



VINATI ORGANICS LIMITED

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

Phone - +91-22-61240444/28, Fax - +91-22-61240438

CIN: L24116MH1989PLC052224, Email: vinati@vinatiorganics.com, Website: www.vinatiorganics.com

NOTICE OF POSTAL BALLOT

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings (“**SS-2**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable laws and regulations, that it is proposed to seek the consent of the members “**Members**”) of Vinati Organics Limited (“**Company**”), for the resolutions appended below, through postal ballot using Postal Ballot Form /remote electronic voting (“**E-voting**”).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended along with a postal ballot form (“Postal Ballot Form”). Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, at its meeting held on January 30, 2019, has appointed Mr. Vijay Kumar Mishra (Membership No. FCS 5023) of M/s. VKM & Associates, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and printed overleaf of the Postal Ballot Form and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 p.m. (IST) on Tuesday, March 12, 2019. Postal Ballot Forms received after that date will be strictly treated as if a reply from such Member has not been received.

In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes and printed overleaf of the Postal Ballot Form for casting of votes by e-voting.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any person authorized by him. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot. The said results would be displayed at the Registered Office of the Company, intimated to the National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website www.vinatiorganics.com and on the website of Central Depository Services (India) Limited (CDSL) www.evotingindia.com.

SPECIAL BUSINESS

Item No.1

TO CONSIDER THE RE-APPOINTMENT OF MR. R. K. SARASWAT AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 effective from April 1, 2019 and other applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of shareholders of the Company be and is hereby granted to the Company for appointment of Shri R. K Saraswat (DIN: 00015095), who was appointed as an Independent Director of the Company and holds the office of Independent Director up to the end of financial year ended as on March 31, 2019, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of one year w. e. f. 1st April, 2019 to 31st March, 2020 and he shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution.”

By order of the Board
For Vinati Organics Limited

Date: 30th January 2019

Place: Mumbai

Milind Wagh
Company Secretary

Notes:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the proposed resolution is annexed hereto.
2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice will be available on the Company's website, www.vinatiorganics.com and on the website of Central Depository Services (India) Limited (CDSL) www.evotingindia.com.
3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, February 1, 2019 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide e-voting facility to its Members.
5. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member cast his votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
6. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Tuesday, March 12, 2019.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed overleaf on the Postal Ballot Form and return the said Form duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than by 5.00 p.m. (IST) on Tuesday, March 12, 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballot Forms, if sent by courier or registered / speed post or deposited personally at the address given on the self-addressed Business Reply Envelope, at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. (IST) on Tuesday, March 12, 2019, it will be considered that no reply from the Member has been received. Additionally, please note that the Postal Ballot Forms shall be considered invalid if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/ or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/ or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
9. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Form may download the Postal Ballot Form attached in the e-mail or from the Company's website www.vinatiorganics.com and send the duly completed and signed Postal Ballot Form to the Scrutinizer so as to reach on or before 5.00 p.m. (IST) Tuesday, March 12, 2019.
10. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its registered office or download the Postal Ballot Form from the Company's website, www.vinatiorganics.com.
11. In the event of any grievance relating to E-voting, the Members / Beneficial Owners may contact the following: Mr. Rakesh Dalvi CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatal Mills Compound ,N. M. Joshi Marg, Lower Parel, Mumbai 400 013., e-mail:helpdesk.evoting@cdslindia.com, Helpdesk: 1800 22 5533.
12. All the material documents referred to in the explanatory statement are available for inspection at the registered office of the Company on any working day, except Saturday and holiday, between 11:00 a.m. (IST) to 1:00 p.m. (IST) from the date of dispatch of notice till Tuesday, March 12, 2019.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 11.02.2019 at 9 a.m. and ends on 12.03.2019 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 01.02.2019 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.
- (iii) Click on Shareholders / Members
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and 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:

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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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"> 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 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 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 linked in the login 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.

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

EXPLANATORY STATEMENT
Pursuant to Section 102 of the Companies Act, 2013 (“Act”)

Re-Appointment of Shri. R. K. Saraswat as an Independent Director

As per the Report submitted by Uday Kotak Committee to the Securities and Exchange Board of India (SEBI) on recommendation for amendments to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”), SEBI vide its Notification dated May 9, 2018 notified Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018. The said Amendment Regulation also includes an amendment to Regulation 17 of the said LODR wherein a new Sub Regulation 17(1A) has been introduced with effect from April 1, 2019 which reads as under:

“No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.”

Shri. R. K. Saraswat is an Independent Non-Executive Director of the Company. He is the Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee of the Board of Directors of the Company. He joined the Board of Directors of the Company on 24th January, 2011 as an additional director. His appointment was confirmed in the next Annual General Meeting of the Company held on 30th July, 2011. He has held the office of an Independent Non-Executive Director of the Company since 24th January, 2011 for a period of 5 (five) consecutive years as per Section 149 (10) of the Companies Act, 2013 from 1st April, 2014 to 31st March, 2019 (“first term”), as approved by the Members of the Company at the Annual General Meeting of the Company held on 9th August, 2014. He has also attained the age of seventy-five (75) years.

As per the aforementioned LODR regulation, approval from the members by way of a Special Resolution is required to enable them to reappoint as Independent Directors after April 1, 2019.

Shri. R. K. Saraswat is hugely experienced in corporate matters and he has been actively involved in all matters brought before the Board of Directors of the Company (‘the Board’) from time to time. His advice has always benefited the Company and the Board.

In view of the aforesaid regulation, the Board and its Nomination and Remuneration Committee have recommended appropriate Resolutions for continuation of appointment of Shri. R. K. Saraswat as an Independent, Non Executive Directors.

Copy of the draft letter of appointment proposed to be issued to Mr. R. K. Saraswat setting out the terms and conditions of his appointment is available for inspection by the Members at the registered office of the Company during the office hours on all the working days except Saturdays, Sundays and public holidays.

A brief profile along with other details of the Independent Directors are as follows:

Name of the Director	Mr. R. K. Saraswat
Date of Birth & Age	17.04.1938 & 80 Years
Director Identification Number	00015095
Date of Joining the Board	24.01.2011
Profile of the Director	Qualified Chartered Accountant having 50 years of working experience. His knowledge and experience will be of immense help to the Company.
No. of shares held in the Company	NIL
Directorships and Committee memberships in other companies*	1. Datamatics Global Services Ltd. 2. Priya Ltd. 3. Priya International Ltd. 4. Lumina Datamatics Ltd.

Shri. R. K. Saraswat be deemed to be concerned or interested in the respective resolution of his re-appointment. None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the respective resolution in the accompanying Notice.

The Board recommends the above Resolutions as set out at Item No. 1 respectively of the Notice for approval by the Members.

By order of the Board
For Vinati Organics Limited

Date: 30th January 2019

Place: Mumbai,

Registered office:

B-12 & B-13/1, MIDC Indl. Area, Mahad-402309,

Dist. Raigad, Maharashtra, India,

CIN: L24116MH1989PLC052224

Tel: +91-22-61240444/28; Fax: +91-22-61240438

E-mail: vinati@vinatiorganics.com; website: www.vinatiorganics.com

Milind Wagh
Company Secretary