



VIPUL DYECHEM LIMITED

CIN: L24110MH1972PLC015857

Regd. Office: 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai - 400 053.
Email : info@vipuldyes.com • Tel. : 022-6613 9999 • Fax : 022-6613 9977 / 75

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the members of **VIPUL DYECHEM LIMITED** will be held on Monday, 13th June, 2016 at 9.30 A.M. at the Registered Office of the Company at 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai - 400053 to transact the following Special Business:

ITEM NO. 1

ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to the provisions of Section 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the extant provisions contained in Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (hereinafter referred to as “the said Regulations”) for preferential issue, provisions of the Memorandum and Articles of Association of the Company, provisions of any rules / regulations / guidelines framed/issued by the Securities and Exchange Board of India (hereinafter referred to as “SEBI”) (including any amendment(s) thereto or any re-enactment(s) thereof for the time being in force), Listing Agreement entered into with the Stock Exchange where the shares of the Company are listed and other applicable rules / regulations / guidelines framed / issued by any appropriate / statutory authority and subject to such approvals, permissions, sanctions and consents (hereinafter referred to as the “Approvals”) as may be necessary and required from the any other appropriate 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”), consent and approval of the members of the Company be and is hereby accorded to the Board to raise funds up to Rs.11 Crores (Rupees Eleven Crores) by way of offer, issue and allotment, in one or more tranche(s), on preferential basis, not exceeding 27,00,000 (Twenty Seven Lacs) Warrants carrying an option / entitlement to subscribe to equivalent number of Equity Shares of Rs. 10/- (Rupees Ten) each at price of Rs. 40/- (Rupees Forty only) each including premium of Rs. 30/- (Rupees Thirty only) each or at such higher price as may be determined in accordance with the Regulation 76 of the Regulations, at a future date not exceeding 18 (eighteen) months from the date of issue of such warrants to the following persons (hereinafter referred to as “the proposed allottees”):

Sr. No.	Name of the proposed allottees	Category	Maximum No. of warrants to be allotted
1.	Shri. Vipul P. Shah	Promoter	2,00,000
2.	Shri. Vatsal V Shah	Promoter	2,00,000
3.	Smt. Mita V. Shah	Promoter	2,00,000
4.	Shri. Mihir V. Shah	Promoter	2,00,000
5.	Smt. Jaya P. Shah	Promoter	4,50,000
6.	Shri Jugal B. Saraf	Others – Public	30,000
7.	Smt. Rama J. Saraf	Others – Public	25,000
8.	Shri Rohit J. Saraf	Others – Public	25,000
9.	Shri Pranay R Shah	Others – Public	50,000
10.	Shri Amar N. Jhunjunwala	Others – Public	10,000
11.	Smt. Jaswanti K. Patel	Others – Public	30,000
12.	Shri Manoj Mittal	Others – Public	3,50,000
13.	Shri Kishor Ostwal	Others – Public	3,50,000
14.	Shri Sorabh Gupta	Others – Public	3,50,000
15.	Shri Jyotivardhan Jaipuria	Others – Public	50,000
16.	Shri Mansukhbhai Kothiyia	Others – Public	50,000
17.	Smt. Sheetal Thakkar	Others – Public	50,000
18.	Shri Sumit Suri	Others – Public	25,000
19.	Shri Hemant Suri	Others – Public	25,000
20.	Shri Bharat V. Patel	Others – Public	30,000
		Total	27,00,000



RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid warrants to the proposed allottees and the Equity Shares resulting from the exercise of the entitlement of the warrant holders to subscribe to the Equity Shares shall be made at such time(s) as the Board may in its absolute discretion decide, subject however to applicable guidelines, notifications, rules and regulations and the terms and conditions given herein below:

- a) The price including premium of the equity shares to be allotted on exchange / surrender of the said Warrants to the proposed allottees shall not be lower than the minimum price determined as per provisions of Regulation 76 of the Regulations;
- b) As per the provisions of Regulation 71 of the Regulations, the Relevant Date for determining the price of the Equity Shares to be allotted on exchange / surrender of the said Warrants shall be 13th May 2016;
- c) Each of the said Warrants shall have face value of such sum that will be equivalent to the 25% of the issue price of the equity shares to be issued in exchange/surrender of such warrant in terms of the SEBI Regulations and shall be paid up-front at the time of allotment of warrants;
- d) Each of the said warrants shall carry a right, entitling its registered owner to apply at his / her option and seek allotment of one Equity Share of Rs. 10/- each at a price of Rs. 40/- each (including premium of Rs. 30/-) each or at such price as may be determined as per provisions of the Regulations, upon exchange / surrender of each warrant to the Company along with payment of balance 75% of the issue price of the Equity Shares;
- e) Against each of the said warrants, the registered owner of the warrant shall be entitled to apply for, at his / her option, and seek allotment of one Equity share in the manner aforesaid, within a period not exceeding 18 months from the date of issue of the said warrants. The Board of Directors of the Company at its discretion shall decide the time within which the application for equity shares against exchange / surrender of the said warrants shall be made, subject to the aforesaid time limit;
- f) In case any warrant holder does not apply for the equity shares of the Company against exchange / surrender of the said warrants as aforesaid within the time limit that may be fixed by the Board of Directors in this regard, then the amount paid up on each of the said warrants shall be forfeited and all the rights attached to the said warrants shall lapse *ipso facto*;
- g) Upon exchange / surrender of each of the said warrants, the amount paid up thereon shall be credited, adjusted and applied towards share application money, for which the holder of the warrants is entitled to apply;
- h) The Equity Shares to be offered, issued and allotted as aforesaid against exchange / surrender of the said warrants upon exercise of the option by the warrant holders, shall be subject to the provisions of the Memorandum and Articles of Association of the Company and on allotment such Equity Shares shall rank *pari-passu* in all respect with the than existing Equity Shares of the Company;
- i) Each of the Equity Shares to be issued and allotted as aforesaid, upon exchange / surrender of the said warrants, and also the entire pre-preferential Equity Shares held, if any, by the proposed allottees shall be subject to the lock in for such period as prescribed under Regulation 78 of the said Regulations;
- j) The warrants by itself shall not give to the holder thereof any rights of the shareholders of the Company;
- k) The option attached to each of the said warrants shall be independent of each other; and
- l) In case the Equity Shares of the Company are either subdivided or consolidated before issue of the aforesaid warrants, or exercise of option by the holders of the said warrants, then the face value, the number of Equity Shares to be acquired upon exercise of the option attached to the said warrants and the price of acquisition of the said Equity Shares by the holders of the warrants, shall automatically stand augmented / reduced in the same proportion, as the present value of the Equity Shares of Rs.10/- each of the Company bears to the newly sub-divided or consolidated Equity Shares, without affecting any right or obligation of the said warrant holders.

RESOLVED FURTHER THAT subject to the applicable provisions, guidelines, notifications, rules and regulations, the Board be and is hereby authorized to decide, modify, alter and amend the terms of offer, issue and allotment of the aforesaid warrants and the Equity Shares resulting from the exercise of the options attached to each of the said warrants by its holders; PROVIDED THAT the Equity Shares resulting from the exercise of the option attached to each of the said warrants under this resolution shall be fully paid-up at the time of their allotment.

RESOLVED FURTHER THAT to give effect to the aforesaid resolutions, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any Director or any other officer(s) of the Company and for the purpose of giving effect to this resolution, the Board acting on its own or through a Committee of Directors or any other person duly authorized in this regard by the Board / Committee, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the offer, issue and allotment (including deciding the terms and conditions for the same), utilization of the proceeds of the issue of the warrants / shares, execute all such deeds, documents, agreements and writings as may be necessary



and take such further steps as are required for allotment and listing on the stock exchange(s) of the said warrants / shares to be issued, offered and allotted as aforesaid, and to take such other steps that are incidental and ancillary in this regard; and to do, make or accept such alterations, modifications or variations in the foregoing or cancellation of issue of warrants, as may be considered desirable or expedient by the Board / Committee / such Authorised Person(s) in the best interest of the Company and its shareholders.”

ITEM NO. 2**INCREASE IN THE AUTHORISED SHARE CAPITAL**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and Memorandum and Articles of Association of the Company, the existing Authorized Share Capital of the Company being Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs. 10/- each (Rupees Ten Only) be and is hereby increased to Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each (Rupees Ten Only) by addition of 30,00,000 (Thirty Lacs) new Equity Shares of Rs. 10/- each aggregating to Rs. 3,00,00,000/- (Rupees Three Crores Only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary actions for giving effect to the above resolution and to do all acts and deeds as may be required from time to time in this regard.”

ITEM NO. 3**ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company relating to the Authorized Share Capital be and is hereby substituted with the following new Clause V:

- V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each with a power to increase or decrease the capital.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all necessary action for giving effect to the above resolution and to do all acts and deeds as may be required from time to time in this regard.”

ITEM NO. 4**ALTERATION IN THE ARTICLES OF ASSOCIATION**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013, the existing Article No. 3 of the Articles of Association of the Company relating to the Authorised Share Capital of the Company be and is hereby substituted with the following new Article No. 3:

3. The Authorised Share Capital of the Company will be such amount and of such description as shall have been stated in Clause V of the Memorandum of Association of the Company from time to time. The Company shall have the power to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Company or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all necessary action for giving effect to the above resolution and to do all acts and deeds as may be required from time to time in this regard.”

ITEM NO. 5**CHANGE OF NAME OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) and the rules framed



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there under, subject to the approval of Registrar of Companies Maharashtra, Mumbai, and such other approvals as may be required in this regard, the consent of the members of the Company be and is hereby accorded to change the name of the Company from, “**Vipul Dyechem Limited**” to “**Vipul Organics Limited**” or such other name as may be approved by the Registrar of Companies, Maharashtra, Mumbai.

RESOLVED FURTHER THAT the name “**Vipul Dyechem Limited**” wherever occurs in the Memorandum and Articles of Association of the Company be substituted with the new name “**Vipul Organics Limited**” upon receipt of approval from the Registrar of Companies, Maharashtra, Mumbai.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized do all such acts, deeds, matters and things as may be necessary, proper or desirable and to sign and execute all necessary documents, applications, forms in this regards and to take necessary action to give effect to the aforesaid resolution.”

**By Order of the Board of Directors
For Vipul Dyechem Limited**

**Place: Mumbai
Date: 17th May 2016**

**P. B. Shah
Chairman**

Registered Office:
102, Andheri Industrial Estate,
Off. Veera Desai Road,
Andheri (West), Mumbai-400053

NOTES:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013 is annexed hereto.
2. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The proxy form to be effective must be duly executed and signed and lodged at the Company’s registered office at least 48 hours before the time of the meeting.** A person can act on behalf of member or 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 person or shareholder.
3. Corporate Members intending to send their Authorized Representative to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members / Proxies should bring Notice along with the attendance slip duly filled in for attending the Meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
5. All matters in connection with the Shares of the Company may be addressed to the Company’s Registrar & Transfer Agents viz. M/s. Bigshare Services Pvt. Ltd., E 2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai 400072. Members are requested to quote their respective folio numbers / D.P / Client I.D. in all communications. Please notify change in address, email id, if any, to the Company’s Registrar & Transfer Agents in case of shares held in physical form and to your respective DPs in case shares are held on dematerialized form.
6. **Voting through Remote E-Voting facility:**
 - (i) In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members with facility to exercise their right to vote on the resolution to be passed at the Extra Ordinary General Meeting by electronic means (remote e-voting) and the business may be transacted through e-Voting services as provided by Central Depository Services (India) Limited (CDSL).
 - (ii) The facility for voting through poll paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through poll paper.
 - (iii) 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.



- (iv) The Voting period begins on Friday, 10th June 2016 (10:00 A.M.) and ends on Sunday, 12th June 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. Monday, 6th June 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, he / she / it shall not be allowed to change it subsequently.
- (v) The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Monday, 6th June 2016.
- (vi) 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. Monday, 6th June 2016 only shall be entitled to avail the facility of remote e-voting and voting at meeting through poll paper.
- (vii) The Board of Directors of the Company has appointed CS Manish Baldeva (Membership No. FCS 6180), Proprietor, M/s. M Baldeva Associates, Practising Company Secretaries, Thane as Scrutinizer to conduct and scrutinize the voting through poll papers and remote e-voting process in fair and transparent manner.
- (viii) The Scrutinizer, after scrutinizing the votes cast at the meeting through poll papers and remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.vipuldyes.com and on the website of the CDSL www.evotingindia.com.

The results shall simultaneously be communicated to the stock exchanges.

- (ix) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. 13th June 2016.
- (x) Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is clarified that it is not mandatory for a member to cast vote using e-voting facility. A member may avail of the facility at his/her/its discretions, as per instruction provided herein.

The instructions for members for voting through remote e-voting facility:

A. Instructions for remote electronic Voting ('e-Voting')

a. In case of members receiving e-mail

- I. Log on to the e-voting website www.evotingindia.com
- II. Click on "Shareholders" tab.
- 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 Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participants are requested to use the first two letters of their name and the last 8 digits of the folio number 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 folio number 100 then enter RA00000100 in the PAN field.



DOB#	Enter the Date of Birth as recorded your demat account or in the company's records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in the company records for the said folio. • 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 member id/folio number in the Dividend Bank details field .

- 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.
- IX. Click on the EVSN for **VIPUL DYE CHEM LIMITED** on which you choose to vote.
- X. 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.
- XI. Click on the "RESOLUTIONS FILE LINK", if you wish to view the entire Resolutions details.
- XII. 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.
- XIII. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XIV. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XV. Note for Non-Individual Shareholders and Custodian
- Non-Individual 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 should be emailed 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 and also send to scrutinizer at scrutinizer@csmanishb.in.
- XVI. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write email to helpdesk.evoting@cdslindia.com.

b. In case of receiving physical copy

For Members holding shares in Physical Form/or whose email Id's are not registered with the Company/ Depository Participant, the details can be used only for e-voting on the resolution contained in the Notice and procedure to vote electronically is as under:

- a. Please follow all steps from Sr. No. I to Sr. No. XIV above to cast vote.

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.


EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013
ITEM NO. 1

To meet the long term and working capital requirements of the Company, it is proposed to mobilize funds upto Rs. 11 Crores (Rupees Eleven Crores) by issue and allotment of 27,00,000 warrants convertible into even number of Equity Shares of Rs. 10/- each at a price of Rs. 40/- (including premium of Rs. 30/-) per share or at such higher price as may be determined in accordance with the provisions of Regulation 76 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, on preferential basis to the promoters and persons others than promoters on the terms and conditions as detailed in the Special Resolution set out at Item No. 1 of the notice.

The information as required under Regulation 73 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 is given here-in-below:

(a) OBJECTS OF THE ISSUE:

The object of this issue is to mobilize funds to meet following capital requirements of the Company:

- (a) to purchase an industrial plot at GIDC, Dahej, Gujarat – Rs. 1 Crore (approx.);
- (b) to meet part capital requirements for expansion of Pigment manufacturing unit at Tarapur, Maharashtra – Rs. 6 Crores (approx.);
- (c) to meet working capital requirements – Rs. 4 Crores (approx.).

(b) INTENTION OF THE PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONS TO SUBSCRIBE TO THE OFFER:

Following persons in the promoter group are subscribing to the proposed issue:

Sr.No	Name of the Promoter	Maximum No. of warrants to be allotted
1.	Shri Vipul P. Shah	2,00,000
2.	Shri Vatsal V. Shah	2,00,000
3.	Smt. Mita V. Shah	2,00,000
4.	Shri Mihir V. Shah	2,00,000
5.	Smt. Jaya P. Shah	4,50,000
	Total	12,50,000

Apart from above, none of the other promoters, directors or key management persons are subscribing to the proposed issue.

(c) SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE OFFER:

Shareholding pattern before and after the proposed issue of equity shares upon conversion of warrants under preferential issue covered under the resolution of the notice, based on the shareholding pattern as on 13th May 2016 is as follows:

Particulars	Before Preferential issue of Equity shares against Warrants.		After Preferential issue of Equity shares against Warrants.	
	No. of Shares	%	No. of Shares	%
Category of Shareholder				
(A) Shareholding of Promoter and Promoter Group				
(1) Indian				
a) Individuals / Hindu Undivided Family				
i. Shri Vipul P. Shah	726100	13.2633	926100	11.3291
ii. Vipul P. Shah (HUF)	250000	4.5666	250000	3.0583
iii. Shri Vatsal V Shah	486050	8.8784	686050	8.3926
iv. Shri P. B. Shah	247100	4.5137	247100	3.0228
v. Smt. Mita V. Shah	239500	4.3748	439500	5.3765
vi. Shri Mihir V. Shah	960600	17.5468	1160600	14.1978



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vii. Smt. Kavita P. Shah	50750	0.9270	50750	0.6208
viii. Smt. Jaya P. Shah	-	-	450000	5.5049
Total (a)	2960100	54.0707	4210100	51.5028
Sub Total (A)(1)	2960100	54.0707	4210100	51.5028
(2) Foreign	-	-	-	-
Sub Total (A)(2)	-	-	-	-
Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	2960100	54.0707	4210100	51.5028
(B) Public Shareholding				
(1) Institutions				
a) Mutual Fund / UTI	22700	0.4146	22700	0.2777
b) Financial Institutions / Banks	-	-	-	-
c) Insurance Companies	-	-	-	-
Sub Total (B)(1)	-	-	-	-
(2) Non-Institutions				
a) Bodies Corporate	471752	8.6173	471752	5.7710
b) Individuals				
I) Proposed Allottees				
i. Shri Jugal B. Saraf	-	-	30000	0.3670
ii. Smt. Rama J. Saraf	-	-	25000	0.3058
iii. Shri. Rohit J. Saraf	1500	0.0274	26500	0.3242
iv. Shri. Pranay R. Shah	90000	1.6440	140000	1.7126
v. Shri. Amar N. Jhunjunwala	-	-	10000	0.1223
vi. Smt. Jaswanti Kishore Patel	-	-	30000	0.3670
vii. Shri. Manoj Mittal	32728	0.5978	382728	4.6820
viii. Shri. Kishor Ostwal	-	-	350000	4.2816
ix. Shri. Sorabh Gupta	-	-	350000	4.2816
x. Shri Jyotivardhan Jaipuria	-	-	50000	0.6117
xi. Shri. Mansukhbhai Kothiya	-	-	50000	0.6117
xii. Smt. Sheetal Thakkar	-	-	50000	0.6117
xiii. Shri. Sumit Suri	-	-	25000	0.3058
xiv. Shri. Hemant Suri	-	-	25000	0.3058
xv. Shri. Bharat V. Patel	-	-	30000	0.3670
II. Others (Resident Indians)	1847958	33.7557	1847958	22.6064
III. Non Resident Indians	47762	0.8724	47762	0.5843
Sub Total (B)(2)	2514400	45.9293	3964400	48.4972
Total Public shareholding (B) = (B)(1) + (B)(2)	2514400	45.9293	3964400	48.4972
(C) Shares held by Custodians and against which Depository Receipts have been issued				
1) Promoter & Promoter Group	-	-	-	-
2) Public	-	-	-	-
Total (C1) +(C2)	-	-	-	-
Total (A)+(B)+(C)	5474500	100.0000	8174500	100.0000

Note:

- The above Shareholding Pattern is contingent and is prepared assuming the full allotment of equity shares as mentioned in the resolution in the notice. If any Equity Shares are not issued and allotted for any reason, the figures and percentage of holding will change correspondingly.
- The proposed preferential allotment will not result in any change in the management control. Voting rights shall change according to the change in shareholding pattern mentioned above.


(d) PROPOSED TIME WITHIN WHICH THE ALLOTMENT SHALL BE COMPLETED:

In accordance with the provisions of Regulation 74 of the said Regulations, the Company will complete the proposed allotment of warrants within a period of 15 days from the date of passing of the Special Resolution by the shareholders, subject to necessary approval from the stock exchange or such other authorities as may be required. The issue and allotment of equity shares upon conversion of said warrants shall be made within 18 months from the date of issue of said warrants.

(e) IDENTITY OF THE PROPOSED ALLOTTEES AND / OR THEIR ULTIMATE BENEFICIAL OWNERS AND THE PERCENTAGE OF POST PREFERENTIAL ISSUE CAPITAL THAT MAY BE HELD BY THEM:
PROPOSED ALLOTTEES:

The details of the proposed allottees of 27,00,000 (Twenty Seven Lacs) warrants convertible into even number of Equity Shares of Rs. 10/- (Rupees Ten) each are as follows:

Sr. No.	Particulars	Category	Before Preferential issue of Equity shares against Warrants.		After Preferential issue of Equity shares against Warrants.	
			No. of Shares	%	No. of Shares	%
1.	Shri. Vipul P. Shah	Promoter	726100	13.2633	926100	11.3291
2.	Shri. Vatsal V. Shah	Promoter	486050	8.8784	686050	8.3926
3.	Smt. Mita V. Shah	Promoter	239500	4.3748	439500	5.3765
4.	Shri. Mihir V. Shah	Promoter	960600	17.5468	1160600	14.1978
5.	Smt. Jaya P. Shah	Promoter	-	-	450000	5.5049
6.	Shri. Jugal B. Saraf	Others-Public	-	-	30000	0.3670
7.	Smt. Rama J. Saraf	Others-Public	-	-	25000	0.3058
8.	Shri. Rohit J. Saraf	Others-Public	1500	0.0274	26500	0.3242
9.	Shri. Pranay R. Shah	Others-Public	90000	1.6440	140000	1.7126
10.	Shri. Amar N. Jhunjhunwala	Others-Public	-	-	10000	0.1223
11.	Smt. Jaswanti K. Patel	Others-Public	-	-	30000	0.3670
12.	Shri. Manoj Mittal	Others-Public	32728	0.5978	382728	4.6820
13.	Shri. Kishor Ostwal	Others-Public	-	-	350000	4.2816
14.	Shri. Sorabh Gupta	Others-Public	-	-	350000	4.2816
15.	Shri. Jyotivardhan Jaipuria	Others-Public	-	-	50000	0.6117
16.	Shri. Mansukhbhai Kothiya	Others-Public	-	-	50000	0.6117
17.	Smt. Sheetal Thakkar	Others-Public	-	-	50000	0.6117
18.	Shri. Sumit Suri	Others-Public	-	-	25000	0.3058
19.	Shri. Hemant Suri	Others-Public	-	-	25000	0.3058
20.	Shri. Bharat V. Patel	Others-Public	-	-	30000	0.3670

There will not be any change in control of the Company on account of the proposed preferential allotment. However, there will be corresponding changes in the shareholding pattern / voting rights consequent to conversion of warrants issued on preferential allotment basis.

(f) Undertaking:

The provisions of clauses (f) and (g) of sub-regulation (1) of Regulation 73 of the said Regulations are not applicable to the present issue.

(g) Issue price and relevant date:

The issue price is Rs. 40/- (Rupees Forty only) per equity share of Rs. 10/- each (including premium of Rs. 30/- per share) has been calculated in accordance with the SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009.

As per provisions of Regulation 71 of the Regulations, the Relevant Date is 13th May 2016.

(h) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the financial year 2016-17 till date, the company had not allotted any securities on preferential basis.

**(i) Auditors' Certificate:**

A certificate from M/s. J.A. Rajani & Co., Chartered Accountants, the Statutory Auditors of the Company, certifying that the issue of equity shares by way of proposed preferential allotment is being made in accordance with the provisions of Chapter VII of the Regulations shall be placed before the shareholders at the Extra Ordinary General Meeting.

The proposed resolution is an enabling resolution conferring authority on the Board of Directors to cover all the present and future contingencies and corporate requirements in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 and the Listing Agreement entered into with Stock Exchange(s) where the shares of the Company are listed, which requires that new shares are first to be offered on pro-rata basis to the existing shareholders of the Company, unless the shareholders at a General Meeting decide otherwise by passing a Special Resolution. Accordingly, consent of the shareholders is being sought pursuant to the provisions of Regulation 72 of the Regulations, Section 42 and 62(1)(c) of Companies Act, 2013.

The Board recommends the passing of the Special Resolution as set out at Item No. 1 of the notice.

Apart from Mr. P. B. Shah, Chairman and Mr. Vipul P. Shah, Managing Director, and their relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in this resolution.

Item Nos. 2 to 4

The present Authorized Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and paid up share capital of the company is Rs. 5,47,45,000/- divided into 54,74,500 Equity Shares of Rs. 10/- each. With plans to grow the business, the Company is planning to raise capital further by issue of warrants convertible into equity shares of the Company on preferential basis, hence it is considered necessary to increase the Authorized Share Capital of the Company from Rs. 7,00,00,000/- (Rupees Seven Crores Only) to Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten Only) each by addition of 30,00,000 (Thirty Lacs) new Equity Shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 3,00,00,000/- (Rupees Three Crores Only). The increase in Authorized Share Capital can be done by way of passing an Ordinary Resolution by the members of the Company in their General Meeting.

In order to reflect the increased Authorized Share Capital of the Company and in order to confirm the requirements of Companies Act, 2013, Clause V of the Memorandum of Association of the Company needs to be amended. The amendment in the Capital Clause V of the Memorandum of Association can be made by way of passing a Special Resolution by the members of the Company in their General Meeting.

It is also proposed to amend Article No. 3 of the Articles of Association of the Company regarding Authorized Share Capital to make it in contentions with the Capital Clause V of the Memorandum of Association of the Company. As per the provisions of Section 14 and other applicable provisions of the Companies Act 2013, amendment in the Articles of Association can be made by way of passing a Special Resolution at the General Meeting.

The copy of Memorandum of Association and Articles of Association along with proposed amendments shall be available for inspection of the members of the Company during 11.00 a.m. to 1.00 p.m. on all working days till the date of the Extra Ordinary General Meeting and during the Extra Ordinary General Meeting.

The Directors recommend the passing of the Resolutions as set out at item nos. 2 to 4 of the notice for the approval of shareholders.

None of Directors or Key Managerial Personnel or their relatives are concerned or interested in these resolutions.

Item No. 5

Apart from continuing present business of Dyestuff, Company intends to diversify and grow in allied industries such as manufacturing of Pigments, Organic intermediates, etc. To reflect diversified business activities in Company's name, the Board of Directors of the Company has proposed to change the name of the Company from "Vipul Dyechem Limited" to "Vipul Organics Limited" or such other appropriate name as may be approved by the Registrar of Companies, subject to approval of the members of the Company.

The change in name of the Company as aforesaid will not change legal status or constitution of the Company, nor will affect any right and obligations of the Company.

The Board recommends the resolution to be passed as a Special Resolution as set out at item no.5 of the Notice.

None of Directors or Key Managerial Personnel or their relatives are concerned or interested in these resolutions.

**By Order of the Board of Directors
For Vipul Dyechem Limited**

**Place: Mumbai
Date: 17th May, 2016**

**P.B. Shah
Chairman**

Registered Office:
102, Andheri Industrial Estate,
Off. Veera Desai Road,
Andheri (West), Mumbai - 400053



VIPUL DYECHM LIMITED

CIN: L24110MH1972PLC015857

Regd. Office: 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai - 400 053.
Email : info@vipuldyes.com • Tel. : 022-6613 9999 • Fax : 022-6613 9977 / 75

ATTENDANCE SLIP

(To be completed and presented at the entrance)

EXTRA ORDINARY GENERAL MEETING – 13TH JUNE, 2016

Regd. Folio No.:

DP ID/Client ID:.....

No. of Share(s) held :

I,.....(name of the attending Member / Proxy / Representative) (IN BLOCK LETTERS), hereby record my presence at the Extra Ordinary General Meeting of VIPUL DYECHM LIMITED to be held on Monday, the 13th day of June, 2016 at 9.30 A.M. at the Registered Office of the Company at 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai-400053.

Member's / Proxy's Signature

Notes:

- Interested Joint Members may obtain attendance slips from the Registered Office of the Company.
- Members' / Joint Members' Proxies are requested to bring the attendance slips with them. Duplicate slips will not be issued at the venue.



VIPUL DYECHM LIMITED

CIN: L24110MH1972PLC015857

Regd. Office: 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai - 400 053.
Email : info@vipuldyes.com • Tel. : 022-6613 9999 • Fax : 022-6613 9977 / 75

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]

CIN: L24110MH1972PLC015857

Name of the company: **Vipul Dyechem Limited.**

Registered office: 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai - 400053

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 Vipul Dyechem Limited, hereby appoint

- Name:.....
Address:.....
E-mail Id:.....
Signature :..... or failing him
- Name:.....
Address:.....
E-mail Id:.....
Signature :..... or failing him
- Name:.....
Address:.....
E-mail Id:.....
Signature :..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of the company, to be held on Monday, 13th June, 2016 At 9.30 a.m. at the Registered Office of the Company at 102, Andheri Industrial Estate, Off. Veera Desai Road, Andheri (West), Mumbai - 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

I/we wish my/our Proxy(ies) to vote in the manner as indicated in the box below (please see note 2 given below):

Sr. No.	Resolutions	For	Against
1.	Special Resolution under Section 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 72 of the SEBI (ICDR) Regulations, 2009 for offer, issue and allotment of 27,00,000 Warrants convertible into even number of Equity Shares of Rs. 10/- each of the Company at a price of Rs.40/- (including premium of Rs.30/-) each on Preferential basis.		
2.	Ordinary Resolution under Section 61 of the Companies Act, 2013 for increase in Authorised Share Capital of the Company from Rs. 7 Crores to Rs. 10 Crores.		
3.	Special Resolution under Section 13 and Section 61 for alteration of Capital Clause V of the Memorandum of Association of the Company.		
4.	Special Resolution under Section 14 for alteration of Article No. 3 of the Articles of Association of the Company.		
5.	Special Resolution under Section 13 for change of name of the Company from 'Vipul Dyechem Limited' to 'Vipul Organics Limited'.		

Signed this..... day of.....2016.

Affix Revenue Stamp

Signature of shareholder

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- 2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate.**