

**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**POSTAL BALLOT FORM**

(Kindly refer to the instructions specified overleaf before filling the form)

Sr. No.

- (1) Name and Registered address of the :
sole / first named Member/
Beneficial Owner
- (2) Name(s) of the Joint holder(s) if any :
- (3) Registered Folio No. / DPID :
No./Client ID No.*
(*applicable to Members holding
Shares in dematerialized form)
- (4) No. of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Ordinary /Special Resolution(s) as proposed to be passed through Postal Ballot for the business stated in the Notice of the Company dated November 12, 2019, by sending my/our assent or dissent to the said Resolution by placing tick (√) mark at the appropriate box below. (Tick in both the boxes would render your Ballot invalid)

Sr. No.	Description	Type of Resolution	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution(s) (AGAINST)
1.	Subdivision of Equity Shares of the Company.	Special Resolution			
2.	Amendment of the Capital Clause of the Memorandum of Association of the Company.	Ordinary Resolution			
3.	Amendment of Article 6 of the Articles of Association of the Company.	Special Resolution			
4.	VOL Employee Stock Option Plan 2019'	Special Resolution			

Place:

Date:

(Signature of the Member/ Power of Attorney holder)

ELECTRONIC VOTING PARTICULARS The e-voting facility is available at the link <https://www.evotingindia.com>. The electronic voting particulars are set out as follows: EV

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

EVSN (Electronic Voting Sequence Number)	USER ID	PASSWORD

The E-voting facility will be available during the following period:

Commencement of E-voting	End of E-voting
Tuesday, November 26, 2019 from 9.00 a.m.	Wednesday, December 25, 2019 at 5.00 p.m.

Notes:

1. Last date for receipt of Postal Ballot Forms by Scrutinizer is Wednesday, 25.12.2019.
2. Please return Postal Ballot form in the postage prepaid self-addressed envelope enclosed herewith.
3. Please read the instructions carefully printed overleaf before exercising your vote.
4. Please follow steps for e-voting procedure as printed in the Instructions carefully before exercising your vote or login to <https://www.evotingindia.com>.

INSTRUCTIONS

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules") as amended, Members who have registered their e-mail IDs with depositories or with the Company for communication purposes are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal ballot along with physical form through permitted means along with a postage prepaid self addressed Business Reply Envelope. The details of dispatch will be published in the newspaper.
2. The self-addressed envelope bears the address of the scrutinizer i.e. Mr. Vijay Kumar Mishra, Scrutinizer, Unit: Vinati Organics Limited, 24/26, Bomanji lane, Ground Floor, Behind Fort Fire Brigade, Fort, Mumbai- 400 001.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members or List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of Tuesday, 19.11.2019 i.e. "the cut-off date".
4. Members whose names appear on the Register of Members/ List of Beneficial Owners as on Tuesday, 19.11.2019 will be considered for the purpose of voting.
5. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. In case a Member to whom Postal Ballot Notice is being sent in electronic form and is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to shares@vinatiorganics.com. The Company /Registrar and Transfer Agent shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Tuesday, 19.11.2019.
9. In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and any amendments thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, the Members are informed that the Company is offering 'e-voting' facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting. E-voting is optional and Members shall have the option to vote either through e-voting or through Postal Ballot Form. The detailed procedure with respect to e-voting is mentioned in the notice.
10. The Members are requested to note that: a) the e-voting period will commence from 9:00 a.m. (IST) on Tuesday, 26.11.2019 and end at 05:00 p.m. (IST) on Wednesday, 25.12.2019. Please note that e-voting module will be disabled for Voting after the said time and date. Once the Vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. During the period, shareholders holding shares either in physical form or in dematerialized form as on the cut-off date, Tuesday, 19.11.2019 (EOD) may cast their votes electronically. b) Similarly, duly completed Postal Ballot Form should reach the Scrutinizer before 5:00 p.m. (IST) on Wednesday, 25.12.2019 Postal Ballot Forms received after the said time and date will be strictly treated as if the reply from such Members has not been received.
11. The postal ballot form shall be considered invalid on any of the following grounds:
 - a. A form other than one issued by the company has been used.
 - b. The form has not been signed by or on behalf of the member.
 - c. If the Member's signature does not tally, or if the Postal Ballot Form is not signed as per the process mentioned above;
 - d. If the Member has marked his / her / its vote both 'FOR' and 'AGAINST' in the Postal Ballot Form in such a manner that the aggregate shares voted 'FOR' and 'AGAINST' exceeds the total number of shares held;
 - e. It is not possible to determine without any doubt the assent or dissent is mentioned or neither assent nor dissent is mentioned.
 - f. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member.
 - g. The envelope containing the Postal Ballot form is received after the last date prescribed.
 - h. The Postal Ballot form, signed in a representative capacity, is not accompanied by a certified copy of the Board Resolution / authorization of relevant specific authority.
 - i. Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - j. If the ballot paper is received, torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the identity of the Member or the number of votes or as to identify whether the votes cast are in favour or against or inability of the signature to be verified or on one or more of the above grounds.
12. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
13. The results of the Postal Ballot will be declared at the Corporate Office of the Company as specified in the Postal Ballot Notice. The same will be displayed on the Company's website at www.vinatiorganics.com for Information of the Members, besides being communicated to the Stock Exchange(s) on which the shares of the Company are listed.