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49th Annual General Meeting will be held on Tuesday, the 30th September, 2014 at 4.00 p.m. at Ruby Hall, Ground Floor, Hotel Parle International, Near Vile Parle Station, Vile Parle (East), Mumbai – 400 057.

BOARD OF DIRECTORS**MR. SUDHIR A. SATHE**

Chairman (Independent Director)

MR. R. K. SHAH

Vice Chairman & Managing Director

MR. VINAY S. JOG

Independent Director

MS. ASWINI LAD (CA)

Independent Director
(Appointed w.e.f 30th May, 2014)

MR. ABHAY R. SHAH

Joint Managing Director

MR. AJAY R. SHAH

Whole Time Director

MR. MANOJ V. MEHTA

Whole Time Director

MR. SUDHIR R. SHAH

Company Secretary

REGISTERED OFFICE

Unit No. 405,
Atlanta Estate Premises Co-op. Soc. Ltd., Vith Bhatti,
Goregaon (East), Mumbai – 400 063
Email for Investors' grievances :
organiccoatingsltd@organiccoatingsltd.com

FACTORY

Block No. 395, 437, 450, Village Umraya,
Taluka Padra, Dist. Vadodara - 391 440, Gujarat State.

BANKERS

Bank of Maharashtra
S. P. Road Branch, Mumbai – 400 004.

LEGAL ADVISORS

R.V.J. Associates
Advocates & Solicitors

STATUTORY AUDITOR

Soman Uday & Co.
Chartered Accountants

REGISTRAR & TRANSFER AGENT

Link Intime India Pvt. Ltd.
C/13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W), Mumbai – 400 078,
Tel : 2596 3838 Fax : 2584 6968



NOTICE

Notice is hereby given that the 49th Annual General Meeting of Organic Coatings Limited will be held at Ruby Hall, Ground Floor, Hotel Parle International, Vile Parle (East), Mumbai – 400 057 on Tuesday, the 30th September, 2014 at 4.00 p.m. to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2014 and Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Abhay R. Shah (DIN No. 00016497), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Soman Uday & Co., Chartered Accountants(ICAI Firm Registration No. 110352W) be and are hereby appointed as auditors of the Company, to hold the office on the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company”.

Special Business:

4. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in partial modifications to the resolutions passed by the shareholders of the Company at the Annual General Meetings held on 28th August, 2009 and 27th September, 2010 and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the act), read with Schedule V to the act including such approvals as may be necessary, the approval of the members of the Company be and is hereby accorded to revise the scale of salary payable to Mr. R. K. Shah as a Vice Chairman & Managing Director of the Company for the residual period of 1 year from 1st October, 2013 to 30th September, 2014 from Rs. 1,25,000/- p.m. upto Rs. 2,50,000/- p.m. as set out in the explanatory statement with authority to the Board of Directors of the Company (which herein referred to as “the Board” which term shall be deemed to include the Nomination & Remuneration Committee of the Directors) to determine his remuneration from time to time within the said scale and to fix the allowances and other benefits and perquisites vary, modify, alter the terms including the remuneration as may be agreed by the Board and Mr. R. K. Shah within the overall limits laid down in Schedule V to the act as may be modified from time to time”.

“RESOLVED FURTHER THAT the aforesaid Vice Chairman & Managing Director be paid remuneration by way of salary, bonus, allowances and perquisites as above as minimum remuneration and the agreement entered into with him by the Company”.



"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps, as may be necessary, proper or expedient and to do such acts, deeds, matters and things to give effect to this resolution".

5. To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in partial modifications to the resolutions passed by the shareholders of the Company at the Annual General Meetings held on 28th August, 2009 and 27th September, 2010 and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the act), read with Schedule V to the act including such approvals as may be necessary, the approval of the members of the Company be and is hereby accorded to revise the scale of salary payable to Mr. Abhay R. Shah as a Joint Managing Director of the Company for the residual period of 1 year from 1st October, 2013 to 30th September, 2014 from Rs. 1,25,000/- p.m. upto Rs. 2,50,000/- p.m. as set out in the explanatory statement with authority to the Board of Directors of the Company (which herein referred to as "the Board" which term shall be deemed to include the Nomination & Remuneration Committee of the Directors) to determine his remuneration from time to time within the said scale and to fix the allowances and other benefits and perquisites vary, modify, alter the terms including the remuneration as may be agreed by the Board and Mr. Abhay R. Shah within the overall limits laid down in Schedule V to the act as may be modified from time to time".

"RESOLVED FURTHER THAT the aforesaid Joint Managing Director be paid remuneration by way of salary, bonus, allowances and perquisites as above as minimum remuneration and the agreement entered into with him by the Company".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps, as may be necessary, proper or expedient and to do such acts, deeds, matters and things to give effect to this resolution".

6. To re-appoint Mr. Rajnikant Kodariyal Shah (DIN No. 00011746) as Vice Chairman & Managing Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded to the re-appointment and payment of remuneration to Mr. Rajnikant K. Shah (DIN No. 00011746) as a Vice Chairman & Managing Director of the Company for a period of 5 years from 1st October, 2014 to 30th September, 2019 for a remuneration and perquisites up to an amount of Rs. 3,50,000/- p.m. as set out in the explanatory statement and as per the terms and conditions including remuneration laid down in the draft agreement, placed before this meeting, initialed by the Chairman, to be entered into between the company and Mr. Rajnikant K. Shah, a draft whereof is hereby specifically sanctioned, with liberty, power to Board of Directors (hereinafter refer to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary, modify, alter the terms including the remuneration as may be agreed by the Board and Mr. Rajnikant K. Shah within the overall limits laid down in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof".



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

7. To re-appoint Mr. Abhay R. Shah (DIN No. 00016497) as Joint Managing Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded to the re-appointment and payment of remuneration to Mr. Abhay R. Shah (DIN No. 00016497) as a Joint Managing Director of the Company for a period of 5 years from 1st October, 2014 to 30th September, 2019 for a remuneration and perquisites up to an amount of Rs. 3,50,000/- p.m. as set out in the explanatory statement and as per the terms and conditions including remuneration laid down in the draft agreement, placed before this meeting, Initialed by the Chairman, to be entered into between the company and Mr. Abhay R. Shah, the draft whereof is hereby specifically sanctioned with liberty, power to Board of Directors (hereinafter refer to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary, modify, alter the terms including the remuneration as may be agreed by the Board and Mr. Abhay R. Shah within the overall limits laid down in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof".

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

8. To re-appoint Mr. Manoj V. Mehta (DIN No. 00251271) as Whole Time Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded to the re-appointment and payment of remuneration to Mr. Manoj V. Mehta (DIN No. 00251271) as a Whole Time Director of the Company for a period of 5 years from 1st October, 2014 to 30th September, 2019 for a remuneration and perquisites up to an amount of Rs. 3,50,000/- p.m. as set out in the explanatory statement and as per the terms and conditions including remuneration laid down in the draft agreement, placed before this meeting, Initialed by the Chairman, to be entered into between the company and Mr. Manoj V. Mehta, the draft whereof is hereby specifically sanctioned with liberty, power to Board of Directors (hereinafter refer to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary, modify, alter the terms including the remuneration as may be agreed by the Board and Mr. Manoj V. Mehta within the overall limits laid down in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof".

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

9. To re-appoint Mr. Ajay R. Shah (DIN No. 00011763) as Whole Time Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:



"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Company be and is hereby accorded to the re-appointment and payment of remuneration to Mr. Ajay R. Shah (DIN No. 00011763) as a Whole Time Director of the Company for a period of 5 years from 1st October, 2014 to 30th September, 2019 for a remuneration and perquisites up to an amount of Rs.3,50,000/- p.m. as set out in the explanatory statement and as per the terms and conditions including remuneration laid down in the draft agreement, placed before this meeting, Initialed by the Chairman, to be entered into between the company and Mr. Ajay R. Shah, the draft whereof is hereby specifically sanctioned with liberty, power to Board of Directors (hereinafter refer to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to vary, modify, alter the terms including the remuneration as may be agreed by the Board and Mr. Ajay R. Shah within the overall limits laid down in Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof".

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

10. To appoint Mr. Sudhir Sathe (DIN No. 03008729) as an Independent Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sudhir Sathe (DIN No. 03008729) who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office up to the conclusion of 50th Annual General Meeting of the Company in the calendar year 2015".

11. To appoint Mr. Vinay Jog (DIN No. 05286779) as an Independent Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Vinay Jog (DIN No. 05286779) who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for 3 consecutive years for term up to the conclusion of 52nd Annual General Meeting of the Company in the calendar year 2017".

12. To appoint Ms. Ashwini Lad (DIN No. 06885346) as an Independent Director and in this regard to consider, and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of



Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Ashwini Lad (DIN No. 06885346) who was appointed as a Additional Director of the Company by the Board of Director on 30th May, 2014 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 consecutive years for term up to the conclusion of 54th Annual General Meeting of the Company in the calendar year 2019”.

13. To accord consent to the Board of Directors to borrow and to consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors to borrow any sums or sums of money from time to time, with or without security and on such terms and conditions as the Board may think fit notwithstanding that the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided, however, that the total amount so borrowed by the Board of Directors shall not exceed the sum of Rs. 25 Crores (Rupees Twenty Five Crores Only).

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary, expedient and usual to give effect to this resolution”.

14. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft articles contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”.

By Order of the Board of Directors
Sudhir R. Shah
Company Secretary

Date: May 30, 2014

Registered Office :

Unit No. 405, Atlanta Estate Premises Co-op. Soc. Ltd.,
Vitth Bhatti, Goregaon (East),
Mumbai – 400 063.
Email ID: organiccoatingsltd@organiccoatingsltd.com
CIN : L24220MH1965PLC013187

**NOTES :**

1. A member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on a poll to vote instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty eight hours before the commencement of the meeting.

A person can act as a proxy on behalf of the members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. 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 representative to attend and vote on their behalf at the meeting.
3. Brief resume of Directors including those proposed to be appointed, re-appointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorship and membership / chairmanships of Board, Committees, shareholding and relationships between directors inter se as stipulated under Clause 49 of the Listing Agreement with Bombay Stock Exchange is annexed.
4. A statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
5. Members are requested to bring their ballot form along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying notice and statements are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Annual General Meeting.
8. Members who are holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to the depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or to the registrar.
9. The Register of Members and the Share Transfer Books of the Company will be closed from 23 /09/2014 to 30/09/2014 both days inclusive.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in security markets. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.



12. Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

13. Voting through electronic means

In terms of Clause 358 of the Listing Agreement and pursuant to the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called the "the Rules" for the purpose of this section of the Notice), the Company is pleased to provide its members the facility to exercise right to vote at the 49th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Ltd. (CDSL);

The instructions for members for voting electronically are as under:

- (i) Log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "ORGANIC COATINGS LIMITED" from the drop down menu and click on "SUBMIT"
- (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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB#	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> 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 number of shares held by you as on the cut off date in the Dividend Bank details field.

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

- (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 Electronic Voting Sequence Number (EVSN) of ORGANIC COATINGS LIMITED.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the 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.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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 of notice of AGM:

- (1) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

General Instructions

- (1) The voting period begins on 22/09/2014 (9.00 a.m.) and ends on 24/09/2014 (6.00 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 22/08/2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (2) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (3) The Company has appointed Ms. Dhanraj Kothari of D.Kothari & Associates having address as 701, EMP-09, Evershine Millenium Paradise, Thakur Village, Kandivali (East), Mumbai – 400 101 as the Scrutinizer to the e-voting process, (including voting through Ballot Form received from the members) in a fair and transparent manner.



- (4) The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (5) In the event of a poll, please note that the members who have exercised their right to vote by the electronic means/through ballot form as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting and using ballot form shall be counted for the purpose of passing of resolution(s).
- (6) Subject to the receipt of sufficient votes, the resolutions shall be deemed to be passed at the 49th Annual General Meeting of the Company scheduled on Tuesday, 30th September, 2014. The results will be declared on/or after the Annual General Meeting of the Company. The result declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.organiccoatingsltd.com and on the website of CDSL within (2) days of the passing of the resolution at the AGM of the Company.