

MEGHMANI ORGANICS LIMITED

CIN L24110GJ1995PLC024052

Registered Office: Plot No. 184, (Phase II), G.I.D.C. Industrial Estate, Vatva, Ahmedabad - 382 445.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS hereby given that Twenty Fourth Annual General Meeting of the Company will be held on **Friday, 27th July, 2018 at 10.00 a.m.** at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad -380 015 to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider, and adopt:
 - (i) the Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2018 together with report of the Board of Directors and Auditors thereon and
 - (ii) the Audited Consolidated Financial Statement of the Company for the financial year ended on 31st March, 2018 together with report of Auditors thereon.
2. To declare a Dividend.
3. To appoint a Director in place of Mr. Anand Patel (DIN 00027836), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Jayanti Patel (DIN 00027224), who retires by rotation and being eligible offers himself for re-appointment.
5. To consider and if thought fit to pass the following resolution with or without modification, if any, as an **Ordinary Resolution:-**

RATIFICATION OF APPOINTMENT OF AUDITORS AND JOINT AUDITORS AND FIX THEIR REMUNERATION:-

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No. 324982E / E300003) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2019.”

“RESOLVED FURTHER THAT Ernst & Young LLP, Chartered Accountants, Singapore, be and is hereby appointed as Joint auditors of the Company under the International Financial Reporting Standards (IFRS) (For Singapore Exchange Listing Requirements) to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting at such remuneration as may be mutually agreed upon and fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS:-

6. To Consider and if thought fit to pass the following resolution with or without modification as **Special Resolution:-**

APPOINTMENT OF MR. MANUBHAI KHODIDAS PATEL AS DIRECTOR (DIN 00132045)

“RESOLVED THAT pursuant to provisions of Section 149, 152 read with Schedule IV and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. Manubhai Khodidas Patel (**DIN 00132045**) who was appointed as an Additional Director of the Company, under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, on 10th February 2018, and who holds office till the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as

NOTICE OF ANNUAL GENERAL MEETING

Non-Executive Independent Director of the Company.”

7. To Consider and if thought fit to pass the following resolution with or without modification as **Special Resolution**:-

APPOINTMENT OF MR. BHASKAR RAO AS DIRECTOR (DIN 08058946)

“**RESOLVED THAT** pursuant to provisions of Section 149, 152 read with Schedule IV and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Singapore Listing Rules, Mr. Bhaskar Rao (**DIN 08058946**) who was appointed as an Additional Director of the Company, under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, on 10th February 2018 and who holds office till the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company.”

8. To Consider and if thought fit to pass the following resolution with or without modification as **Special Resolution**:-

APPOINTMENT OF MR. C. S. LIEW AS DIRECTOR (DIN 08065615)

“**RESOLVED THAT** pursuant to provisions of Section 149, 152 read with Schedule IV and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Singapore Listing Rules, Mr. C. S. Liew (**DIN 08065615**) who was appointed as an Additional Director of the Company, under Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, on 10th February 2018 and who holds office till the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company.”

9. To Consider and if thought fit to pass the following resolution with or without modification as an **Ordinary Resolution**:-

APPOINTMENT OF COST AUDITOR OF THE COMPANY FOR FY 2018-19

“**RESOLVED THAT** in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 M/s. Kiran J Mehta & Co. Cost Accountants Ahmedabad (having Firm’s Registration No. 000025), be and is hereby appointed as Cost Auditor of the Company for conducting the audit of the cost records of the Company for the Financial Year 2018-2019 at a remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per annum (apart from reimbursement of pocket expenses incurred for the purpose of Audit).”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. To consider and if thought fit to pass the following resolution, with or without modifications, as an **Ordinary Resolution**:

AUTHORITY FOR INTERESTED PERSONS TRANSACTIONS MANDATE

“**RESOLVED THAT** pursuant to Section 188(1) of the Companies Act, 2013, and subject to approval of Singapore Exchange (SGX), under Singapore Listing Rules, the consent, sanction, permission or approval of the members of the Company be and is hereby accorded to the Board of Directors to enter into the transactions with Interested Persons for:

- (a) Sale and Purchase of Agrochemicals, Technical, Formulation, Intermediates, & Small Packing);
- (b) Sale and Purchase of Pigments;

NOTICE OF ANNUAL GENERAL MEETING

- (c) Hiring /Giving Premises on rental basis
- (d) Services as Subcontractor, Agency and other services in relation to Pigment, Agrochemicals and Basic Chemicals
- (e) Purchase of goods and services of making small packing of Agrochemicals

from Interested Persons on order to order basis within the Maximum Transaction value per annum given in table herein below for a period commencing from 01 April, 2018 and to remain in force unless revoked or varied by the Company in General Meeting.

Sr. No.	Name of Interested Persons	Nature of Interest/ Relationship	S \$ (SGD) Maximum Value of IPT per Annum
1.	Tapsheel Enterprise	Associate	991,500
2.	Vidhi Global Chemicals Limited	Associate	14,871,500
3.	Meghmani LLP	Associate	1,983,000
4.	Meghmani Chemicals Limited	Associate	396,500
5.	Meghmani Industries Limited	Associate	991,500
6.	Meghmani Dyes & Intermediates LLP	Associate	991,500
7.	Meghmani Pigment	Associate	3,966,000
8.	Ashish Chemicals	Associate	1,983,000
9.	Matangi Industries LLP	Associate	991,500
10.	Panch Ratna Corporation	Associate	991,500
11.	Navratan Specialty Chemicals-LLP	Associate	991,500
12.	Trent Chemical Industries	Associate	991,500

“**RESOLVED FURTHER THAT** Audit Committee be and is hereby authorized to ratify the limit of Maximum Transaction value per annum of Interested Party exceeded during the year.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, in relation to the above and to settle all matters arising out of and incidental thereto, and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution

**Registered Office:
184, PHASE II, GIDC INDUSTRIAL ESTATE,
VATVA, AHMEDABAD 382 445
Date: 26.05.2018**

**By Order of the Board
K D MEHTA
COMPANY SECRETARY
FCS - 2051**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting.
3. As per Section 105 of the Companies Act, 2013 and Rules 7.17 thereof a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% percent of the total share capital of the Company.
4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from **21st July, 2018 to 27th July, 2018** (both days inclusive) for the purpose of Annual General Meeting.
6. If a dividend is declared at the Annual General Meeting, the payment of such dividend will be made to those Members of the Company whose names stand on the Register of Members of the Company **on July 27, 2018**. The dividend in respect of shares held in dematerialized form in the Depository System will be paid to the beneficial owners of shares as **on July 20th, 2018**, as per the list provided by the Depositories for this purpose. The dividend will be payable on and from August 06, 2018.
7. 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.
8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, if any. **The Company or its Registrars cannot act on any request received directly from Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.**
Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios are requested to write to the Registrar and Share Transfer Agent.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
10. **The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.**
11. Details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
12. Electronic copy of the Annual Report for 2017- 18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.
13. Electronic copy of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested

for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

14. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website **www.meghmani.com** for their download. The physical copies of the relevant documents mentioned in accompanying notice will be available at the Company's Registered Office in Ahmedabad for inspection during normal business hours on all working days except Saturdays till the date of Annual General Meeting.
15. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email ID: **helpdesk@meghmani.com**
16. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
17. Members are requested to provide their client ID and DP ID numbers at the meeting for easy identification.
18. **Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 (Seven) days before the date of the Meeting so that the information required may be made available at the Meeting.**
19. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company.
20. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be, transferred to the Investor Education and Protection Fund as per Section 125 of the Companies Act, 2013.
21. **Voting through electronic means**
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

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

ITEM NO. 6 :

APPOINTMENT OF MR. MANUBHAI KHODIDAS PATEL AS DIRECTOR

Shri Manubhai Patel (DIN 00132045), 67 years is a member of the Institute of Chartered Accountants of India (ICAI) since 1976.

Shri Manubhai Patel has more than 36 years' of association with Zydus group of Companies. During the tenure, Shri Manubhai Patel was heading Finance and Taxation. Shri Manubhai Patel also has very rich experience, expertise and in-depth insights in the field of Forex, Treasury and Credit Management.

Shri Manubhai Patel was Managing Director of Zydus Technologies Limited and also held the position of Nominee Director of Zydus Wellness Limited and Violio Pharma Private Limited.

Shri Manubhai Patel is Director in GVFL Trustee Company Private Limited, Meghmani Industries Limited, Paryavaran Edutech, Zydus BSV Pharma Private Limited, Dial for Health Unity Limited, ACME Diet Care Private Limited and Meghmani Finechem Limited.

As required, under Section 160 of the Companies Act, 2013, the Company has received a Notice from the Members proposing the name of Mr. Manubhai Patel as a candidate for the office of the Director of the Company.

Keeping in view of vast experience, expertise, and knowledge in the Field of Finance and Taxation of Shri Manubhai Patel your directors recommend for the appointment of Mr. Manubhai Patel as Director of the Company under Item No. 6.

No one of the Directors except Mr. Manubhai Patel is interested or concerned in the resolution.

ITEM NO. 7 - APPOINTMENT OF MR. BHASKAR RAO AS DIRECTOR (DIN 08058946)

Mr. Bhaskar Rao, 60 years, residing at 235, ARCADIA ROAD #03-02, SINGAPORE, is resident in Singapore. Mr Rao has done his BA and Post Graduate Diploma in Management (Indian Institute of Management, Calcutta).

Presently, Mr. Rao is an Independent consultant in the field of finance, legal and commercial partnerships. He is an internationally seasoned Marketing, Communications & Advertising Expert with 30+ years of 'across-the-board' experience in building globally competitive businesses by designing and delivering innovative advertising campaigns to drive consumer excitement incentivize purchase, grow sales revenue and profitability to unprecedented levels. Over the years, he has held various positions in emerging markets of India, Singapore, and Indonesia, working closely with the senior business leaders to transform & strengthen structures & processes through strategic communication planning, talent development and executive partnerships. Mr. Rao has worked with some of the world's biggest organisations like Unisys, Bristol Myers Squibb, Sara Lee, Samsung, Compaq, New Zealand Milk, and Motorola.

Keeping in view of vast experience, expertise, and knowledge in the Field of Finance, Legal and Commercial partnerships, the candidature of Mr. Bhaskar Rao is proposed as an Independent Director under Item No. 7.

This appointment is to meet with Singapore Listing Rules requirement. No one of the Directors except Mr. Bhaskar Rao is interested or concerned in the resolution.

ITEM NO. 8 - APPOINTMENT OF MR. C. S. LIEW AS DIRECTOR (DIN 08065615)

Mr. C S Liew, 62 years, residing at 15 TOH Crescent, SINGAPORE, is B.S. in Agronomy & Pest Management from Iowa State University, USA (High Scholarship Student) in 1979. Mr. Liew has also obtained Diploma in Marketing from Institute of Marketing, UK through self-study in 1986. Mr. Liew has also attended a short course conducted in (1) San Diego by University of Columbia on Sales Management in 1988 (2) by Insead on "Joint Venture Management – The Human Factor" in 1996 and on Negotiation Dynamics in July 2003.

Mr. Liew worked as Summer Field Research Assistant for American Cyanamid (absorbed into BASF) over two summer seasons in Nebraska & Georgia, USA and Market & Product Development Representative for Ciba-Geigy (absorbed into Syngenta),

Malaysia for one year. Mr. Liew has 11 years of experience of heading Singapore Representative Office of Uniroyal Chemical Co. Inc., (renamed Chemtura).

From January 01, 1992 to December 31, 1998 Mr. Liew was holding position of Director and Regional Manager of Nufarm (Asia) Pte Ltd, a wholly-owned subsidiary of Nufarm Ltd., Australia. (Nufarm's diversified business included agrochemicals, agricultural spray equipment, timber preservatives, animal health products, charcoal briquettes, specialty fertilizers, pharmaceuticals and chlor-alkali products.) After resigning from Nufarm, Mr. Liew established self-owned Company viz., Pacific Agriscience Pte Ltd in Dec 1998 and is the Managing Director thereof.

Keeping in view of vast experience, expertise, and knowledge, the candidature of Mr. C. S. Liew is proposed as an Independent Director under Item No. 8.

This appointment is to meet with Singapore Listing Rules requirement. No one of the Directors except Mr. C. S. Liew is interested or concerned in the resolution.

ITEM NO. 9 - APPOINTMENT OF COST AUDITOR

In accordance with the provisions of Section 148(2) and 148(3) of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Rules, 2014, the Company is required to appoint a Cost Auditor for audit of Cost Records of Certain Pigment and Agrochemicals Products manufactured by the Company.

Based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s Kiran J Mehta & Co., Cost Accountants (Firm's Registration No. 000025) as a Cost Auditor for Cost Audit of certain Pigment and Agrochemicals Products manufactured by the Company for the year 1st April, 2018 to 31st March, 2019 on a remuneration of Rs. 2,50,000/- (Rupees Two lacs Fifty Thousand only) (apart from reimbursement of out-of pocket expenses incurred for the purpose of Audit) subject to approval of remuneration by the Members.

The Board of Directors recommend passing of the Ordinary Resolution at item Number 8 of the Notice. None of the Directors, Key Managerial Personnel and/or their relatives is concerned or interested in the Resolution.

ITEM NO. 10- INTERESTED PARTY TRANSACTIONS

The approval is sought for the arrangement of Sales and purchase of chemical product from interested parties on order to order basis for a period commencing from 1st April, 2018 and to remain in force unless revoked or varied by the Company in General Meeting.

The detailed Circular to meet with the requirements of the Singapore Listing Rules for the approval of the Member is forwarded herewith.

Your Directors recommend the resolution for your approval.

Registered Office:
184, PHASE II, GIDC INDUSTRIAL ESTATE,
VATVA, AHMEDABAD 382 445
Date: 26.05.2018

By Order of the Board
K D MEHTA
COMPANY SECRETARY
FCS - 2051

**STATEMENT AS PER LISTING AGREEMENT WITH REGARD TO THE DIRECTORS
PROPOSED FOR REAPPOINTMENT:-**

(1) Mr. Jayanti Patel :- DIN 00027224

Name	Mr. Jayantibhai Meghajibhai Patel
Age	65 years
Designation	Executive Chairman
Qualification	B. E. (Chemical)
Brief Profile	Mr. Jayanti Patel currently oversees the International Marketing of Company and is responsible for all major policy decisions. Mr. Jayanti Patel has more than 40 years experience in the Dyes and Pigments industry and more than 22 years experience in the Agrochemicals industry.
Interest in Other Entities	1) Meghmani Chemicals Limited 2) Meghmani Organics USA Inc 3) PT. Meghmani Organics Indonesia 4) Meghmani Agrochemicals Private Limited 5) Ashish Chemicals 6) Meghmani Pigments

(2) Mr. Anand Patel :- DIN 00027836

Name	Mr. Anand Patel
Age	55 Years
Designation	Executive Director
Qualification	BSC
Brief Profile	Mr. Anand Patel currently oversees the manufacturing of Pigments at Vatva, Panoli and Dahej as well as the International & Domestic marketing of Pigments. Mr. Anand Patel has 30 years experience in the Pigments Industry.
Interest in Other Entities	1) Meghmani Europe BVBA 2) Uniworth Enterprises LLP 3) Meghmani Dyes and Intermediates LLP 4) Novel Spent Acid Management

Registered Office:
184, PHASE II, GIDC INDUSTRIAL ESTATE,
VATVA, AHMEDABAD 382 445
Date: 26th May, 2018

By Order of the Board
K D MEHTA
COMPANY SECRETARY
FCS - 2051

CIRCULAR DATED 26th May, 2018

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about its contents or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your equity shares and/or Singapore depository shares in the capital of the Company, you should forward this Circular, the Notice of Annual General Meeting and the accompanying Proxy Form or Voting Instruction Form immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



MEGHMANI ORGANICS LIMITED
(Incorporated in Gujarat, India, on 2 January 1995)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO
APPOINTMENT OF E&Y LLP
AS JOINT AUDITORS AS REQUIRED UNDER LISTING RULE 712 OF SGX LISTING MANUAL”
This Circular should be read together with the Company’s Annual Report for financial period
ended 31 March 2018.”**

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DEFINITIONS

For the purpose of this Circular, except where the context otherwise requires, the following terms or expressions shall have the following meanings:

“AGM” :	The Annual General Meeting of the Company held on 27th July 2018
“Audit Committee” :	The audit committee of the Company
“Company”:	Meghmani Organics Limited
“Director(s)”:	Director(s) of the Company
“FY”:	Financial year ended or, as the case may be, ending 31 March
“Group”:	Company and its subsidiaries
“Listing Manual”:	Listing rules of the SGX-ST as amended, supplemented or modified, from time to time
“SDS(s)”:	Singapore depository share(s), each representing one half of one Share
“SGX-ST”:	Singapore Exchange Securities Trading Limited
“Share(s)”:	Indian Equity share(s) of Rs 1 each in the capital of the Company
“Shareholder(s)”:	Registered holder(s) of Shares and SDS holders
“Singapore Companies Act”:	Companies Act, Chapter 50 of Singapore, as amended or modified from time to time
“Singapore Depository Shares: (“SDS”) Registrar and Office”	Tricor Barbinder Share Registration Services Pte. Ltd. Tricor Singapore Pte. Ltd.), whose office is located at 80 Robinson Road, #02-00 Singapore 068898

The term “subsidiary” shall have the meaning ascribed to it under Section 5 of the Singapore Companies Act. The terms “associate” and “associated company” shall have the meanings ascribed to them in the Listing Manual.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word or term defined under the India Companies Act, the Singapore Companies Act, the Listing Manual or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the India Companies Act, the Singapore Companies Act, the Listing Manual or any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and to dates in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

CIRCULAR TO SHAREHOLDERS**MEGHMANI ORGANICS LIMITED**

(Incorporated in Gujarat, India, on 2 January 1995)

Registered Office Plot No. 184, Phase II, G.I.D.C. Vatva, Ahmedabad -382 445

Directors	Designation
Jayanti Meghjibhai Patel	(Executive Chairman)
Ashish Natwarlal Soparkar	(Managing Director)
Natwarlal Meghjibhai Patel	(Managing Director)
Ramesh Meghjibhai Patel	(Executive Director)
Anand Ishwerbhai Patel	(Executive Director)
Balkrishna Tulsidas Thakkar	(Independent Director)
Chander Kumar Sabharwal	(Independent Director)
Urvashi Dhirubhai Shah	(Independent Director)
Ching Seng Liew	(Independent Director)
Palakodeti Venkatramana Bhaskar Rao	(Independent Director)
Manubhai Khodidas Patel	(Independent Director)

26 May, 2018

To:

Shareholders of Meghmani Organics Limited

Dear Sir/Madam,

THE PROPOSED APPOINTMENT OF E&Y LLP AS JOINT AUDITORS FOR IFRS REPORTING**1. INTRODUCTION**

The purposes of this Circular is to provide Shareholders information pertaining to the appointment of M/s S R B C & CO LLP, Chartered Accountant as Statutory Auditors and E & Y LLP, Singapore as Joint Auditors (the "Joint Auditors") of the Company.

The Company proposes that M/s S R B C & CO LLP, Chartered Accountant as Statutory Auditors and E & Y LLP, Singapore as Joint Auditors (the "Joint Auditors") be appointed at the AGM to be held on 27 July 2018 at 10:00 a.m as auditors of the Company for FY2018-19. The appointment of E & Y LLP as joint auditors of the Company will take effect upon the approval of the same by Shareholders at the AGM, at a remuneration to be determined by the Directors.

The approval of the Shareholder is sought for appointing M/s S R B C & CO LLP, Chartered Accountant Statutory Auditors and E & Y LLP, Singapore as Joint Auditors (the "Joint Auditors") , at the AGM to be held on **27 July 2018 at 10:00 a.m..**

This circular is to comply with SGX Listing Rules requirements.

2. RATIONALE**1. Appointment of Statutory Auditor :-**

Under Section 139 of the Companies Act, 2013, **M/s S R B C & CO LLP, Statutory Auditor was appointed as Statutory Auditor on 27th July, 2017** to hold office for a period of five years, from the conclusion of AGM held on 27th July, 2017 till the conclusion of next AGM to be held in the year 2022. As per Companies Act, 2013 their appointment will be ratified every year.

The Audit Committee will review and Deliberate to ratify the appointment of M/s **S R B C & CO LLP, Chartered Accountant** (a member firm of Ernst & Young Global) and recommend to the Board that re-appointment of Auditors are

CIRCULAR TO SHAREHOLDERS

best suited to the needs of the Company. The Proposed Change of Auditors is not due to the dismissal of the Outgoing Auditors, or due to the Outgoing Auditors declining to stand for election.

M/s **S R B C & CO LLP, Chartered Accountant** has given their written consent to re-appointed as the Auditors, subject to the approval of the Shareholders at the AGM.

2. Appointment of Joint Auditor :-

To meet with SGX listing Rules requirement, the Company had appointed E & Y LLP, Singapore as Joint Auditor, on **27th July, 2017** for a period of one year. Their appointment is expiring at the conclusion of this Annual General Meeting i.e. **27th July, 2018**.

The Audit Committee will review and Deliberate appointment of E & Y LLP, Singapore and recommend to the Board.

E & Y LLP Singapore is amongst the big four international firm and being Registered with ACRA Singapore. S R B C & Co. LLP will be conducting the audit of financial statement required under the provisions of the Indian Companies Act, 2013 and SEBI (LODR) Regulation, 2015. S R B C & CO LLP, shall express an opinion as to whether the annual accounts give a true and fair view of the company's state of affairs and financial position. To formulate such an opinion S R B C & CO LLP, will examine the company's internal control over financial reporting as well.

E & Y LLP and S R B C will be jointly responsible for reporting as per IFRS. Audit will be executed by experienced team of 10 professionals lead by two senior partners – one based in India and one based in Singapore.

3. Requirements pursuant to Rule 712 of the Listing Manual

Rule 712(2) of the Listing Manual, which took effect from 29 September 2011, provides as follows:

The Joint auditing firm E & Y LLP, Singapore, appointed by the issuer is registered with the Accounting and Corporate Regulatory Authority (ACRA).

The Board, will take into account the Audit Committee's recommendation and opine that E & Y LLP would be able to meet the audit requirements of the Group. Based on the aforesaid, Rule 712 of the Listing Manual has been complied with on approval of the shareholder's on **27th July, 2018**.

4. About M/s S R B C & CO LLP, Chartered Accountants :-

S R B C & Co. LLP is a leading Audit and Assurance service provider, operating in India for 100 plus years. S R B C & CO LLP is a member firm of the S.R. Batliboi & Affiliates network of firms (which comprises of S R B C & CO LLP, S.R. Batliboi & Co LLP., S.R. Batliboi & Associates LLP and S.V. Ghatalia & Associates LLP) registered with the Institute of Chartered Accountants of India. All constituents firms of SRBC are member firms in India of Ernst & Young Global Limited (EYG). SRBC in India has offices in 12 cities, 60 Partners and over 3,000 professionals.

SRBC & Co LLP is registered with Oversight bodies like PCAOB (Registration No: 5546) and is subjected to independent inspection by them.

Apart from this, in India, SRBC & Co. LLP is also registered and regulated by Indian Institute of Chartered Accountants and is subjected to periodical inspections and quality reviews by the authority.

Under LR 712(2)(a) the audit opinion will be signed off by E&Y Singapore partner on the audit.

In order to comply with the requirements of the SGX-ST, the Company has appointed E&Y LLP Singapore as joint auditors of the Company at the AGM held on 27th July, 2017 for rendering an audit opinion on the Company's financial statements."

5. About E&Y LLP:

In Singapore, E&Y has a history of 128 years, with over 150 partners and close to 2,900 people offering assurance, tax, transaction and advisory services to a wide-ranging clientele base consisting of multinational companies, private companies and public sector organizations.

CIRCULAR TO SHAREHOLDERS

The appointment of Ernst & Young LLP registered with ACRA for the period from **01.04.2018 to 31.03.2019** will comply with Rule 712(2)(a) for the Company's FY2019 audit.

6. Role of M/S S R B C & CO LLP during Limited Review:

M/s S R B C & CO LLP, shall carry out Limited Review of the Company's Quarterly Un-audited Consolidated Interim Financial information as required by Clause 33 of SEBI (LODR) Regulation 2015 will be performed in accordance with the Standard on Review Engagement (SRE 2410), review of Interim Financial Information performed by the Independent Auditor of the entity issued by the ICAI and submit its report under Clause 33 of the Listing Agreements of the Indian Stock Exchanges.

A Review of Interim financial Information consists principally of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures.

A review is substantially less in scope than an audit conducted in accordance with Indian GAAS and the relevant requirement of the Companies Act, 2013 / Listing Agreement, the objective of which is the expression of an opinion regarding the Financial Statement taken as a whole. Accordingly, M/s S R B C & CO LLP will not express opinion on Interim Financial Information.

7. Role during the Annual Audit:

M/s SRBC & COLL P

S R B C & Co. LLP will be conducting the audit of financial statement required under the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015. Audit will be conducted in accordance with accounting principles Generally Accepted in India, prepared in accordance with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended, to audit the financial position, financial performance including other comprehensive income, cash flows and changes in equity.

The audit of Ind AS financial statement will be conducted in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards requires the auditor to comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

S R B C & CO LLP, shall express an opinion as to whether the annual accounts give a true and fair view of the company's state of affairs and financial position.

To formulate such an opinion S R B C & CO LLP, shall examine the company's internal control over financial reporting as well.

E & Y LLP

With effect from year ending 31 March 2017, India has converged to IFRS, known as - Ind AS, which has minimal or no accounting differences applicable to the company with IFRS issued by IASB.

The Company, in its annual report, has been reporting on the IFRS Balance sheet and Income statement numbers. As Joint auditors, E&Y LLP and SRBC will be jointly responsible for performing its auditing obligation.

3. OPINION OF DIRECTORS AND AUDIT COMMITTEE

The Directors and Audit Committee, taking into account the adequacy of resources of SRBC & Co LLP and E&Y LLP, their experience and audit engagements, the number and experience of supervisory and professional staff who has been assigned to the audit of the Group and their proposed audit arrangements for the Group, are of the opinion that the Appointment of Joint Auditors was in the best interest of the Group and would ensure and enhance the continued thoroughness and effectiveness of its audit.

Accordingly, the Directors are of the view that the Appointment of Joint Auditors was in the best interest of the Company. The

CIRCULAR TO SHAREHOLDERS

supervisory staff having more than 15 years and professional staff having around 10 Years of experience has been assigned to the audit of the Company's financial statements.

4. RULE 1203(5) OF THE LISTING MANUAL

In accordance with Rule 1203(5) of the Listing Manual of the SGX-ST:

- a) the Company confirms that the reason for the re-appointment of the Joint Auditors is to ensure the Company complies with Rule 712 of the SGX-ST Listing Manual;
- b) the Company is not aware of any other circumstance(s) connected with the re-appointment of Joint Auditors which should be brought to the attention of Shareholders; and
- c) S R B C & CO LLP, that it is not aware of any professional reasons why they should not accept appointment as joint auditors.

The Directors and Audit Committee are of the opinion that S R B C & CO LLP, and E&Y LLP will be able to meet the audit requirements of the Group and Rules 712 and 715 of the SGX-ST Listing Manual have been complied with.

5. SHAREHOLDERS' APPROVAL

The Appointment of Auditor and Joint Auditor will be approved at the AGM held on **27th July, 2018**. S R B C & CO LLP, and E&Y LLP will act as the Auditor/ Joint Auditor of the Company and the Group for Ind-AS and IFRS requirements respectively with effect from the approval of the same by Shareholders at the AGM held on **27th July, 2018**.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

Indian Equity shareholders will be able to vote through Electronic Voting System while SDS holders will be able to vote through Voting Instruction Form at AGM which will take place on **27th July 2018**.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm, after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Appointment of Auditors and the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/ or reproduced in this Circular in its proper form and context.

Yours faithfully

For and on behalf of the Board of Directors of
Meghmani Organics Limited

Jayanti M Patel
Executive Chairman
Date : 26.05.2018

“THE PROPOSED ADOPTION OF THE IPT MANDATE”

“RESOLVED THAT pursuant to Section 188(1) of the Companies Act, 2013, and subject to approval of Singapore Exchange (SGX), under Singapore Listing Rules, the consent, sanction, permission or approval of the members of the Company be and is hereby accorded to the Board of Directors to enter into the transactions with Interested Persons for:

- (a) Sale and Purchase of Agrochemicals, Technical, Formulation, Intermediates, & Small Packing);
- (b) Sale and Purchase of Pigments;
- (c) Hiring /Giving Premises on rental basis
- (d) Services as Subcontractor, Agency and other services in relation to Pigment, Agrochemicals and Basic Chemicals
- (e) Purchase of goods and services of making small packing of Agrochemicals

from Interested Persons on order to order basis within the Maximum Transaction value per annum given in table herein below for a period commencing from 01 April, 2018 and to remain in force unless revoked or varied by the Company in General Meeting.

Sr. No.	Name of Interested Persons	Nature of Interest/ Relationship	S \$ (SGD) Maximum Value of IPT per Annum
1.	Tapsheel Enterprise	Associate	991,500
2.	Vidhi Global Chemicals Limited	Associate	14,871,500
3.	Meghmani LLP	Associate	1,983,000
4.	Meghmani Chemicals Limited	Associate	396,500
5.	Meghmani Industries Limited	Associate	991,500
6.	Meghmani Dyes & Intermediates LLP	Associate	991,500
7.	Meghmani Pigment	Associate	3,966,000
8.	Ashish Chemicals	Associate	1,983,000
9.	Matangi Industries LLP	Associate	991,500
10.	Panch Ratna Corporation	Associate	991,500
11.	Navratan Specialty Chemicals-LLP	Associate	991,500
12.	Trent Chemical Industries	Associate	991,500

“RESOLVED FURTHER THAT Audit Committee be and is hereby authorized to ratify the limit of Maximum Transaction value per annum of Interested Party exceeded during the year.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, in relation to the above and to settle all matters arising out of and incidental thereto, and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution

CIRCULAR DATED 26th May, 2018

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about its contents or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your equity shares and/or Singapore depository shares in the capital of the Company, you should forward this Circular, the Notice of Annual General Meeting and the accompanying Proxy Form or Voting Instruction Form immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



MEGHMANI ORGANICS LIMITED
(Incorporated in Gujarat, India, on 2 January 1995)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO
THE PROPOSED ADOPTION OF THE IPT MANDATE**

This Circular should be read together with the Company's Annual Report for financial period ended 31 March 2018."

CIRCULAR TO SHAREHOLDERS

in relation to:

THE PROPOSED ADOPTION OF THE IPT MANDATE

DEFINITIONS

In this Appendix hereto the following definitions apply throughout except where the context otherwise requires or it is otherwise stated:

AGM	The Annual General Meeting of the Company to be convened on 27 July 2018 at 10:00 a.m. at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad -380 015 notice of which is given in the Annual Report
Appendix:	This appendix circulated to the Shareholders together with the Annual Report for the financial year ended 31 March, 2018
Associate	<p>in the case of a company,</p> <p>(a) in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means:—</p> <p>(i) his immediate family;</p> <p>(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and</p> <p>(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more;</p> <p>(b) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more; in the case of a REIT, "associate" shall have the meaning defined in the Code on Collective Investment Schemes issued by the MAS; and in the case of a business trust,</p> <p>(a) in relation to any director, chief executive officer, or controlling shareholder of the trustee-manager, substantial unit-holder or shareholder of the trustee-manager, substantial unit-holder or controlling unit-holder of the business trust (being an individual) means:—</p> <p>(i) his immediate family;</p> <p>(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and</p> <p>(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and</p> <p>(b) in relation to the controlling shareholder of the trustee-manager or substantial unit-holder or controlling unit-holder of the business trust (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more</p>
Audit and Risk Management	The audit committee of the Company comprises of Mr. Balkrishna Thakkar, Mr. Chander Sabharwal and Mr. Manubhai Patel
Board:	The Board of Directors of the Company as at the date of this Appendix
CDP:	The Central Depository (Pte) Limited
Companies Act:	The Companies Act, Chapter 50 of Singapore, as amended or Modified from time to time
Company:	Meghmani Organics Limited

CIRCULAR TO SHAREHOLDERS

Constitution:	The Constitution of the Company
Control:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of the Company
Controlling Shareholder:	In relation to a listed company, a person who :- (a) holds directly or indirectly 15% or more of the total number of issued shares in the Company excluding treasury shares. SGX- ST may determine that a person who satisfies the above is not a Controlling Shareholder; or (b) in fact exercises Control over the Company
Director:	A director of the Company as at the date of this Appendix
Entity at risk means:	(a) the issuer; (b) a subsidiary of the issuer that is not listed on the Exchange or an approved exchange; or (c) an associated company of the issuer that is not listed on the Exchange or an approved exchange, provided that the listed group, or the listed group and its interested person(s), has control over the associated company.
FY:	Financial year ended or ending on 31 March, 2018
“Group”:	The Company, its subsidiaries and associated companies
Independent : Directors	The Directors who are considered independent for the purpose IPT Mandate FY 2019, namely, Mr. Balkrishna Thakkar, Mr. Manubhai Patel, Mr. Chander Sabharwal, Mr. C S Liew, Mr. P V Bhaskar Rao and Ms. Urvashi Shah
Independent Shareholders:	The Shareholders other than Directors and its associates.
Interested Persons:	(a) In the case of a company, "interested person" means:— (i) a director, chief executive officer, or controlling shareholder of the issuer; or (ii) an associate of any such director, chief executive officer, or controlling shareholder.
Interested Person Transactions:	Interested Person Transaction" means a transaction between an entity at risk and an interested person
Internal Auditors:	The Internal auditors of the Company
IPT Mandate:	A Shareholders' general mandate pursuant to Chapter 9 of the Listing Manual permitting the Company, its subsidiaries and Associated companies or any of them, to enter into Interested Persons Transactions with the Interested Persons
IPT Mandate:	IPT Mandate to be tabled for the consideration and approval of the Shareholders at the AGM
Listing Manual:	The listing manual of the SGX-ST, as amended, modified or Supplemented from time to time
Meghmani:	Meghmani Organics Limited
Meghmani Family	Meghmani family means Mr. Jayanti Patel, Mr. Ashish Soparkar, Mr. Natwarlal Patel, Mr. Ramesh Patel and Mr. Anand Patel
Meghmani Group:	Meghmani, its subsidiaries and associated companies. The wholly owned Subsidiaries are excluded.
“Percentage (“%”):	Per centum or percentage

CIRCULAR TO SHAREHOLDERS

Securities Account:	A securities account maintained by a Depositor with CDP but not including a securities sub-account
Securities and Futures Act:	The Securities and Futures Act, Chapter 289 of Singapore, as amended or modified from time to time
Senior Executives:	The Senior Executives of the Company (with no interest, direct or indirect, in the relevant Interested Person Transaction), for the purposes of the review procedures described in Section 2.5 (Review Procedures for Interested Person Transactions) consisting of the Executive Director of the Company/ and General Manager of the Group
SGX-ST:	Singapore Exchange Securities Trading Limited
Shareholder	The person who owns the shares of a company is known as shareholder. Indian Companies Act has not defined shareholder.
Share Registrar:	Tricor Barbinder Share Registration Services
S\$” and “cents:	Singapore dollars and cents, respectively
SDS Shareholders:	The registered holders of Singapore Depository Shares, except that where the registered holder is CDP, the term “ SDS Shareholders ” shall, in relation to those Shares, mean the Depositors whose Securities Accounts are credited with Shares
Singapore Depository Shares:	Singapore Depository shares represented by underline capital of the Company
Subsidiaries:	<p>the meaning ascribed to it in Section 5 of the Companies Act</p> <p>(1) For the purposes of this Act, a corporation shall, subject to subsection (3), be deemed to be a subsidiary of another corporation, if —</p> <p>(a) that other corporation —</p> <p>(i) controls the composition of the board of directors of the first-mentioned corporation; or</p> <p>(ii) controls more than half of the voting power of the first-mentioned corporation; or</p> <p>(b) the first-mentioned corporation is a subsidiary of any corporation which is that other corporation’s subsidiary.</p> <p>(2) For the purposes of subsection (1), the composition of a corporation’s board of directors shall be deemed to be controlled by another corporation if that other corporation by the exercise of some power exercisable by it without the consent or concurrence of any other person can appoint or remove all or a majority of the directors, and for the purposes of this provision that other corporation shall be deemed to have power to make such an appointment if —</p> <p>(a) a person cannot be appointed as a director without the exercise in his favour by that other corporation of such a power; or</p> <p>(b) a person’s appointment as a director follows necessarily from his being a director or other officer of that other corporation.</p> <p>(3) In determining whether one corporation is a subsidiary of another corporation —</p> <p>(a) any shares held or power exercisable by that other corporation in a fiduciary capacity shall be treated as not held or exercisable by it;</p> <p>(b) subject to paragraphs (c) and (d), any shares held or power exercisable —</p> <p>(i) by any person as a nominee for that other corporation (except where that other corporation is concerned only in a fiduciary capacity); or</p>

CIRCULAR TO SHAREHOLDERS

	<p>(ii) by, or by a nominee for, a subsidiary of that other corporation, not being a subsidiary which is concerned only in a fiduciary capacity, shall be treated as held or exercisable by that other corporation;</p> <p>(c) any shares held or power exercisable by any person by virtue of the provisions of any debentures of the first mentioned corporation or of a trust deed for securing any issue of such debentures shall be disregarded; and</p> <p>(d) any shares held or power exercisable by, or by a nominee for, that other corporation or its subsidiary (not being held or exercisable as mentioned in paragraph (c) shall be treated as not held or exercisable by that other corporation if the ordinary business of that other corporation or its subsidiary as the case may be, includes the lending of money and the shares are held or power is exercisable as aforesaid by way of security only for the purposes of a transaction entered into in the ordinary course of that business.</p> <p>(4) A reference in this Act to the holding company of a company or other corporation shall be read as a reference to a corporation of which that last-mentioned company or corporation is a subsidiary.</p> <p>(5) For the purposes of this Act, the Depository shall not be regarded as a holding company of a corporation by reason only of the shares it holds in that corporation as a bare trustee.</p>
<p>Substantial Shareholder:</p>	<p>(1) a person has a substantial shareholding in a company if —</p> <p>(a) he has an interest or interests in one or more voting shares in the company; and</p> <p>(b) the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares in the company.</p> <p>(2) For the purposes of this Division, a person has a substantial shareholding in a company, being a company the share capital of which is divided into 2 or more classes of shares, if —</p> <p>(a) he has an interest or interests in one or more voting shares included in one of those classes; and</p> <p>(b) the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares included in that class.</p> <p>(3) For the purposes of this Division, a person who has a substantial shareholding in a company is a substantial shareholder in that company.</p> <p>(4) In this Section and Section 83, voting shares” exclude treasury shares.</p>
<p>US\$” and “cents:</p>	<p>United State Dollars and Cents, respectively</p>

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine gender and vice versa. References to persons shall include corporations.

Any reference to a time of day in this Appendix shall be a reference to Singapore time unless otherwise stated.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any term defined under the Companies Act or the Listing Manual or any modification thereof and used in this Appendix shall, where applicable, have the meaning ascribed to it under the Companies Act or the Listing Manual or such modification thereof, as the case may be, unless otherwise provided.

CIRCULAR TO SHAREHOLDER**Meghmani Organics Limited****(Incorporated in India)**(Company Registration Number: **L24110GJ1995PLC024052**)**Registered Office** : Plot No. 184, Phase II, G.I.D.C. Vatva, Ahmedabad -382 445

Directors	Designation
Jayanti Meghjibhai Patel	(Executive Chairman)
Ashish Natwarlal S parkar	(Managing Director)
Natwarlal Meghjibhai Patel	(Managing Director)
Ramesh Meghjibhai Patel	(Executive Director)
Anand Ishwerbhai Patel	(Executive Director)
Balkrishna Tulsidas Thakkar	(Independent Director)
Chander Kumar Sabharwal	(Independent Director)
Urvashi Dhirubhai Shah	(Independent Director)
Ching Seng Liew	(Independent Director)
Palakodeti Venkatramana Bhaskar Rao	(Independent Director)
Manubhai Khodidas Patel	(Independent Director)

To,

The Shareholders of Meghmani Organics Limited**Dear Sir/Madam****THE PROPOSED ADOPTION OF THE IPT MANDATE****1. INTRODUCTION**

- 1.1 The Directors are proposing to seek Shareholders' approval in respect of the proposed adoption of the IPT Mandate.
- 1.2 The purpose of this Circular is to explain the reasons for, and provide the Shareholders with, relevant information pertaining to the aforesaid proposal to be tabled at the AGM and to seek Shareholders' approval for the resolution relating to the same.
- 1.3 The Directors propose to convene an AGM to be held at 10.00 a.m. on 27 July 2018 at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad -380 015 the notice of which is set out on Annual Report.

The Company is registered under the Indian Companies Act, and has restriction to hold General Meeting in Singapore. SGX has dispensed with this requirement. The world General Meeting includes Extra ordinary General Meeting.

Moreover, an Explanation has been provided under Rule 18 (3) of the Companies (Management and Administration) Rules, 2014 (the Rules), so as to provide that "for the purpose of this rule, it is hereby declared that the extraordinary general meeting shall be held at a place within India." The explanation is very clear and, therefore, every company's EGM has to be held at a place within India. Secretarial Standard on General Meetings is also very clear on this issue.

An Extra-Ordinary General Meeting is convened for transacting Special or Urgent business that may arise in between two Annual General Meetings. In our case there is no need of calling EGM as AGM is due on 27th July, 2018.

CIRCULAR TO SHAREHOLDERS

- 1.4 The Singapore Exchange Securities Trading Limited (the “SGX-ST”) assumes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made, or reports contained in this Circular.

2. THE PROPOSED ADOPTION OF THE IPT MANDATE

2.1 Chapter 9 of the Listing Manual

- 2.1.1 Chapter 9 of the Listing Manual applies to transactions between a party that is an entity at risk and a counter party that is an interested person. The objective of Chapter 9 (as stated in Rule 901 of the Listing Manual) is to guard against the risk that interested persons could influence a listed company, its subsidiaries or associated companies to enter into transactions with interested persons that may adversely affect the interests of the listed company or its shareholders.

In particular, an immediate announcement is required for an interested person transaction of a value equal to, or exceeding:

- (a) 3% of the Group’s latest audited consolidated NTA; or
- (b) 3% of the Group’s latest audited consolidated NTA, when aggregated with the values of all other transactions entered into with the same interested person (as construed under Chapter 9 of the Listing Manual) during the same financial year.

Under Chapter 9 of the Listing Manual, Shareholders’ approval is required for an interested person transaction of a value equal to, or exceeding:

- (a) 5% of the Group’s latest audited consolidated NTA; or
- (b) 5% of the Group’s latest audited consolidated NTA, when aggregated with the values of all other transactions entered into with the same interested person (as construed under Chapter 9 of the Listing Manual) during the same financial year.

However, a transaction which has been approved by the Shareholders, or is the subject of aggregation with another transaction that has been approved by Shareholders, need not be included in any subsequent aggregation.

The above requirements for immediate announcement and/or for the Shareholders’ approval do not apply to any transaction below S\$100,000.

- 2.1.2 For illustrative purposes, based on the latest audited consolidated financial statements of the Company and its subsidiaries, for the financial year ended 31 March 2018, the consolidated NTA of the Group was approximately S\$90 million. Accordingly, for the purpose of Chapter 9 thresholds detailed in Section 2.1.1, in the current financial year, 3% of the latest audited consolidated NTA of the Group is approximately S\$ 5.13 million and 5% of the latest audited consolidated NTA of the Group is approximately S\$ 8.55 million.

- 2.1.3 For the purposes of Chapter 9 of the Listing Manual:

- (a) an “entity at risk” means:
 - (i) the listed company;
 - (ii) a subsidiary of the listed company that is not listed on the SGX-ST or on an approved exchange; or
 - (iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the “listed group”), or the listed group and its interested person(s), has control over the associated company;
- (b) an “interested person” means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder;

CIRCULAR TO SHAREHOLDERS

- (c) an “associate” means:
- (i) in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means:
 - (a) his immediate family;
 - (b) the trustees of any trust of which he or his immediate family is a beneficiary, or in the case of a discretionary trust, is a discretionary object; and
 - (c) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more;
 - (ii) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more;
- (d) an “associated company” means a company in which at least 20% but not more than 50% of its shares are held by the listed company or group;
- (e) an “approved exchange” means a stock exchange that has rules which safeguard the interest of shareholders against interested person transactions according to similar principles as Chapter 9;
- (f) an “interested person transaction” means a transaction between an entity at risk and an interested person; and
- (g) a “transaction” includes the provision or receipt of financial assistance; the acquisition, disposal or leasing of assets; the provision or receipt of services; the issuance or subscription of securities; the granting of or being granted options; and the establishment of joint ventures or joint investments, whether or not entered into in the ordinary course of business, and whether entered into directly or indirectly.

2.2 Shareholders’ General Mandate

Chapter 9 allows a listed company to seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations, such as the purchase and sale of supplies and materials, but not in respect of the purchase or sale of assets, undertakings or businesses which may be carried out with the listed company’s interested persons.

2.3 Scope of the IPT Mandate

The IPT Mandate will cover transactions arising in the normal course of business operations of the Company, its subsidiaries that are not listed on the SGX-ST or an approved exchange, and its associated companies that are not listed on the SGX-ST or an approved exchange, provided that the Group, or the Group and its interested person(s), has control over the associated company.

The IPT Mandate does not cover any transaction with an interested person (i) which has a value below S\$100,000 (equivalent to Rs. 50,43,000) as the threshold and aggregation requirements contained in Chapter 9 of the Listing Manual would not apply to such transactions; or (ii) that is equal to or exceeds S\$100,000 (equivalent to Rs. 50,43,000) in value, but qualifies as an exempted transaction for the purposes of Chapter 9 of the Listing Manual and is thus exempted from the threshold and aggregation requirements contained in Chapter 9 of the Listing Manual.

Transactions with Interested Persons which do not fall within the ambit of the IPT Mandate shall be subject to the relevant provisions of Chapter 9 and/or other applicable provisions of the Listing Manual and/or the Companies Act. Transactions conducted under the IPT Mandate are not separately subject to Rules 905 and 906 of Chapter 9 of the Listing Manual pertaining to threshold and aggregation requirements.

CIRCULAR TO SHAREHOLDERS

2.4 The Interested Persons

Sr. No.	Name of Interested Persons	Nature of Interest/ Relationship	S \$ (SGD) Maximum Value of IPT per Annum
1.	Tapsheel Enterprise	Associate	991,500
2.	Vidhi Global Chemicals Limited	Associate	14,871,500
3.	Meghmani LLP	Associate	1,983,000
4.	Meghmani Chemicals Limited	Associate	396,500
5.	Meghmani Industries Limited	Associate	991,500
6.	Meghmani Dyes & Intermediates LLP	Associate	991,500
7.	Meghmani Pigment	Associate	3,966,000
8.	Ashish Chemicals	Associate	1,983,000
9.	Matangi Industries LLP	Associate	991,500
10.	Panch Ratna Corporation	Associate	991,500
11.	Navratan Specialty Chemicals-LLP	Associate	991,500
12.	Trent Chemical Industries	Associate	991,500

The Audit committee is authorised to ratify the above limit of Maximum Transaction exceeded with Interested Person from 01.04.2018 until next AGM

PRINCIPAL BUSINESS:-

1. Tapsheel Enterprise a Partnership Firm manufacturing Dyes at its Plant situated at GIDC Vatva ,Ahmedabad, Gujarat. Tapsheel is considered an Associate as Mr. Nawarlal Patel (MD) family owns 50% share of Partnership.
2. Vidhi Global Chemical Limited is a Public Limited, Unlisted Ahmedabad based Trading company deals in Sale and Purchase of Pigments, Agrochemicals and Other Chemicals. Vidhi Global Chemical is considered as an associate as relatives of Mr. Jayanti Patel (Executive Chairman) Mr. Ashish Soparkar (MD), Mr. Nawarlal Patel (MD) and Mr. Ramesh Patel (ED) family owns more than 40% of Share capital.
3. Meghmani LLP is a limited liability partnership, manufacturing Pigment Red 122, Violet 19 at its Plant situated at GIDC Vatva , Ahmedabad, Gujarat. Meghmani LLP is considered an Associate as Mr. Jayanti Patel (Executive Chairman) family and Mr. Ashish Soparkar (MD) family jointly owns 100%.
4. Meghmani Chemicals Limited is Public Limited, Unlisted New Delhi based Trading company doing Sale and Purchase of Pigments, Agrochemicals and Other Chemicals. Meghmani Chemicals Limited is considered as an Associate as Jayanti Patel (Executive Chairman) and Mr. Ashish Soparkar (MD) and Mr. Nawarlal Patel (MD) owns more than 30% of Share capital.
5. Meghmani Industries Limited is Public Limited; Unlisted Ahmedabad based company manufacturing Agrochemicals at its plant situated at GIDC Vatva, Ahmedabad and Dahej SEZ Limited, Bharuch, Gujarat. Meghmani Industries Limited is considered as an Associate as Mr. Nawarlal Patel (MD) and Mr. Ramesh Patel (ED) family owns more than 40%of share capital.
6. Meghmani Dyes and Intermediates LLP is a limited liability partnership manufacturing Reactive Dyes at its Plant situated at GIDC Vatva , Ahmedabad, Gujarat. Meghmani Dyes and Intermediates LLP is considered as an Associate as Mr. Nawarlal Patel (MD) and Mr. Ramesh Patel (ED) family owns more than 40% share of Partnership.
7. Meghmani Pigment a Partnership Firm is manufacturing Pigment Violet at its Plant situated at GIDC Vatva and at Dahej SEZ Limited, Bharuch, Gujarat. Meghmani LLP is considered an Associate as Jayanti Patel (Executive Chairman) and Mr. Ashish Soparkar (MD) families owns 100%.
8. Ashish Chemicals is a Partnership firm manufacturing Dispersen Blue at its plant situated at GIDC Vatva , Ahmedabad, Gujarat . Meghmani LLP is considered an Associate as Mr. Jayanti Patel (Executive Chairman) and Mr. Ashish Soparkar (MD) owns 100%.

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9. Matangi Industries LLP is a partnership firm manufacturing Vinyl Sulfone and its derivatives at its plant situated at GIDC Vatva, Ahmedabad, Mr. Jayanti Patel (Executive Chairman), Mr. Ashish Soparkar (MD), Mr. Nawarlal Patel (MD) and Mr. Ramesh Patel (ED) family owns more than 30% share in the Partnership.
10. Panchratna Corporation is a partnership firm has constructed a building. The Company has hired the premises on rental basis, Mr. Jayanti Patel (Executive Chairman), Mr. Ashish Soparkar (MD), Mr. Nawarlal Patel (MD) and Mr. Ramesh Patel (ED) family owns more than 30% share in the Partnership.
11. Navratan Specialty Chemicals-LLP is a limited liability partnership manufacturing Flex Banner, at Village Chharodi, Taluka Sanand, Ahmedabad, Gujarat. Navratan Specialty Chemicals-LLP is considered as an Associate as Mr. Nawarlal Patel (MD) and Mr. Ramesh Patel (ED) family owns 50% share of Partnership
12. Trent Chemical Industries is a partnership firm manufacturing Intermediates to manufacture Dyes, at Bhopal, Madhya Pradesh, Trent Chemical Industries is considered as an Associate as Mr. Nawarlal Patel (MD) and Mr. Ramesh Patel (ED) family owns 50% share of Partnership

Meghmani Organics Limited ("MOL") has been listed on SGXST since 2004 and Indian Stock Exchanges Viz., National Stock Exchange India Limited and BSE Limited on 2007. MOL is India's leading Pigment and Agrochemical manufacturing company. Over the years, MOL Group has grown from a company with a single focus in Pigment Manufacturer into a Agrochemical and Basic Manufacturing company.

As at the Latest Practicable Date, the Meghmani Family holds approximately 47.49% of the issued and paid-up share capital of MOL. As their shareholding in MOL amounts to 30% or more, the Meghmani Family is deemed to be an interested person for the purposes of Chapter 9 of the Listing Manual.

Name	Designation	Relationship
Jayanti Patel Family		
Jayanti Meghjbhai Patel	Executive Chairman	
Taraben Jayantibhai Patel		Wife of Jayanti Patel
Maulik Jayantibhai Patel		Son of Jayanti Patel
Kruti Jayantibhai Patel		Daughter of Jayanti Patel
Sandhya Maulikbhai Patel		Son's wife
Ashish Soparkar Family		
Ashish Soparkar	Managing Director	
Nayana Soparkar		Wife of Ashish Soparkar
Kaushal Soparkar		Son of Ashish Soparkar
Deval Soparkar		Daughter of Ashish Soparkar
Ruchi Soparkar		Daughter of Ashish Soparkar
Natwarlal Patel Family		
Natwarlal Meghjbhai Patel	Managing Director	Brother of Jayanti Patel
Bharatiben Natwarlal Patel		Wife of Natwarlal Patel
Ankit Natwarlal Patel –CEO		Son of Natwarlal Patel
Disha Natwarlal Patel		Daughter of Natwarlal Patel
Ramesh Patel Family		
Ramesh Meghjbhai Patel	Executive Director	Brother of Jayanti Patel
Kalpana Ramesh Patel		Wife of Ramesh Patel
Karana Ramesh Patel		Son of Ramesh Patel
Vaishakhi Ramesh Patel		Daughter of Ramesh Patel

CIRCULAR TO SHAREHOLDERS

Name	Designation	Relationship
Anand Patel Family		
Anand Ishwarbhai Patel	Executive Director	Son of Ishwerbhai Patel
Nayana Anand Patel		Wife of Anand Patel
Darshan Anand Patel		Son of Anand Patel
Chintan Anandbhai Patel		Son of Anand Patel
Brothers of Jayanti Patel		
Ishwarbhai Meghjibhai Patel		Brother of Jayanti Patel
Popatbhai Meghjibhai Patel		Brother of Jayanti Patel
Haribhai Meghjibhai Patel		Brother of Jayanti Patel
Ganpatbhai Meghjibhai Patel		Brother of Jayanti Patel
Kantibhai Meghjibhai Patel		Brother of Jayanti Patel

Thus, to ensure compliance with Chapter 9 of the Listing Manual, the Company has elected to deem, as far as a transaction involving the Meghmani Group and any member of the Group is concerned, an Interested Person Transaction in the IPT Mandate.

The value of the IPTs with the Meghmani Group in FY 2018 was approximately S\$ 7.92 million, and comprise of (i) sale of goods and services to the Interested Persons, rental of premises and (ii) purchase of services from the Interested Person may refer to the corporate governance section of the Company's annual report for FY2018 for further details on the IPTs with the Meghmani Group.

2.5 Categories of Interested Person Transactions

The types of transactions with the Interested Persons specified in Section 2.4 above to which the IPT Mandate applies are broadly categorized as follows:

2.5.1 Sale of goods and services to the Interested Persons:

- (a) Sale and Purchase of Agrochemicals, Technical, Formulation, Intermediates, & Small Packing);
- (b) Sale and Purchase of Pigments;

The Company is manufacturing Pigment and Agrochemicals. Interested Persons are also making different kind of Pigments (violet Blue, Turquoise Blue) and Agrochemicals (Herbicides, Weedisides). Interested Persons while marketing their products in International Market gets the enquiry for the products manufactured by the Company. To offer the Pigment and Agrochemicals product as package Interested Persons Purchase the goods from the Company vice a versa the Company also purchases the goods manufactured by Interested Person

- (c) Hiring /Office Premises from Panchratna on rental basis.
- (d) Services as Subcontractor, Agency and other services in relation to Pigment, Agrochemicals and Basic Chemicals

2.5.2 Purchase of goods and services for making small packing of Agrochemicals from the Interested Persons.

2.6 Rationale for and Benefits of the IPT Mandate

The IPT Mandate (and its subsequent renewal thereafter on an annual basis) is intended to facilitate the Interested Person Transactions in the ordinary course of business of the Group as described in Section 2.5 above, which the Directors envisage are likely to be transacted with some frequency and from time to time with the Interested Persons, provided that they are carried out on the Group's normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

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The IPT Mandate will enhance the ability of companies in the Group to pursue business opportunities which are time-sensitive in nature, and will eliminate the need for the Company to announce, or to announce and convene separate General Meetings on each occasion to seek Shareholders' approval for the entry by the relevant company in the Group into such transactions. This will substantially reduce the expenses associated with the convening of general meetings on an ad hoc basis, improve administrative efficacy considerably, and allow manpower resources and time to be channeled towards attaining other corporate objectives.

3. GUIDELINES AND REVIEW PROCEDURES FOR THE INTERESTED PERSON TRANSACTIONS

3.1 To ensure that the Interested Person Transactions described in Section 2.5 of this Circular are undertaken on an arm's length basis, on normal commercial terms consistent with the Group's usual business practices, and on terms which are either not more favourable than the usual commercial terms extended to unrelated third parties or not less favourable than the usual commercial terms offered by unrelated third parties, the Company has adopted and/or will adopt the following procedures for the review and approval of Interested Person Transactions under the IPT Mandate to ensure that the interests of the Company and minority Shareholders are not Affected/ Disadvantaged:

3.1.1 Sale of goods and services to the Interested Persons

- (a) Sale and Purchase of Agrochemicals, Technical, Formulation, Intermediates, & Small Packing Sale and Purchase of Pigments;

The transaction prices and terms will be determined based on the prevailing market rates which will, in turn, be determined by market forces, demand and supply, specifications and other factors.

The transaction price will also be determined with reference to publicly-available information including industry databases.

The transaction price and terms will be no more favourable to the Interested Persons than what is available in the market. In India the transfer pricing rules is applicable for taxation purpose. Because of transfer pricing regulations the Company cannot give goods to Interested Person at a rate lower than prevailing market rate. If the Company supply the goods at lower rate than the Company will have to pay the Income tax on differential pricing.

- (b) Sale and Purchase of Pigments;

The transaction prices and terms will be determined based on the prevailing market rates which will, in turn, be determined by market forces, demand and supply, specifications and other factors.

The transaction price will also be determined with reference to publicly-available information including industry databases.

The transaction price and terms will be no more favourable to the Interested Persons than what is available in the market. In India the transfer pricing rules is applicable for taxation purpose. Because of transfer pricing regulations the Company cannot give goods to Interested Person at a rate lower than prevailing market rate. If the Company supplies the goods at lower rate then the Company will have to pay the Income tax on differential pricing. This will result in the Company conducting its IPTs on normal commercial terms which will not be prejudicial to the Company and its minority shareholders.

- (c) Hiring Office Premises on rental basis

The review of the charter (Agreement) and/or rental rates, the revision of rates, or the revised terms upon which the charter and/or rental agreements are to be entered/renewed (as the case may be) will be determined by the senior management staff of the relevant company of the Group (who has no interest, direct or indirect, in the transaction) who will ensure that they are on normal commercial terms. This will be done by comparing the rates of similar premises to the Interested Persons against those granted to at least two (2) unrelated third parties (where possible or available) undertaken by the Group. Panchratana corporation is renting the premises to Meghamni.

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- (d) Services as Subcontractor, Agency and other services in relation to Pigment, Agrochemicals and Basic Chemicals Comparison will be made with reference to at least two (2) latest transactions between the Group and unrelated third parties, for the same or substantially similar type of contract or transaction.

Where the prevailing market rates or prices are not available (for instance, due to the nature of services or products to be sold, or due to the prevailing business conditions) the senior management staff of the relevant company of the Group (who has no interest, direct or indirect, in the transaction) will determine the price in accordance with the Group's usual business practices, consistent with the usual profit margin to be obtained by the Group for the same or substantially similar type of contract or transaction with unrelated third parties.

In determining the transaction price payable by the Interested Persons for such services or products, factors such as, but not limited to, quantity, track record, customer requirements, specifications, duration of contract, potential for future repeat business and strategic purposes of the transaction will be taken into account.

3.1.2 Purchase of goods and services of making small packing of Agrochemicals from the Interested Persons

- (a) In the case of purchasing or obtaining the services from the Interested Persons, comparison will be made with reference to two other quotations from non-related/ non interested parties for the same or substantially similar type of services or products

The Group will only enter into transactions with such Interested Persons provided the purchase price and terms obtained from the Interested Persons are not less favourable to the Group than what is available in the market for unrelated third parties. In determining the most competitive price or fee, all pertinent factors such as, but not limited to, quality, delivery schedule, standard of services, specification compliance, track record, experience and expertise, will be taken into consideration.

- (b) Where it is impractical or unfeasible to obtain competitive quotations from unrelated third parties of similar services or products (for instance, if the service or product is proprietary, if there are confidentiality issues or timing constraints over the provision of services or products by unrelated third party vendors or if the prevailing market rates or prices are not available due to the nature of the services or products to be provided or due to the prevailing business conditions), the senior management staff of the relevant company of the Group (who has no interest, direct or indirect, in the transaction) will determine whether the price and terms offered by the Interested Persons are fair and reasonable and in accordance with industry norms and the Group's usual business practices. Factors such as, but not limited to, quantity, requirements and specifications will also be taken into account.

3.2 Threshold Limits

In addition to the review procedures set out above, the Group will monitor the Interested Person Transactions covered by the IPT Mandate by categorizing the transactions as follows:

- (a) a Category 1 Interested Person Transaction is one where the value thereof is in excess of 3% of the latest audited consolidated NTA of the Company; and
- (b) a Category 2 Interested Person Transaction is one where the value is less than or equal to 3% of the latest audited consolidated NTA of the Company.

Category 1 Interested Person Transactions must be approved by the Audit Committee prior to entry.

Category 2 Interested Person Transactions do not require the prior approval of the Audit Committee; senior management of the relevant Company Transactions with Interested Person will be responsible for approving such transactions instead.

Quarterly reviews shall be performed by the Audit Committee to ensure that the Interested Person Transactions are carried out on normal commercial terms, in accordance with the procedures outlined above. All relevant

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non-quantitative factors such as the nature of services provided and prevailing market conditions will also be taken into account and recorded accordingly.

The Table containing the transactions entered with the Interested Party during the quarter is placed before the Audit Committee. The monetary ceiling approved is monitored with the transaction carried out. If it exceeds the limit, the Audit Committee ratifies the transaction.

Any person who has an interest in any Interested Person Transactions (including any person related to the Interested Persons) shall abstain from participating in the review and approval process in relation to that transaction.

3.3 General administration procedures for all Interested Person Transactions

The Group has the following procedures in place for the identification of Interested Persons and the record of all Interested Person Transactions (including non-mandated Interested Person Transactions):-

- (a) The Company Secretary will maintain a register of the Interested Persons which comprise the Group's Directors, Chief Executive Officer (CEO) and controlling Shareholders and their respective associates (which is to be updated immediately if there is any changes), and disclose the list to relevant personnel (such as the Board, the human resource manager, the procurement manager, the marketing manager and the finance manager) to enable the identification of interested persons (as defined in Chapter 9 of the Listing Manual). This register of Interested Persons will be reviewed by the Audit Committee on an annual basis.
- (b) Designated persons of the respective subsidiaries and associated companies of the Group are required to inform the Company Secretary of any upcoming transaction with the Interested Persons. Prior approval of the Audit Committee or Shareholders is to be obtained where necessary.
- (c) For monitoring purposes, the Company Secretary or an officer so assigned will maintain a register of all Interested Person Transactions (recording the basis and the factors that have been taken into account for entry into the transactions, including the quotations, valuation guidance and other evidence obtained to support such basis), which will be updated quarterly based on submissions by the designated persons.
- (d) Save for the Interested Person Transactions for which approval of the Audit Committee is required prior to the entry thereof, the Interested Person Transactions set out in the quarterly report will be reviewed by the Audit Committee at quarterly meetings. The Audit Committee will review all Interested Person Transactions (including those Interested Person Transactions which have a value below S\$100,000) quarterly to ensure that they are carried on normal commercial terms, that the guidelines and procedures established to monitor Interested Person Transactions have been complied with and the relevant approvals obtained.
- (e) The annual internal audit plan of the Group shall incorporate a quarterly review of all transactions entered into in the relevant financial year pursuant to the IPT Mandate. The Audit Committee shall review the internal audit report (including the register) on the Interested Person Transactions to ascertain if the established guidelines and procedures to monitor the Interested Person Transactions have been complied with and the relevant approvals obtained.

If during the course of their review, the Audit Committee is of the view that the internal control procedures for Interested Person Transactions (including the methods or procedures for determining transaction prices) have become inappropriate or insufficient in view of changes to the nature of, or the manner in which, the business activities of the Group are conducted, the Company will seek the Shareholders' approval for a fresh general mandate based on new guidelines and review procedures to ensure that the Interested Person Transactions are conducted on normal commercial terms.

During the period prior to obtaining a fresh general mandate from the Shareholders, all Interested Person Transactions will be subject to prior review and approval by the Audit Committee.

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- (f) Further, the Audit Committee will review the threshold limits (be it in absolute dollar amount or as a percentage of the latest prevailing audited consolidated NTA of the Group) annually to assure that they are not prejudicial to the interests of the Group and the minority Shareholders.
- (g) The Board will ensure that all disclosure, approval and other requirements on Interested Person Transactions, including those required by prevailing legislation, the SGX-ST Listing Manual and accounting standards are complied with.
- (h) The Audit Committee shall have overall responsibility for the determination of the review procedures and shall have the authority to delegate such responsibility to individuals or committees within the Company as they deem appropriate.
- (i) The Audit Committee shall, if it deems necessary, require the appointment of auditors or any independent professional to review all matters relating to the Interested Person Transactions entered into pursuant to the IPT Mandate recorded in the register.

The Audit Committee is of the view that the above guidelines and procedures are sufficient to ensure that these Interested Person Transactions will be on an arm's length basis and on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

4. VALIDITY PERIOD OF THE IPT MANDATE

The IPT Mandate will take effect from the date of the passing of the ordinary resolution relating thereto at the AGM, and will (unless revoked or varied by the Company in general meeting) continue in force until the next AGM of the Company. Approval from Shareholders will be sought for the renewal of the IPT Mandate at the next AGM of the Company and at each subsequent AGM subject to satisfactory review by the Audit Committee of its continued application to the transactions with Interested Persons.

5. DISCLOSURE OF INTERESTED PERSON TRANSACTIONS PURSUANT TO THE IPT MANDATE

The Company will announce the aggregate value of transactions conducted with Interested Persons pursuant to the IPT Mandate for the quarterly financial periods which the Company is required to report on pursuant to Rule 705 of the Listing Manual and within the time required for the announcement of such report.

The Company is required, in accordance with the requirement of Chapter 9 of the Listing Manual, to disclose in its annual report the aggregate value of transactions conducted pursuant to the IPT Mandate during the financial year, as well as in the annual reports for the subsequent financial years during which the IPT Mandate is in force.

6. OPINION OF THE IFA IN RESPECT OF THE IPT MANDATE

E&Y LLP Singapore will be appointed as the IFA to opine on whether the methods and procedures for determining the transaction prices of the Interested Person Transactions under the IPT Mandate are sufficient to ensure that the Group's transactions with the Interested Persons will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

7. STATEMENT OF THE AUDIT COMMITTEE

The Audit Committee, having reviewed, inter alia, the rationale for and the terms of the IPT Mandate as well as the benefits to the Group that may be obtained therefrom, the review procedures of the Company confirms that the methods and procedures set up by the Company for determining the transaction prices of Interested Person Transactions, if always adhered to, are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

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Directors	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Jayanti Patel	18560390	7.30			18560390	7.30
Ashish Soparkar	24680410	9.70	0	0	24680410	9.70
Natwarlal Patel	25712130	10.11	0	0	25712130	10.11
Ramesh Patel	16422392	6.46	0	0	16422392	6.46
Anand Patel	8148081	3.20	0	0	8148081	3.20
Chinubhai Shah	10,000	0.00	0	0	10,000	0.00
Total	9,35,24,403	36.77	0	0	9,35,24,403	36.77
Substantial Shareholder Waterworth Pte.Ltd.					4750000	1.87%
Total					4750000	1.87%

Note: The percentage is calculated based on 254,314,211 issued ordinary shares of the Company (No treasury shares issued) as at the Latest Practicable Date.

Name of Shareholder	Relationship with any Directors and substantial shareholders	No. of Shares	% of Holding
Patel Nayanaben Anandbhai	Wife of Director Anand Patel	2,310,000	0.90%
Taraben Jayantibhai Patel	Wife of Director Jayanti Patel	7,360,000	2.89%
Bhartiben Natwarlal Patel	Wife of Director Natwarlal Patel	2,000,000	0.79%
Patel Kalpana Rameshbhai	Wife of Director Ramesh Patel	1,000,000	0.39%
Chintan Anandbhai Patel & Darshan Anandbhai Patel	Children of Director Anand Patel	310,000	0.12%
Kruti Adesh Patel & Maulik Jayantibhai Patel	Children of Director Jayanti Patel	1,650,000	0.65%
Ankit Natwarlal Patel & Disha Natwarlal Patel	Children of Director Natwarlal Patel	4,520,865	1.78%
Karan Rameshbhai Patel & Vaishakhi Rameshbhai Patel	Children of Director Ramesh Patel	28,65,000	1.13%
Deval Soparkar, Ruchi Ashish Soparkar & Kaushal Soparkar	Children of Director Ashish Soparkar	2,172,220	0.33%
Ganpatbhai Patel, Haribhai Patel, Ishwerbhai Patel, Kantibhai Patel, and Popatbhai Patel	Brothers of Directors Jayanti Patel, Natwarlal Patel and Ramesh Patel	30,78,438	1.21%
	Total	27266523	10.72%

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- (1) Jayanti Meghji bhai Patel's deemed interest relates to the Shares held by his wife Taraben Patel and his children, Kruti Patel and Maulik Patel.
- (2) Ashish Natwarlal Soparkar's deemed interest relates to the Shares held by his children, Deval Soparkar, Ruchi Soparkar and Kaushal Soparkar.
- (3) Natwarlal Meghji bhai Patel's deemed interest relates to the Shares held by his wife Bharti Natwarlal Patel and his children, Ankit Patel and Disha Patel.
- (4) Ramesh Meghji bhai Patel's deemed interest relates to the Shares held by his wife Kalpanaben Patel and his children, Karan Patel and Vaishakhi Patel.
- (5) Anand Ishwerbhai Patel's deemed interest relates to the Shares held by his father Ishwerbhai Meghaji bhai Patel, his mother Kunverben Patel, his wife Nayanaben Patel and his children, Chintan Patel and Darshan Patel.
- (6) The Shares held by our Directors and substantial shareholders do not carry different voting rights from the Shares represented by the Invitation SDSs which are the subject of the Invitation.

9. ABSTENTION FROM VOTING

In accordance with the requirements of the Listing Manual, the Interested Persons (as described in Section 2.4 of this Circular) and their associates, which for the avoidance of doubt, shall include the Meghmani Family, shall abstain from voting on resolutions approving Interested Person Transactions involving themselves with the Group. The Interested Persons and their associates will also refrain from accepting nominations as proxy or otherwise vote at the AGM in respect of the ordinary resolution to be proposed unless Shareholders appointing them as proxies give specific instructions in the relevant proxy forms on the manner in which they wish their votes to be cast for the said resolution.

10. DIRECTORS' RECOMMENDATION

As the Director's Family collectively holds approximately 47.49% of the issued and paid-up share capital of MOL, Mr. Jayanti Patel, Mr. Ashish Soparkar, Mr. Natwarlal Patel, Mr. Ramesh Patel and Mr. Anand Patel shall abstain from making any recommendations on the approval of the IPT Mandate to be proposed at the AGM to be held on 27 July, 2018.

Save as disclosed above and for their respective interests in Shares, none of the other Directors have any interest, direct and indirect, in the IPT Mandate.

Having reviewed and considered the guidelines and review procedures in relation to the IPT Mandate, the rationale for and benefits of the IPT Mandate, the Directors, save for Mr. Jayanti Patel, Mr. Ashish Soparkar, Mr. Natwarlal Patel, Mr. Ramesh Patel and Mr. Anand Patel, are of the view that the IPT Mandate is in the best interests of the Company and recommend that the Shareholders vote in favour of the ordinary resolution approving the adoption of the IPT Mandate as set out in the notice of AGM.

11. ANNUAL GENERAL MEETING

The notice of AGM is sent along with Annual Report FY 2017 -18. The AGM will be held at J B Auditorium, Ahmedabad Management Association, ATIRA Campus, Dr. Vikram Sarabhai Marg, Vastrapur, Ahmedabad -380 015 for the purpose of considering and, if thought fit, passing (with or without any modification) the ordinary resolution set out in the notice of AGM.

12. ACTION TO BE TAKEN BY SHAREHOLDERS

Voting Instruction Form ("VIF") is attached to the notice of AGM.

Voting Instruction Form ("VIF") duly completed and executed, is to be returned by the Direct Account Holder or Depository Agent to Meghmani Organics Limited c/o The Central Depository (Pte) Limited, Robinson Road Post Office P.O. Box 1597 Singapore 903147 only if the Direct Account Holder or Depository Agent wishes to exercise its voting rights with respect to the Singapore Depository Shares ("SDS"). You do not have to return this VIF if you do not wish to exercise voting rights with respect to the SDSs or attend the AGM as an observer.

The Company is incorporated and governed by Indian Companies Act. The Company is also listed on Indian Stock Exchanges. The Company being Primary Listed on SGX is complying with this SGX Listing Rules. Under SGX Listing Rules

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it is Interested Person transaction while as Per Indian Stock Exchange it is Related Party Transaction. Hence requirements of both Indian and Singapore Stock Exchange are different. The Company has obtained approval under Indian Companies Act and Indian Stock Exchange Listing Rules requirement. This was informed to SGX at the Personal meeting and Conference call meeting. When it was decided by SGX that though the Company has approval under Indian Rules, the Company will have to move the circular as per SGX Rules. This circular is only to comply with SGX Listing Requirements.

In earlier part, we have explained the difference in voting system. SDSs holders voting will be for Singapore Depository Receipts held while Indian voting is for Equity Shares.

13. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the IPT Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

14. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours from the date of this Circular up to and including the date of the AGM:-

- (a) the Constitution of the Company;
- (b) the Audited Consolidated Financial Statements of the Group for the financial year ended 31 March, 2018;
- (c) the Annual Report of the Company for the financial year ended 31 March, 2018;

Yours Faithfully

For and on behalf of the Board of Directors of
Meghmani Organics Limited

Jayanti M Patel
Executive Chairman
Date : 26.05.2018