



is now



ANNUAL REPORT 2015-16

GROWTH

THAT SPIRALS  
UPWARDS



## LET'S ADD A NEW COLOUR TO OUR LIVES.

On the verge of completing five decades, we're now all set for a refreshing change. One that will mark an important milestone in our journey of growth and evolution.

Rooted in our glorious past, with an eye on the future, we've now transformed ourselves into a new, exciting avatar. And we welcome you to join us on this refreshing, colourful and promising journey. Hence,



is now



**BOARD OF DIRECTORS:**

- Mr. Pravinchandra B. Shah - Chairman & Non-Executive Director
- Mr. Vipul P. Shah - Managing Director
- Dr. S. N. Sahai - Whole Time Director & CFO  
(Director upto 2<sup>nd</sup> May, 2016)
- Mr. Jagdeep Y. Mehta - Independent Director
- Mr. Prasannakumar B. Gawde - Independent Director
- Mrs. Trupti H. Shah - Independent Director

**SECRETARIAL AUDITORS**

M/s. Manish Ghia & Associates  
 Company Secretaries  
 Mumbai

**REGISTERED OFFICE**

102, Andheri Industrial Estate,  
 Off Veera Desai Road,  
 Andheri (West), Mumbai – 400053  
 Tel. No.: 022 - 66139999  
 Fax No.: 022 – 66139977/75  
 Email ID: info@vipuldyes.com

**PLANTS' LOCATION**

Plot No. 11, Survey No. 35  
 Diwan & Sons Industrial Estate,  
 Village – Aliyali, Palghar (West)  
 Dist. Thane – 401404

Plot No. A/14, MIDC,  
 A.M.P. Road, Ambernath (West)  
 Dist. Thane – 421501

**COMPANY SECRETARY**

Ms. Mitali K. Shah (w.e.f. 12<sup>th</sup> February, 2016)

**AUDITORS**

M/s. J. A. Rajani & Co.  
 Chartered Accountants  
 Mumbai

**BANKERS**

Vijaya Bank  
 Mandvi Branch,  
 Mumbai

**ADMINISTRATIVE OFFICE**

339/341, Rawal Chambers,  
 Samuel Street, Masjid Bunder,  
 Mumbai 400003

**REGISTRAR AND SHARE TRANSFER AGENTS**

Bigshare Services Pvt. Ltd.  
 E 2/3, Ansa Industrial Estate,  
 Sakivihar Road, Saki Naka,  
 Andheri (East), Mumbai 400072  
 Tel. No.: 022-40430294  
 Fax No.: 022 28475207  
 Email ID: info@bigshareonline.com

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## NOTICE

Notice is hereby given that the next Annual General Meeting of the members of **VIPUL ORGANICS LIMITED** (formerly known as Vipul Dychem Limited) will be held on Friday, 26<sup>th</sup> August, 2016 at 3.30 p.m. at The International By Tunga, B/11, MIDC Central Road, MIDC, Andheri (East), Mumbai-400093 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 together with the Reports of the Board of Directors' and Auditors' thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 together with the Report of Auditors' thereon.
2. To declare dividend on Equity Shares for the financial year ended on 31<sup>st</sup> March, 2016.
3. To appoint a Director in place of Mr. Pravinchandra B. Shah, Chairman (DIN: 00181714), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint M/s. J. A. Rajani & Co., Chartered Accountants, Mumbai (having FRN:108331W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by Nomination and Remuneration Committee and approved by the Audit Committee, the re-appointment of Dr. Shiv Nath Sahai as Whole-Time Director (designated as Whole time Director and CFO) of the Company for a period from 1<sup>st</sup> April, 2016 to 2<sup>nd</sup> May, 2016 be and is hereby approved on the following terms and conditions:

1. Remuneration payable:
  - (a) Salary: Rs. 55,000/- (Rupees Fifty Five Thousand only) per month;
  - (b) Perquisites: The Whole Time Director shall be entitled to the perquisites in accordance with the Company's policies, practices and procedures over and above the salary;
  - (c) The Company shall reimburse the expenses incurred by Whole Time Director for the purpose of the business of the Company in accordance with the Company's policies, practices and procedures.

**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 required from time to time in this regard."

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

**"RESOLVED THAT** pursuant to the provisions of Section 160 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of the Articles of the Associations of the Company, Dr. Shiv Nath Sahai (DIN: 00332652), in respect of whom the Company has received a notice in writing along with requisite deposit from a member as required under the said Section proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company w.e.f. 1<sup>st</sup> October 2016, who shall be liable to retire by rotation."

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by Nomination and Remuneration Committee and approved by the Audit Committee, the appointment of Dr. Shiv Nath Sahai, Chief Financial Officer of the Company as Whole-Time Director (designated as Whole Time Director and CFO) of the Company for a period of one year w.e.f. 1<sup>st</sup> October, 2016 to 30<sup>th</sup> September, 2017 be and is hereby approved on the following terms and conditions:

1. Remuneration payable:
  - (a) Salary: Rs. 55,000/- (Rupees Fifty Five Thousand only) per month;
  - (b) Perquisites: The Whole Time Director shall be entitled to the perquisites in accordance with the Company's policies, practices and procedures over and above the salary;

- (c) The Company shall reimburse the expenses incurred by Whole Time Director for the purpose of the business of the Company in accordance with the Company's policies, practices and procedures.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Dr. Shiv Nath Sahai as Whole Time Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

**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 required from time to time in this regard."

7. To consider and if thought fit, to pass 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, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including an statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the re-appointment of Mr. Vipul P. Shah as Managing Director of the Company for a further period of 3 years w.e.f 15<sup>th</sup> June, 2016 till 14<sup>th</sup> June, 2019 be and is approved on the following terms and conditions:

1. Remuneration payable:

(a) Salary: Rs. 4,00,000/- ( Rupees Four Lacs only) per month.

(b) Perquisites:

The Managing Director shall be entitled to the following perquisites in accordance with the Company's policies, practices and procedures over and above the salary:

- Company based accommodation or house rent allowance.
  - Education allowance.
  - Chauffeur driven Company car.
  - Reimbursement of medical benefit incurred for self and family.
  - Leave travel allowance.
  - Company's contribution to Keymans' Insurance Policy, Provident Fund.
  - Superannuation Scheme, benefits of Gratuity, earned leave and encashment of leave as per rules of the Company.
2. Car for use on Company's business, telephone and other communication facilities at residence will not be considered as perquisites.
3. The Company shall reimburse the Managing Director expenses incurred by him for the purpose of the business of the Company in accordance with the Company's policies, practices and procedures.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Vipul P. Shah as Managing Director of the Company, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as minimum remuneration.

**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 required to carry on the purpose of the aforesaid resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the agreements for purchase / sale of goods and providing / availing services, etc. entered into with the following related parties, in which directors of the Company are interested, for the period and values as detailed in the below table be and are hereby approved:

Name of the Related Party	Nature of transactions	Period of contract and estimated value		
		01.06.2016 to 31.05.2017	01.06.2017 to 31.05.2018	01.06.2018 to 31.05.2019
M/s. Amar Trading Corporation	Purchase / sale of goods	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores
M/s. Ganesh Tiles & Marble Industries	Purchase / sale of goods & job work	Rs. 15 Crores	Rs. 15 Crores	Rs. 15 Crores

M/s. Jayshree Chemicals	Purchase / sale of goods	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores
M/s. Standardcon Private Limited	Purchase / sale of goods & job work	Rs. 10 Crores	Rs. 10 Crores	Rs. 10 Crores

**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 required to carry on the purpose of the aforesaid resolution.”

**By Order of the Board of Directors**

**Place : Mumbai**  
**Date : 25<sup>th</sup> July, 2016**

**Mitali Shah**  
**Company Secretary**

**Registered Office:**  
102, Andheri Industrial Estate,  
Off. Veera Desai Road,  
Andheri (West), Mumbai – 400 053

**NOTES:**

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE IN CASE OF POLL ONLY, ON HIS /HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, DULY COMPLETED, STAMPED AND SIGNED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** Further a person can act as Proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that 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 proxy for any other member.
- The statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this notice.
- Members/Proxies/authorized representatives are requested to bring their copies of the Annual Report and the attendance slip duly completed and signed at the meeting.
- 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.
- Corporate members are requested to send a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorising their representative to attend and vote at the meeting (including through e-voting).
- Relevant documents referred to in the accompanying Notice and the Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
- Brief resume of Directors recommended to be appointed/re-appointed at the ensuing Annual General Meeting in terms of Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Notice.
- The Register of Members and Share Transfer Books of the Company will remain closed on 19<sup>th</sup> August, 2016 for determining the name of members eligible for dividend on Equity Shares, if approved by the members at the ensuing Annual General Meeting.
- Members who hold shares in dematerialized form are requested to bring their client ID and DP-ID for easier identification of attendance at the meeting.
- Members holding shares in identical order of names in more than one folio are requested to send the share certificates to the Company's Registrar and Share Transfer Agents, M/s. Bigshare Services Private Limited for consolidation of all such shareholdings into one folio to facilitate better services.
- Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / Registrar and Share Transfer Agents quoting their Folio Number and Bank Account details along with self-attested documentary proof. Members holding shares in the Demat form may update such details with their respective Depository Participants.
- The dividend as recommended by the Board of Directors for the year ended 31<sup>st</sup> March, 2016, if declared at the ensuing Annual General Meeting, will be paid/dispatched between 5<sup>th</sup> September, 2016 and 7<sup>th</sup> September, 2016 to those members whose names appear in the Register of Members at the close of business hours on 19<sup>th</sup> August, 2016; and in respect of shares held by them in dematerialised form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owner as on that date.

13. Pursuant to the provisions of Section 205A (5) of the Companies Act, 1956 (since the applicable Section of the Companies Act, 2013 has not yet been notified), the amount of dividend which remain unclaimed for a period of seven years from the date of transfer of such amount to the Unpaid Dividend Account opened in pursuance of sub-section (1) of the said Section is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Accordingly, the unclaimed dividend in respect of the financial year 2008-09 is due for transfer to the IEPF in October 2016. Members, who have not yet claimed their dividend for the financial year 2009-10 or for any subsequent financial years, are requested to claim the same from the Company.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agents of the Company – M/s. Bigshare Services Private Limited.
15. Queries on accounts and operations of the Company, if any, may please be sent to the Company, seven days in advance of the meeting so that the answers can be made available at the Meeting.
16. Members are requested to forward all Share Transfers and other communications to the RTA of the Company and are further requested to always quote their Folio Number in all correspondences with the Company.
17. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
18. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members.

You are thus requested to submit your e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning the same by post.

The e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.

19. The Register of Directors' and Key Managerial Personnel Shareholdings maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
20. The Notice of the ensuing Annual General Meeting and instructions for e-voting, along with the Attendance Slip and Proxy Form are being sent by electronic mode to all members whose email address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by courier.
21. Information and other instructions relating to the e-voting:
  - (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the Annual General Meeting of the Company dated 25<sup>th</sup> July, 2016 (the AGM Notice).
  - (b) The facility for voting through polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. In case members cast their votes through both the modes, voting done by remote e-voting shall be considered and votes cast through polling papers shall be treated as invalid.
  - (c) The remote e-voting period shall begin on 23<sup>rd</sup> August, 2016 (9:00 a.m.) and end on 25<sup>th</sup> August, 2016 (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 i.e. 19<sup>th</sup> August, 2016 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.



- (d) 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 i.e. 19<sup>th</sup> August, 2016.
- (e) A person, whose name is recorded in the Register of Members or in the List of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. 19<sup>th</sup> August, 2016 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- (f) The Board of Directors of the Company has appointed CS Manish Baldeva (FCS 6180), Proprietor, M/s. M Baldeva Associates, Company Secretaries, Thane, as Scrutinizer to conduct and scrutinize the voting through polling paper and remote e-voting process in a fair and transparent manner.
- (g) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 19<sup>th</sup> August, 2016, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if a member is already registered with CDSL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com) or contact CDSL at the following toll free no.: 1800-200-5533.
- (h) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be done, allow voting with the assistance of scrutinizer, by use of "Polling Paper" to all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (i) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (j) The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.vipuldyes.com](http://www.vipuldyes.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and Ahmedabad Stock Exchange Limited.
- (k) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. 26<sup>th</sup> August, 2016.

**The instructions for shareholders voting electronically are as under:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) 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"> <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)	<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 (iv).</li> </ul>



- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **VIPUL ORGANICS LIMITED** on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) **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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) **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 emailed 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).

- (ix) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or has for requested physical copy]:
- (a) Please follow all steps from Sl. No. A (i) to Sl. No. A (xvii) above, to cast vote.
- (b) In case of any queries regarding e-voting you may refer to 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).
- (c) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT/RE-APPOINTMENT [AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IS GIVEN BELOW:**

Name of the Director	Dr. Shiv Nath Sahai (DIN: 00332652)	Mr. Pravinchandra B. Shah (DIN: 00181714)	Mr. Vipul P. Shah (DIN: 00181636)
<b>Brief resume of the director</b>	Dr. Shiv Nath Sahai is Chief Financial Officer of the Company.	Mr. Pravinchandra B. Shah is Chairman of the Company.	Mr. Vipul P. Shah is Managing Director of the Company.
<b>Nature of his expertise in specific functional areas</b>	Dr. Shiv Nath Sahai is Ph. D. in Technology process, having more than 35 years of experience in marketing and Techno commercial areas.	Mr. Pravinchandra B. Shah is Science graduate, having 47 years of experience in dye stuff and chemical Business.	Mr. Vipul Shah is a Chemical Engineer, having more than 28 years of experience in chemical dye stuff and pharmaceuticals industry.
<b>Disclosure of relationship between directors inter-se</b>	Not related	Mr. Pravinchandra B. Shah is father of Mr. Vipul P. Shah, Managing Director of the Company.	Mr. Vipul P. Shah is son of Mr. Pravinchandra B. Shah, Chairman of the Company.
<b>Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board</b>	Nil	Nil	Nil
<b>Shareholding of non-executive directors</b>	Nil	247100 Equity shares	726100 Equity shares

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item Nos. 5 & 6**

The tenure of Dr. Shiv Nath Sahai as Whole Time Director of the Company expired on 31<sup>st</sup> March, 2016. Taking in view his long association with the Company and vast experience and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the Board of Directors of the Company in its meeting held on 12<sup>th</sup> February, 2016 re-appointed him as Whole Time Director (designated as Whole Time Director and CFO) of the Company for a further period of 1 year w.e.f. 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017 on the terms and conditions as explained in resolution as set out in item no. 5 of this notice, subject to the approval of the members of the Company. However Dr. Shiv Nath Sahai resigned from the directorship of the Company w.e.f. closing hours of 2<sup>nd</sup> May, 2016 due to personnel reasons, Though he continued to be in services of the Company as CFO.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Dr. Shiv Nath Sahai for the office of Director. Keeping in view the long association and vast experience of Dr. Shiv Nath Sahai, the Board of Directors of the Company in its meeting held on 25<sup>th</sup> July, 2016 appointed him as Whole Time Director (designated as Whole Time Director and CFO) for a period from 1<sup>st</sup> October, 2016 to 30<sup>th</sup> September, 2017 on the terms and conditions as explained in resolution as set out in item no. 6 of this notice, subject to the approval of the members of the Company.

The Board of Directors recommends passing of the Special Resolutions as set out in item nos. 5 & 6 of the notice.

Except Dr. Shiv Nath Sahai and his relative, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the said resolutions.

**Item No.7**

Mr. Vipul P. Shah, Managing Director of the Company has been associated with the Company since more than two decades. He is Chemical Engineer having more than 28 years of experience in chemical dye stuff and pharmaceuticals industry. The current tenure of Mr. Vipul P. Shah, Managing Director expired on 14<sup>th</sup> June 2016.

Considering his experience, knowledge and contributions made in the growth of the Company and as recommended by Nomination & Remuneration Committee and approved by Audit Committee, the Board of Directors of the Company in its meeting held on 30<sup>th</sup> May, 2016, has reappointed him as Managing Director for a further period of 3 years w.e.f. 15<sup>th</sup> June, 2016 till 14<sup>th</sup> June, 2019 on revised remuneration as specified in the resolution set out at item no. 7 of the notice.

The Board of Directors recommends passing of the Special Resolution as set out at item no. 7 of the Notice for approval of members.