Re-appointment	Independent Director - 5 years w. e. f. 27th October, 2018.	Independent Director - 5 years w. e. f. 11th May, 2019.	Independent Director - 5 years w. e. f. 11th May, 2019.
Remuneration last drawn (including sitting fees, if any)	1 Lakh	Nil	Nil
Remuneration proposed to be paid	Nil	Nil	Nil
Number of Meetings of the Board attended during the Year	3	1	1
Number of Shares held in the Company as at March 31, 2019	Nil	Nil	Nil
Relationship between Directors inter-se	N/A	N/A	N/A

**Registered Office:**

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

Mumbai, 11th May 2019

By order of the Board of Directors

**Milind A Wagh**  
Company Secretary





# 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:-

- (i) The voting period begins on 24th July, 2019 at 9 a.m. and ends on ends on 26th July, 2019 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 20<sup>th</sup> July, 2019 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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 8 digits of the sequence number in the PAN field.</li> <li>• 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR 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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (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 for the relevant <Company Name> 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).





# Vinati Organics Limited

Annexure I

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

CIN: L24116MH1989PLC052224, Tel No.: 022-61240444 / 0428, Fax No.: 022-61240438

Email : shares@vinatiorganics.com, Website : www.vinatiorganics.com

## FORM NO MGT-11

## 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/belhalf at the 30th Annual General Meeting of the Company to be held on Saturday, 27th July, 2019 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
Ordinary Business			
1	Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2019 together with the reports of the Board of Directors and Auditors' thereon		
2	Declaration of final dividend on equity shares		
3	Re-appointment of Mr. Sunil Saraf (DIN: 00076887) as a Director of the Company		
Special Business			
4	Ratification of the remuneration payable to M/s. N. Ritesh & Associates., Cost Accountants (Firm's Registration No. 100675) for the Financial Year 2019-20.		
5	Appointment and Payment of Remuneration to Shri Vinod Saraf (holding DIN: 00076708), as Chairman & Executive Director of the Company for the period from 27th October, 2018 to 26th October, 2023.		
6	Appointment and Payment of Remuneration to Ms. Vinati Saraf Mutreja (holding DIN: 00079184), as a Managing Director and CEO of the Company for the period from 27th October, 2018 to 26th October, 2023		
7	Re-appointment and Payment of Remuneration to Ms. Viral Saraf Mittal (holding DIN: 02666028), as a Director-CSR & Corporate Strategy of the Company for the period from 19th May, 2019 to 18th May, 2024.		
8	Appointment of Ms. Mona Bhide (DIN: 05203026) as a Non-Executive & Independent Director of the Company.		
9	Appointment of Mr. Adesh Kumar Gupta (DIN: 00020403), as a Non-Executive & Independent Director of the Company.		
10	Appointment of Dr. Prof Mannepalli Lakshmi Kantam (DIN: 07831607) as a Non-Executive & Independent Director of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of the Shareholder \_\_\_\_\_

Affix  
Revenue  
Stamp

\_\_\_\_\_  
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

Annexure II

## Nomination Form

[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. Office: B-12 & B-13/1, MIDC Industrial Area, Dist. Raigad, Mahad – 402 309, Maharashtra, India  
CIN: L24116MH1989PLC052224, Tel No.: 022-61240444 / 0428, 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 ballot form for the businesses stated in the notice of the Company dated 11.05.2019 by recording, my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Particulars	Type of Resolution	No. of shares held	FOR	AGAINST
				I/We assent to the resolution	I/We dissent to the resolution
1.	Adoption of the audited financial statements of the Company for the financial year ended 31st March, 2019 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	Ratification of the remuneration payable to M/s. N. Ritesh & Associates., Cost Accountants (Firm's Registration No. 100675) for the Financial Year 2019-20.	Ordinary			
5	Appointment and Payment of Remuneration to Shri Vinod Saraf (holding DIN: 00076708), as Chairman & Executive Director of the Company for the period from 27th October, 2018 to 26th October, 2023.	Ordinary			
6	Appointment and Payment of Remuneration to Ms. Vinati Saraf Mutreja (holding DIN: 00079184), as a Managing Director and CEO of the Company for the period from 27th October, 2018 to 26th October, 2023	Ordinary			
7	Re-appointment and Payment of Remuneration to Ms. Viral Saraf Mittal (holding DIN: 02666028), as a Director-CSR & Corporate Strategy of the Company for the period from 19th May, 2019 to 18th May, 2024.	Ordinary			
8	Appointment of Ms. Mona Bhide (DIN: 05203026) as a Non-Executive & Independent Director of the Company.	Special			
9	Appointment of Mr. Adesh Kumar Gupta (DIN: 00020403), as a Non-Executive & Independent Director of the Company.	Special			
10	Appointment of Dr. Prof. Mannepalli Lakshmi Kantam (DIN: 07831607) as a Non-Executive & Independent Director of the Company.	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 20.07.2019.
- 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 26.07.2019 (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 **27th July, 2019** and communicated to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed.





# Route Map to the AGM Venu



