

Fine Organic Industries Limited

(Formerly known as Fine Organic Industries Private Limited)

Regd. Office: Fine House, Anandji Street, Off M.G.Road,
Ghatkopar East, Mumbai - 400 077, India.



CIN : U24119MH2002PLC136003

Tel : +91-22-21025000,

Fax : +91-22-21026666

Email : investors@fineorganics.com,

Web : www.fineorganics.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that Sixteenth Annual General Meeting of the Members of Fine Organic Industries Limited will be held on Tuesday, 25th September, 2018 at 11:00 a.m. at Kanji Khetsey Sabhagriha, Bharatiya Vidya Bhavan, K. M. Munshi Marg, Mumbai - 400 007 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited Standalone and Consolidated Financial Statements of the Company for the year ended 31st March, 2018 alongwith the Report of Board of Directors and Auditors thereon
2. To declare Dividend on equity shares for the Financial Year 2017-18.
3. To appoint a Director in place of Mr. Mukesh Shah (DIN: 00106799), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To Ratify the Remuneration payable to M/s Y. R. Doshi & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2018-19 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], the remuneration payable to M/s Y. R. Doshi & Associates, Cost Accountants, having Firm Registration Number 000286, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending 31st March, 2019, amounting to Rs.3,00,000/- (Rupees Three Lakhs only) plus Service Tax and reimbursement of out of pocket expenses be and is hereby ratified."

By Order of the Board of Directors of
FINE ORGANIC INDUSTRIES LIMITED

Pooja Gaonkar

Company Secretary

Place: Mumbai

Date: 13th August, 2018

Regd. Office:

Fine House, Anandji Street,

Off M.G.Road, Ghatkopar East,

Mumbai - 400 077, Maharashtra, India

CIN:U24119MH2002PLC136003

Tel: +91-22-21025000, Fax: +91-22-21026666

E-mail: investors@fineorganics.com

Website: www.fineorganics.com

NOTES:

- A. i) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. Further additional information with respect to Item No. 3 is also annexed hereto as an Annexure to this Notice.
- ii) M/s B Y & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 15th Annual General Meeting held on 10th July, 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Companies Act, 2013 and Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at AGM.
- B. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A proxy so appointed shall not have any right to speak at the meeting. A person can act as proxy on behalf of the members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. In case, a proxy is appointed by a member holding more than 10% of the total share capital carrying voting rights, such person shall not act as proxy for any other person or member. Proxy holders are requested to carry an Identity Proof at the time of attending the meeting. A Proxy form is enclosed herewith.
- C. Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution/ Power of Attorney/ Authorisation Letter, authorising their representative to attend and vote at the Meeting.
- D. During the period beginning 24 hours before the time fixed for the AGM and ending with the conclusion of the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
- E. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 22nd September, 2018 to Tuesday, 25th September, 2018 (both days inclusive) for determining the entitlement of the members to the dividend for the Financial Year 2017-18. The final dividend for the Financial Year 2017-18, if declared at the Annual General Meeting, will be paid within a period of 30 days from the date of declaration to those members, whose names appear on the Register of Members as on Thursday, 20th September, 2018.
- F. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
- G. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company records which will help the Company and the Company's Registrars and Transfer Agents, Karvy Computershare Private Limited (Karvy) to provide efficient and better services. Members holding shares in physical form are requested to intimate aforesaid changes to Karvy.
- H. Route Map to the venue of the 16th Annual General Meeting of the Company forms part of this Notice.
- I. Members/Proxies are requested to bring their copies of Annual Report and Attendance Slip duly filled in for attending the Annual General Meeting.
- J. Members are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the meeting.
- K. Members who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialisation, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries. The ISIN of the Company is INE686Y01026.
- L. Statutory Registers and 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 days (excluding Saturdays and Sundays) between 11.00 a.m. to 1.00 p.m. upto the date of the 16th Annual General Meeting and will also be available for inspection at the meeting.
- M. Voting through electronic means
Pursuant to the provisions of section 108 of the Companies Act, 2013 read with, Rule 20 of Companies (Management and Administration) Rules, 2014 (amended from time to time) and sub-regulation (1) & (2) of Regulation 44 of SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote by electronic means (remote e-voting) and the business may be transacted through remote e-voting services provided by Karvy.

The instructions and other information relating to remote e-voting are as under:

1. A. In case a Shareholder receiving an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (ii) Enter the login credentials (i.e. User ID and Password) which are annexed to the Notice separately. Your Folio No./DP ID & Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering these details appropriately, click on "LOGIN".
 - (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the "EVENT" i.e., Fine Organic Industries Limited.
 - (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on Cut-off date i.e. 20th September, 2018. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - (viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - (ix) Voting has to be done for each resolution of the 16th Annual General Meeting Notice separately. In case you do not desire to cast your vote on any specific resolution it will be treated as abstained.
 - (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify or change the votes cast. During the voting period, Shareholders can login any number of times till they have voted on the Resolution(s).
 - (xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: co.secretaries@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "FINE ORGANIC EVENT NO." The document should reach the Scrutinizer and such other person on or before 20th September, 2018 at 5:00 P.M.
- B. In case of Members receiving Physical copy of the AGM Notice by Courier [for Members whose email IDs are not registered with the Company/ Depository Participant(s)]:
 - i. User ID and initial password which are annexed to the Notice separately.
 - ii. Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
2. In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 20th September, 2018, may write to the Karvy on the email Id evoting@karvy.com or to Mr. Umesh Pandey. Contact No. 040-67162222, at [Unit: Fine Organic Industries Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, requesting for

- the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in point no. 1 (A) above, to cast the vote.
3. The remote e-voting period commences on 22nd September, 2018 (9:00 am) and ends on 24th September, 2018 (5:00 pm). During this period, the Members of the Company holding shares in physical form or in dematerialised form, as on the cut-off date, being 20th September, 2018, may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote at the AGM.
 4. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website) or any grievances or queries of the Members of the Company connected with the electronic voting can be addressed to the Company's Registrar & Share Transfer Agents, Karvy Computershare Private Limited (Unit: Fine Organic Industries Limited), Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032 to Contact Person: Mr.Umesh Pandey, Contact No. 040-67162222.
 5. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, being 20th September, 2018.
 6. The Board of Directors has appointed Mr. Kartik Shah, Practicing Company Secretary (Membership No. FCS 5732) or, failing him Ms. Neelam Rangwala, Practicing Company Secretary (Membership No. ACS 27698) as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 7. The Members who are entitled to vote but have not exercised their right to vote through remote e-voting may vote at the Annual General Meeting through instapoll facility (which will be provided by Karvy) for all businesses specified in the accompanying Notice.
 8. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting, 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 will make, not later than 48 hours from the conclusion of the Annual General Meeting, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who will countersign the same. The Chairman or a person authorised by him in writing will declare the result of voting forthwith.
 9. The Results on resolutions shall be declared not later than 48 hours from the conclusion of the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
 10. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.fineorganics.com) and on Service Provider's website (<https://evoting.karvy.com>) and will be communicated to the BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the Annual General Meeting.

By Order of the Board of Directors of
FINE ORGANIC INDUSTRIES LIMITED

Pooja Gaonkar
Company Secretary

Place: Mumbai
Date: 13th August, 2018

Regd. Office:

Fine House, Anandji Street,
Off M.G.Road, Ghatkopar East,
Mumbai - 400 077, Maharashtra, India
CIN:U24119MH2002PLC136003
Tel: +91-22-21025000, Fax: +91-22-21026666
E-mail: investors@fineorganics.com
Website: www.fineorganics.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to Item No. 4 mentioned in the accompanying notice.

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records for applicable products of the Company and the remuneration to be paid to the Cost Auditor is Subject to ratification by members of the Company.

On the recommendation of the Audit Committee, at its meeting held on 13th August, 2018, the Board considered and approved the appointment of M/s Y. R. Doshi & Associates, Cost Accountants, as the Cost Auditor for the financial year 2018-19 at a remuneration of Rs. 3,00,000/- (Rupees Three Lakhs only) plus Service Tax and reimbursement of out of pocket expenses be and is hereby ratified.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 4.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the Members.

By Order of the Board of Directors of
FINE ORGANIC INDUSTRIES LIMITED

Pooja Gaonkar

Company Secretary

Place: Mumbai

Date: 13th August, 2018

Regd. Office:

Fine House, Anandji Street,

Off M.G.Road, Ghatkopar East,

Mumbai - 400 077, Maharashtra, India

CIN:U24119MH2002PLC136003

Tel: +91-22-21025000, Fax: +91-22-21026666

E-mail: investors@fineorganics.com

Website: www.fineorganics.com

ANNEXURE TO THE NOTICE

Details of the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting

Name of Director	Mr. Mukesh Shah
Date of Birth and Age	14 th September, 1955 62 yrs
Date of First Appointment	24 th May, 2002
Qualification, Experience in specific functional areas and Brief Resume.	<p>He holds a Bachelor's degree in science from the University of Bombay.</p> <p>He joined Fine Organic group in 1973 and played a key role in establishing the quality control, sales and marketing departments of the Company. He formed and guided a team of sales and marketing professionals that helped the organization's products reach customers across India and find applications beyond the food industry. He has been associated with your Company since inception</p>
Directorships in other Companies	Smoothex Chemicals Private Limited
Chairman/ Member of the Committees of the Board of Directors of the Company	Member – CSR Committee Member - Stakeholders Relationship Committee
Chairman/Member of the Committees of the Board of Directors of the other Companies in which he is a Director	NIL
Terms and conditions of Reappointment/ Appointment	Appointment as MD for a period of five years with effect from 6 th November, 2017 to 5 th November, 2022 subject to retirement by rotation.
No. of Shares held in the Company	17,64,045 Equity shares (Face Value of Rs. 5 per share).
Inter-se Relationship between Directors	Father of Mr. Bimal Mukesh Shah, Uncle of Mr. Jayen Ramesh Shah and Mr. Tushar Ramesh Shah
Director Identification Number	00106799
No. of Board meetings attended during the Financial Year (2017-18)	18

Fine Organic Industries Limited

(Formerly known as Fine Organic Industries Private Limited)

Regd. Office: Fine House, Anandji Street, Off M.G.Road,
Ghatkopar East, Mumbai - 400 077, India.

CIN : U24119MH2002PLC136003

Tel : +91-22-21025000,

Fax : +91-22-21026666

Email : investors@fineorganics.com,

Web : www.fineorganics.com



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)

Name of the Member(s)	:	
Registered address	:	
E-mail ID	:	
Folio No./Client ID	:	
DP ID	:	
No. of Shares held	:	

I/We, being the Member(s) ofshares of the above named Company hereby appoint

1.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	
	or failing him/her	:	
2.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	
	or failing him/her	:	
3.	Name	:	
	Address	:	
	E-mail ID	:	
	Signature	:	
	or failing him/her	:	

as my/our proxy to attend and vote for me/us and on my/our behalf at the Sixteenth Annual General Meeting of the Company to be held on Tuesday, 25th September, 2018 at 11:00 a.m. at Kanji Khetsey Sabhagriha, Bharatiya Vidya Bhavan, K. M. Munshi Marg, Mumbai - 400 007 and at any adjournment thereof in respect of the Resolutions as are indicated below:

Ordinary Business	
1.	To receive, consider, approve and adopt the audited Standalone and Consolidated Financial Statements of the Company for the year ended 31 st March, 2018 alongwith the Report of Board of Directors and Auditors thereon.
2.	To declare Dividend on equity shares for the Financial Year 2017-18.
3.	To appoint a Director in place of Mr. Mukesh Shah (DIN: 00106799), who retires by rotation and, being eligible, offers himself for re-appointment.
Special Business	
4.	To Ratify the Remuneration payable to M/s Y. R. Doshi & Associates, Cost Accountants, appointed as Cost Auditors of the Company for the Financial Year 2018-19.

Signed this _____ day of _____, 2018

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Notes:

1. The Proxy Form 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. The Proxy Form shall be signed by the appointer or his attorney duly authorised in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
3. The Proxy Form is valid only if it is properly stamped and such stamp is cancelled.
4. Blank, incomplete or undated proxy form shall not be considered valid.
5. The proxy-holder shall prove his/her identity at the time of attending the Meeting.

Fine Organic Industries Limited

(Formerly known as Fine Organic Industries Private Limited)

Regd. Office: Fine House, Anandji Street, Off M.G.Road,
Ghatkopar East, Mumbai - 400 077, India.

CIN : U24119MH2002PLC136003

Tel : +91-22-21025000,

Fax : +91-22-21026666

Email : investors@fineorganics.com,

Web : www.fineorganics.com



ATTENDANCE SLIP

Joint shareholder(s) may obtain additional Attendance Slip(s) at the venue of the meeting;

*DP.ID		@Folio No.	
*Client ID		No. of share(s) held	

Name and address of the shareholders:

I hereby record my presence at the Sixteenth Annual General Meeting of the Company on Tuesday, 25th September, 2018 at 11:00 a.m. at Kanji Khetsey Sabhagriha, Bharatiya Vidya Bhavan, K. M. Munshi Marg, Mumbai - 400 007.

Signature of Member/Proxy

* Applicable for Members holding shares in dematerialised form

@ Applicable for Members holding shares in physical form

Notes:

1. Please fill attendance slip and hand it over at the entrance of the meeting venue.
2. Electronic copy of the Annual Report for 2017-18 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the Members whose email address is registered with the Company/Depository Participant unless any Member has requested for a hard copy of the same. Members receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2017-18 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all Members whose email IDs are not registered with the Company or have requested for a hard copy.