



VIPULORGANICS

Interconnected Chemistry

**SURGING AHEAD TOWARDS
THE PATH OF SUCCESS**
■ **ANNUAL REPORT 2016-17** ■



BOARD OF DIRECTORS

- Mr. Pravinchandra B. Shah - Chairman and Non-Executive Director
- Mr. Vipul P. Shah - Managing Director
- Dr. Shiv Nath Sahai - Whole-Time Director and CFO
- Mr. Jagdeep Y. Mehta - Independent Director
- Mr. Prasannakumar B. Gawde - Independent Director
- Mrs. Trupti H. Shah - Independent Director

SECRETARIAL AUDITORS

M/s. M Baldeva Associates
Company Secretaries, Thane

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@vipulorganics.com
Website: www.vipulorganics.com
CIN: L24110MH1972PLC015857

PLANT'S LOCATION

Plot No. 11, Survey No. 35
Diwan and 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 AND
COMPLIANCE OFFICER**

Ms. Mitali K. Shah (upto 22nd May, 2017)
Ms. Rishika Puri (w.e.f. 22nd May, 2017)

AUDITORS

M/s. J. A. Rajani and 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.
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis Apartments (Next To Keys Hotel),
Marol Maroshi Road, Andheri East,
Mumbai - 400059*
Tel. No.: 022-62638200 Fax No.: 022-62638299
Email ID: investor@bigshareonline.com
Website: www.bigshareonline.com

*w.e.f. 27th June, 2017

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NOTICE

Notice is hereby given that the 45th Annual General Meeting of the members of **VIPUL ORGANICS LIMITED** (formerly known as Vipul Dychem Limited) will be held on Friday, 29th September, 2017 at 3.30 p.m. at Hotel Karl Residency, 36, Lallubhai Park Road, Andheri West, Mumbai - 400058 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon; and (b) the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the report of Auditors thereon and in this regard, if thought fit, pass the following resolutions as **ORDINARY RESOLUTIONS**:
 - (a) **"RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."
 - (b) **"RESOLVED THAT** the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Auditors Report thereon be and are hereby received, considered and adopted."
2. To declare dividend on Equity Shares for the financial year ended on 31st March, 2017 and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend @ 8% (Re. 0.80 per share) on the 64,64,500 Equity shares of Rs. 10/- each of the Company for the financial year ended 31st March, 2017, be and is hereby declared out of the current profits of the Company and that the same be paid to those shareholders whose names appear on the Company's Register of Members as on 29th September, 2017 and that the dividend warrants be posted or direct credit through NECS be given within 30 days hereof only to those shareholders who are entitled to receive the payment."
3. To appoint a Director in place of Dr. Shiv Nath Sahai, Director (DIN: 00332652), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Dr. Shiv Nath Sahai (DIN: 00332652), Director of the Company, who retires by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."
4. To appoint M/s. R. A. Kuvadia & Co., Chartered Accountants, Mumbai (Firm Registration No.: 105487W), as the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, pass the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 139(2) and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. R. A. Kuvadia & Co., Chartered Accountants, Mumbai (Firm Registration No.: 105487W) be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors M/s. J. A. Rajani & Co., Chartered Accountants, to hold office for a period of 5 (five) consecutive years from the conclusion of this 45th Annual General Meeting until the conclusion of the 50th Annual General Meeting of the Company to be held for the year ending 31st March, 2022, subject to ratification of the members of the Company every year, at such remuneration and out-of-pocket expenses as may be mutually agreed to, between the Board of Directors and the Auditors."

SPECIAL BUSINESS:

5. To consider and if thought fit, 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(s) 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 Dr. Shiv Nath Sahai (DIN: 00332652), as Whole-Time Director (designated as Whole-Time Director and CFO) of the Company for a period of one year w.e.f. 1st October, 2017 to 30th September, 2018 be and is hereby approved on the following terms and conditions:

 1. Remuneration payable:
 - a. Salary: Rs. 65,000/- (Rupees Sixty Five Thousand only) per month;
 - b. Perquisites: The Whole-Time Director will be entitled to 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 the 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 to give effect to the above resolution."

6. To consider and if thought fit, pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 197 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 any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the revision in remuneration payable to Dr. Shiv Nath Sahai (DIN:00332652), Whole-Time Director and Chief Financial Officer of the Company w.e.f. 1st July, 2017 for the remaining period of his tenure, be and is hereby approved as follows:

1. Remuneration payable:
 - a. Salary: Rs. 65,000/- (Rupees Sixty Five Thousand only) per month;
 - b. Perquisites: The Whole-Time Director will be entitled to 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 the 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 to give effect to the above resolution."

7. To consider and if thought fit, pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 197 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 any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the revision in remuneration payable to Mr. Vipul P. Shah, (DIN: 00181636) Managing Director of the Company w.e.f. 1st July, 2017 for the remaining period of his tenure be and is hereby approved with the authority to the Board of Directors of the Company to revise the terms on recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee with regard to remuneration from time to time within the limits provided in the said Schedule V or any amendment thereto for the time being in force, as follows:

1. Remuneration payable:
 - (a) Salary: Rs. 4,40,000/- (Rupees Four Lakh Forty Thousand 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:

 - a) Company based accommodation or house rent allowance;
 - b) Education allowance;
 - c) Chauffeur driven Company car;
 - d) Reimbursement of medical benefit incurred for self and family;
 - e) Leave travel allowance;
 - f) Company's contribution to Keyman's Insurance Policy, Provident Fund;
 - g) 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 the 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 from time to time in this regard."

8. To consider and if thought fit, pass 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 Act") read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the "Approvals") as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to borrow in any manner from time to time any sum or sums of moneys at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the moneys to be borrowed by the Company together with the moneys already borrowed or to be borrowed (apart from temporary loans and other credit facilities obtained or to be obtained from the Company's bankers in the ordinary course of its business), whether secured or unsecured, will or may exceed the aggregate of the paid up share capital and free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of moneys so borrowed and outstanding at any one time shall not exceed the sum of Rs. 50 Crores (Rupees Fifty Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things as may be deemed necessary to give effect to this resolution."

9. To consider and if thought fit, pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution) to mortgage and/or to create charge in any manner, on all or any of the immovable and/or moveable assets including outstanding monies, receivables, claims, bills, documents, contracts, engagements, securities, investments and rights of the Company, both present and future for securing any loan obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) together with interest, cost, charges, expenses and any other money(ies) payable by the Company or to create charge to secure any loan taken by other entities/bodies corporate, on such terms and conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time so secured/ mortgaged, shall not exceed the limits as approved under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

By Order of the Board of Directors

Place: Mumbai
Date: 5th August, 2017

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

Rishika Puri
Company Secretary and Compliance Officer

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** 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 a proxy and such person shall not act as a proxy for any other person or member.
2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to special business to be transacted at the meeting is annexed hereto.
3. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting (including e-voting).
4. Members/Proxies/Authorized Representatives are requested to bring to the Meeting the necessary details of their shareholding, Annual Report and duly filled attendance slip(s) enclosed herewith.
5. Members who hold shares in dematerialized form are requested to bring their client ID and DP-ID for easy identification of attendance at 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 Notice and Explanatory Statement are open for inspection by the members at the registered office of the Company on all working days i.e. all days except Saturdays and public holidays during business hours up to the date of the Annual General Meeting. The aforesaid documents will also be available for inspection by the members at the Annual General Meeting.
8. The Register of Directors' and Key Managerial Personnels' 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.
9. The Register of Members and Share Transfer Books will remain closed from Saturday, 23rd September, 2017 to Friday, 29th September, 2017 (both days inclusive) for determining the name of the members eligible for dividend on Equity Shares, if approved by the members at the ensuing Annual General Meeting.
10. The dividend as recommended by the Board of Directors for the year ended 31st March, 2017, if approved by the members at the ensuing Annual General Meeting, will be paid/dispached between 9th October, 2017 to 11th October, 2017 to those members whose names appear in the Register of Members as on Friday, 29th August, 2017; and in respect of shares held by them in dematerialized 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.
11. Members whose shareholding is in electronic mode are requested to direct change of address notifications and bank account details to their respective Depository Participant (DP). Members holding shares in physical mode are requested to advise any change in their address or bank account details to the Company or Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd.
12. Members are requested to address all correspondences, including on dividends, to the Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd., Unit: Vipul Organics Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next To Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai 400059.
13. 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 mode are, therefore, requested to submit the PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical mode may submit their PAN details to the Company or Registrar and Share Transfer Agents Bigshare Services Pvt. Ltd.
14. Brief resume of Director 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 and Secretarial Standard – 2 on "General Meetings" is annexed to the Notice.

15. 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, Bigshare Services Pvt. Ltd. for consolidation of all such shareholdings into one folio to facilitate better services.
16. Members seeking any information with regards to the Accounts and operations of the Company are requested to write to the Company at least seven days in advance of the Meeting so that the answers can be made available at the Meeting.
17. The Annual Report for the financial year 2016-17, the Notice for the 45th Annual General Meeting and instructions for e-voting, along with attendance slip and proxy form are being sent by electronic mode to those members whose e-mail addresses are registered with the Company/DP, unless any member has requested for a physical copy. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
18. To support the 'Green Initiative', members who have not registered their e-mail address so far are requested to register the same for receiving all communication including Annual Report, Circulars etc. from the Company electronically.
19. Members may also note that the Notice for the 45th Annual General Meeting and the Annual Report for the financial year 2016-17 will be available on the Company's website, <http://vipulorganics.com/>.
20. The Company has transferred the unpaid or unclaimed dividend declared upto the financial year 2008-2009 from time to time, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The unclaimed dividend in respect of the financial year ended on 31st March, 2010 is due for transfer to the IEPF in the month of November, 2017. The shareholders whose dividend remained unclaimed for the financial year 2009-10 and for subsequent financial years are requested to claim it immediately from the Company. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 26th August, 2016 (date of the previous Annual General Meeting) under "Investor Relations" section on the website of the Company. The said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in and on the website of IEPF viz. www.iepf.gov.in.

Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

In accordance with the aforesaid provisions of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more.

21. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
22. Information and other instructions relating to the e-voting:
 - a. In compliance with 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 pleased to provide members the facility to exercise their right to vote on resolutions proposed to be passed at the 45th Annual General Meeting through the electronic voting (remote e-voting).
 - b. The Company has engaged the service of Central Depository Services (India) Limited (CDSL).
 - c. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper.
 - d. Members who have cast their votes by remote e-voting prior to the Annual General Meeting may attend the Annual General Meeting but shall not be entitled to cast their votes again.
 - e. The remote e-voting period begins on Tuesday, 26th September, 2017 at 09.00 a.m. and ends on Thursday, 28th September, 2017 at 05.00 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. Friday, 22nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - f. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 - g. The voting rights of shareholders shall be in proportion to their share in the paid up Equity Share Capital of the Company as on the cut-off date i.e. Friday, 22nd September, 2017.

- h. A person, whose name is recorded in the Register of Members maintained by the RTA or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Friday, 22nd September, 2017 only shall be entitled to avail the facility of remote e-voting and voting at the Meeting through ballot papers.
- i. The Board 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 ballot process/e-voting in a fair and transparent manner.
- j. Any person who acquires shares and becomes member of the Company after dispatch of the Notice of the Meeting and holding shares as on cut-off date i.e. Friday, 22nd September, 2017 may obtain User ID and password by sending request at helpdesk.evoting@cdslindia.com. However, if the 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 forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com or contact CDSL at toll free no.:1800-200-5533.
- k. The Scrutinizer, after scrutinizing the votes cast at the Meeting through ballot and remote e-voting will, not later than 48 hours of conclusion of the Meeting, make consolidated Scrutinizer's report and submit to the Chairman. The result declared along with consolidated Scrutinizer's report shall be placed on the website of the Company i.e. www.vipulorganics.com and on the website of the CDSL <https://www.evotingindia.com/>. The results shall simultaneously be communicated to the stock exchanges.
- l. Subject to receipt of requisite number of votes in favour, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. Friday, 29th September, 2017.

The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on Shareholders / Members
- (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 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"> 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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (D.O.B.)	<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"> 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 (vi).

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

- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xvii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xviii) In case of members receiving the physical copy:

- (a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (b) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.