



**VIBROS ORGANICS LIMITED**

CIN No. U24112UP1987PT0021518

## **NOTICE**

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members M/s Vibros Organics Limited will be held at B-159, Sector-63 Noida Gautam Buddha Nagar-201307 (Uttar Pradesh), on **Tuesday on 27<sup>th</sup> December, 2016 at 10:00 A.M.** to transact the following business:

### **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2016 together with Reports of Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Naveen Kohli (DIN 00202146), who retires by rotation and being eligible, seeks re- appointment.
3. To ratify the appointment of the auditors 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 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies appointment of S K MEHTA & Co, (Registration number 000478) Chartered Accountants as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM to be held in the year 2017 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the auditors.”

**For and on behalf of the Board  
M/s. Vibros Organics Limited**

**Sd/-**

**Place: Noida  
Date: 01/12/2016**

**Naveen Kohli  
Managing Director  
DIN: 00202146**



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**Notes:**

1. ***A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE MEETING. BLANK PROXY FORM IS GIVEN IN THE ANNUAL REPORT.***

A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the company.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
4. The Register of Members and the Share Transfer Book of the Company will remain closed on Monday, 19<sup>th</sup> December, 2016.
5. 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 at the Meeting.
6. Relevant documents referred to in the accompanying Notice and statutory registers are open for inspection by the Members at the Registered Office at B-159, Sector-63 Noida Gautam Buddha Nagar-201307 (Uttar Pradesh) of the Company on all working days of the Company, during business hours up to the date of the Meeting and will be available for inspection at the AGM.
7. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
9. Members are requested to address all correspondence to the Registrar and Share Transfer Agents, M/s. Skyline Financial Services Private Limited, Unit: D-153-A, First Floor, Okhla Industrial Area, New Delhi-110020.



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10. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
11. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
12. The Annual Report 2015-16, the Notice of the 29<sup>th</sup> AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
13. Members may also note that the Notice of the 29<sup>th</sup> AGM and the Annual Report 2015-16 will be available on the Company's website, <http://www.vibrosorganics.com>. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: - [info@vibrosorganics.com](mailto:info@vibrosorganics.com).
14. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s).
16. Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, M/s. Skyline Financial Services Private Limited, Unit: D-153-A, First Floor, Okhla Industrial Area, New Delhi-110020.
17. **Supreet Kaur Rekhi, Company Secretary in practice** has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.



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18. The facility for voting, through electronic voting system shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
19. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
20. Route map & landmark of venue of AGM is enclosed with Notice.
21. **The instructions for e-voting are as under**
  - (i) The voting period begins on **24<sup>th</sup> December, 2016 at 9.00 A.M and ends on 26<sup>th</sup> December, 2016 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 19<sup>th</sup> December, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) 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.
  - (vi) Next enter the Image Verification as displayed and Click on Login.
  - (vii) 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.
  - (viii) 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



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	<p>both demat shareholders as well as physical shareholders)</p> <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>
<p>Dividend Bank Details</p> <p><b>OR</b> Date of Birth (DOB)</p>	<p>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.</p> <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 (v).</li></ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of **Vibros Organics Limited**.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.



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- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the 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.
- (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 Corporate.
  - 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.

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)



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**Other Instructions:**

- I. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 19<sup>th</sup> December, 2016.
- II. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 19<sup>th</sup> December, 2016 only shall be entitled to avail the facility of remote e-voting / voting at AGM.
- III. Any person, who acquires shares and become Member of the Company after the dispatch of the notice and holds shares as of the cut-off date i.e. 19<sup>th</sup> December, 2016 may obtain the login ID and password in the manner mentioned below. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
- IV. The remote e-voting period will commence on 24<sup>th</sup> December, 2016 at 9.00 A.M. and ends on 26<sup>th</sup> December, 2016 until 5.00 P.M. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
- V. The Scrutinizer(s) shall immediately after the conclusion of voting at the Meeting, count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company. The Scrutinizer(s) shall submit a consolidated Scrutinizers' Report of the votes cast in favour or against, if any, not later than 2 (two) days of conclusion of the Meeting to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or any other person authorized by him in writing shall declare the results of the voting forthwith.
- VI. The Result declared along with the Scrutinizers' Report shall be placed on the Company's website on 28<sup>th</sup> December, 2016 and on the website of CDSL immediately after the results are declared by the Chairman or any other person authorized by him and the Company shall, simultaneously, forward the results to the concerned Stock exchange where its equity shares are listed.

**For and on behalf of the Board  
M/s. Vibros Organics Limited**

**Sd/-**

**Place: Noida  
Date: 01/12/2016**

**Naveen Kohli  
Managing Director  
DIN: 00202146**



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**ANNEXURE TO ITEMS 2 OF THE NOTICE**

Mr. Naveen Kohli, directors retire by rotation and, being eligible, offer for re-appointment at the Annual General Meeting. A brief resume of the said director is given below.

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of the Director	<b>Naveen Kohli</b>
Director Identification Number (DIN)	<b>00202146</b>
Date of Birth	<b>09/10/1950</b>
Nationality	<b>Indian</b>
Date of Appointment on Board	<b>09/03/1990</b>
Qualification	<b>Graduation</b>
Shareholding in M/s Vibros Organics Limited.	<b>1,94,660 equity shares (3.58%)</b>
Name of Listed entities in which person also holds the directorship.	<b>NIL</b>
Name of Listed entities in which person also holds the membership of Committees of the Board.	<b>NIL</b>





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**Form No. MGT-11**

**Proxy form**

***[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]***

**29<sup>th</sup> Annual General Meeting- 27<sup>th</sup> December, 2016**

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

Name :	E-mail Id:
Address:	
Signature , or failing him/her	

Name :	E-mail Id:
Address:	
Signature , or failing him/her	

Name :	E-mail Id:
Address:	
Signature , or failing him/her	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the company, to be held on the 27<sup>th</sup> day of December, 2016 at 10.00 A.M. at B-159, Sector-63 Noida Gautam Buddha Nagar-201307 (Uttar Pradesh) and at any adjournment thereof in respect of such resolutions as are indicated below:



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**Resolution No.**

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of Financial statement, report of Director's and Auditor's for the financial year 31st March, 2016		
2	Re-appointment of Retiring Director Mr. Naveen Kohli as Director		
3.	Re-appointment of M/s. S K MEHTA & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration		

Signed: \_\_\_\_\_ this day of \_\_\_\_\_ 2016

.....  
Signature of the member

.....  
Signature of Proxy holder(s)

**Notes:**

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered Office of the Company, not less than 48 hours before the Annual General Meeting (on or before 27<sup>th</sup> day of December, 2016 at 10:00 A.M.