

# HEMO ORGANIC LIMITED

CIN: - L24231GJ1992PLC018224

Address: - 8-A, Gulnar, Chinar - Gulnar Appt. V V Nagar Road Anand -388001

Email ID: - hemoorganic@gmail.com, Website: - [www.hemoorganic.com](http://www.hemoorganic.com)

Ph. No. 9727170232

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Date: August 20, 2024

To,

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001.

Dear Sir / Madam,

**Sub: Submission of Notice of 32<sup>nd</sup> Annual General Meeting.**

**Ref: Hemo Organic Limited (Security ID: HEMORGANIC, Security Code: 524590)**

This is to inform you that the 32<sup>nd</sup> Annual General Meeting of the Company will be held on Wednesday, September 11, 2024 at 03:00 P.M. IST through Video Conferencing (VC) or Other Audio Visual Means (OVAM) in compliance with the applicable circulars of Ministry of Corporate Affairs (MCA) and SEBI to transact the businesses mentioned in the Notice of 32<sup>nd</sup> Annual General Meeting.

The Register of Members and Share Transfer Books of the Company will be closed from Thursday, September 05, 2024 to Wednesday, September 11, 2024 (both days inclusive) for the purpose of 32<sup>nd</sup> AGM and same will be reopened from Thursday, September 12, 2024 onwards. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, September 04, 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM.

We have attached herewith the Notice of 32<sup>nd</sup> Annual General Meeting of our Company for kind perusal of Stakeholders

Kindly take the same on your record and oblige us.

Thanking You,

For, **Hemo Organic Limited**

**Vishwambar Kameshwar Singh**

**Managing Director**

**DIN: 09822587**

## NOTICE OF 32<sup>nd</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-Second (32<sup>ND</sup>) Annual General Meeting (AGM) of the Members of Hemo Organic Limited will be held on Wednesday, September 11, 2024 at 03:00 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

### ORDINARY BUSINESSES:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an **ORDINARY RESOLUTION**.

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint a Director in place of Ms. Siyonaa Mohan Lal jhanwar (DIN: 07857945) who retires by rotation and being eligible, seeks re-appointment.

**Explanation:** Based on the terms of appointment, executive directors and non-executive directors are subject to retirement by rotation. Ms. Siyonaa Mohan Laljhanwar (DIN: 07857945), who was appointed as Non-Executive Director for the current term, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Ms. Siyonaa Mohan Laljhanwar (DIN: 07857945) is required to retire by rotation, she would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the re-appointment of Ms. Siyonaa Mohan Laljhanwar (DIN: 07857945) as such, to the extent that she is required to retire by rotation."

### SPECIAL BUSINESS:

3. **Change in designation cum appointment of Mr. Vishwambar Kameshwar Singh (DIN: 09822587) as Managing director of the company:**

To consider and if thought fit, to pass with or without modification, following resolution as **Special resolutions**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof, constituted/ to be constituted by the Board) the approval of the Members of the Company be and is hereby accorded for change in designation cum appointment of Mr. Vishwambar Kameshwar Singh (DIN: 09822587) as Managing Director of the Company for a period of five (5) years with effect from May 29, 2024, liable to retire by rotation, on such terms and conditions including salary, perquisites and commission (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company;

"RESOLVED FURTHER THAT subject to the provisions of Section 197 of the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Vishwambar Kameshwar Singh (DIN: 09822587) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013;

"RESOLVED FURTHER THAT in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Vishwambar Kameshwar Singh (DIN: 09822587) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Vishwambar Kameshwar Singh (DIN: 09822587) as Managing Director of the Company;

"RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, alter, enhance or widen the scope of and modify the terms and conditions of the said appointment and/ or his managerial remuneration (including without limitation fixed pay, variable pay, incentives and any other benefits, perquisites, retirement benefits, increments etc. required to be included in the computation of remuneration in accordance with Schedule V of the Act ) and/or any other term in appointment letter with the Company (collectively referred to as 'Variation') during his tenure, as may be agreed to between the Board and Mr. Vishwambar Kameshwar Singh (DIN: 09822587), subject to such approvals of applicable authorities, as may be required under the applicable laws to such Variations but without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution subject to his annual managerial remuneration not exceeding the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013 for the relevant financial year;

"RESOLVED FURTHER THAT any one Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution."

4. **To regularize appointment of Mr. Murlidhar Joshi (DIN: 09819849) as Professional Non-Executive Director of the Company:**

To consider and if thought fit, to pass with or without modification, following resolution as **Ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force), Mr. Murlidhar Joshi (DIN: 09819849), who was appointed as Professional Additional (Non-Executive) Director of the Company with effect from May 29, 2024, and whose term expires at this AGM, and whose appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as a Professional Non-Executive Director of the Company whose office shall be liable to retire by rotation."

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5. To regularize appointment of Ms. Hiral Vinodbhai Patel (DIN: 09719512) as Independent Director of the Company:

To consider and if thought fit, to pass with or without modification, following resolution as Special resolutions:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), including any statutory modification(s) or re-enactment(s) of the Act and Listing Regulations, and in terms of Articles of Association of the Company, Ms. Hiral Vinodbhai Patel (DIN: 09719512), who has submitted a declaration that she meets the criteria of independence as specified under the Act & Listing Regulations, who was pursuant to the provisions of Section 161 of the Act and upon recommendation of the Nomination and Remuneration Committee, appointed by the Board of Directors as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from May 29, 2024, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years, from the date of her appointment i.e. May 29, 2024, to May 28, 2029 (both days inclusive);

RESOLVED FURTHER THAT subject to the necessary permissions/approvals, the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing any agreement, deeds and such other documents as may be necessary and to delegate all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company, as may be required to give effect to the above resolution.”

6. To regularize appointment of Ms. Rina Kumari (DIN: 10588570) as Independent Director of the Company:

To consider and if thought fit, to pass with or without modification, following resolution as Special resolutions:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), including any statutory modification(s) or re-enactment(s) of the Act and Listing Regulations, and in terms of Articles of Association of the Company, Ms. Rina Kumari (DIN: 10588570), who has submitted a declaration that she meets the criteria of independence as specified under the Act & Listing Regulations, who was pursuant to the provisions of Section 161 of the Act and upon recommendation of the Nomination and Remuneration Committee, appointed by the Board of Directors as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from May 29, 2024, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years, from the date of her appointment i.e. May 29, 2024, to May 28, 2029 (both days inclusive);

RESOLVED FURTHER THAT subject to the necessary permissions/approvals, the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing any agreement, deeds and such other documents as may be necessary and to delegate all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company, as may be required to give effect to the above resolution.”

7. To shift Registered Office of the Company outside local limits where first is situated but within the jurisdiction of the same registrar i.e. ROC Ahmedabad:

To consider and if thought fit, to pass with or without modification, following resolutions as Special resolution:

“RESOLVED THAT pursuant to the provisions of section 12 of the Companies Act, 2013 and any other provisions applicable, if any, consent of the members of the Company be and is hereby accorded to shift the registered office of the Company outside local limits where first is situated but within the jurisdiction of the same registrar i.e. ROC Ahmedabad from “8-A, Gulnar, Chinar - Gulnar Appt., V V Nagar Road, Anand, Gujarat, India, 388001 to “Block D, 108, Sumel Business Park - 7, Near Soni Ni Challi, Rakhial, Ahmedabad - 380023”;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Executive Directors and the Company Secretary of the Company be and are hereby severally authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of E-form INC-22 and MGT-14 as return of Change in address of registered office with the Registrar of Companies, Ahmedabad, Gujarat.”

8. To increase the Authorized Share Capital of the Company and make consequent alteration in Clause 5 of the newly adopted Memorandum of Association:

To consider and if thought fit, to pass with or without modification (s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from Rupees 3,50,00,000/- (Rupees Three Crores Fifty Lakhs only) divided into 3500000 (Thirty Five Lakh only) Equity Shares of Rupees 10/- (Rupees Ten Only) each, to Rupees 10,00,00,000/- (Rupees Ten Crores Only) divided into 10000000/- (One Crore Only) Equity Shares of Rupees 10/- (Rupees Ten Only) each and that existing Clause 5 of the newly adopted Memorandum of Association of the Company be replaced with following new Clause 5:

“5. The Authorised Share Capital of the Company is Rupees 10,00,00,000/- (Rupees Ten Crores Only) divided into 10000000/- (One Crore Only) Equity Shares of Rupees 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

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9. To adopt new Memorandum of Association of the Company containing regulations in conformity with the Companies Act, 2013:

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

**"RESOLVED THAT** pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), consent of the members be and is hereby accorded to adopt the new sets of Memorandum of Association in place of the existing Memorandum of Association, copy of which is placed before the meeting with following alterations;

- a) The words "Companies Act, 1956" wherever appearing in the Memorandum of Association of the Company, be replaced with the words "Companies Act, 2013";
- b) The reference to relevant sections of Companies Act, 1956 wherever appearing in the Memorandum of Association of the Company, be replaced with the relevant corresponding Sections of Companies Act, 2013;
- c) The style of clause numbers of the memorandum of association be changed from Roman numeric to English numeric like 1, 2, 3 etc.;
- d) The existing "Clause III[A] - The main Objects of the Company to be pursued by the Company on its incorporation are" be substituted by the new sub-heading "Clause 3(A) - The Objects to be pursued by the Company on its incorporation are";
- e) The existing "Clause III[B] - The Objects incidental or ancillary to the attainment of the Main Objects" be substituted by the new sub-heading "Clause 3(B) - Matters which are necessary for furtherance of the objects specified in Clause 3(A) are";
- f) The existing Clause III[C] be deleted in entirety; and
- g) The existing liability clause be substituted with following clause in line of new clause provided as per Companies Act, 2013;
- h) The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

**RESOLVED FURTHER THAT** the Memorandum of Association incorporating the aforesaid alterations as placed before the Meeting of Members be and is hereby adopted in place of existing Memorandum of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

10. To alter Main Object Clause of newly adopted Memorandum of Association of the Company by way of addition of Objects related to pharma, metals textiles and other trading related business:

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with applicable rules made thereunder, including any statutory modification(s) or re-enactment(s) thereto for the time being in force, and subject to the approval of the Registrar of Companies, the consent of the Members be and is hereby accorded for alteration of Main Object Clause i.e. Clause 3(A) of the newly adopted Memorandum of Association of the Company by adding the following clause as Sub Clause 2, 3, 4 and 5 after existing Sub Clause 1 of Clause 3(A) in the newly adopted Memorandum of Association of the Company:

- 2 To carry on in India or elsewhere the business of formulating, processing, developing, refining, importing, exporting, buying, selling, reselling, developing, promoting, marketing or supplying, trading, dealing and to act as broker, importer, exporter, buyer, seller, stockists, distributor, contractor, supplier, metallurgists, engineer, collaborator, job worker, or otherwise to deal in copper, copper alloys, copper metal, unwrought copper, copper waste, copper scrap, copper foils, copper powders, copper flakes, copper strips, copper sheets, copper wires whether coated, uncoated, clad, perforated, printed, embossed, insulated and all types of sections, varieties, strengths, specifications, descriptions, dimensions, and shapes of copper products, including bars, angles, tubes, pipes and blanks thereof, hollow bars, containers, stranded wires, cables, cordage, ropes, plaited bands, insulated electric wires & cables, electrodes, gauge, clothes, grills, netting, fencing, reinforcing fabrics, chains, nails, tacks, staples, hooks, nails, spiked cramps, shields, spikes and drawing pins, rivets, buckles, bolts, nuts, screws, cotters, cotter pins, washers, spring washers, springs, sanitary wares, hardware, utensils, electronic goods and other allied items, their parts, fittings, accessories & components, and to do all incidental acts and things necessary for the attainment of the above objects;
- 3 To carry on in india or elsewhere the business of manufacturing, formulating, processing, developing, refining, importing, exporting, wholesale and/or retail trade all kinds of pharmaceuticals products, medicines, drugs, biologics, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products and dry salters, also to engage in business of healthcares, life sciences, research and development;
- 4 To carry on the business as weavers or otherwise manufacturers, buyers, sellers, importers, exporters and dealers of silk, art silk, synthetic, woolen and cotton fabrics and other fibrous products including dressing and furnishing materials, uniforms, readymade garments, carpets and carpet backing, blankets padding knitted goods, woven bags, hosiery gloves, yarn and sewing thread and, To carry on the business of packing, grading, crimping, twisting, texturing, bleaching dyeing, printing, mercerizing or otherwise processing yarn, cloth, carpets, blankets and other textile goods, whether made from cotton, jute, wool, silk, art silk, synthetic and other fibers or blends thereof.
- 5 To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.

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**RESOLVED FURTHER THAT** the Board of Directors of the Company (the "Board" which term shall be deemed to include its committees also) or Company secretary so authorized by the Board, be and are hereby authorized to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same."

11. **To adopt new set of Articles of Association of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolution**:

**RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F of the Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** Directors and Company Secretary be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution."

12. **Conversion of Loan into Equity:**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 62(3), 179, 49 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any applicable rules and regulations made thereunder, and subject to approval required as per as per the law applicable on the company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company ("Board") for borrowing from time to time, as per the requirement of the Company, any sum or sums of money from Directors, promoters of the Company on such terms and conditions as the Board may deem fit by way of loans convertible into equity shares at the option of Lender, up to an aggregate amount of Rs. 5,00,00,000/- (Rupees Five Crores only);

**RESOLVED FURTHER THAT** specific Loan Agreements, if requirtd, with the terms of conversion of Loans into equity shares shall be executed between the lenders (Directors/Promoters) and the Company governing the terms of conversion;

**RESOLVED FURTHER THAT** the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution."

**Registered office:**

8-A, Gulnar, Chinar-Gulnar Apartment, V V  
Nagar Road, Anand - 388 001, Gujarat,

By order of the Board of DirectorsFor,  
**HEMO ORGANIC LIMITED CIN:**  
**L24231GJ1992PLC018224**

**Vishwambar Kameshwar Singh**  
Managing Director  
DIN: 09822587

Place: Anand

Date: August 14, 2024

**IMPORTANT NOTES**

- Pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022, Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (the "MCA Circulars") and all other relevant circulars issued from time to time, physical attendance of the Members to the Annual General Meeting ("AGM") venue is not required and AGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue of the meeting shall be the registered office of the Company  
The detailed procedure for participation in the meeting through VC/OAVM is as per note given at the end of Notice and available at the Company's website [www.hemoorganic.com](http://www.hemoorganic.com).
- The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard II on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this Annual General Meeting ("AGM") are also annexed to this Notice
- Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [csanandlavingia@gmail.com](mailto:csanandlavingia@gmail.com) with copies marked to the Company at [drdineshpatel@rediffmail.com](mailto:drdineshpatel@rediffmail.com) and to National Securities

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Depository Limited (NSDL) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular the Notice of AGM along with Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2023-24 has been uploaded on the website of the Company at [www.hemoorganic.com](http://www.hemoorganic.com) and the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The Notice can also be accessed from the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
  - (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), and AADHAR (self-attested scanned copy of Aadhar Card) by email to [hemoorganic@gmail.com](mailto:hemoorganic@gmail.com).
  - (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [hemoorganic@gmail.com](mailto:hemoorganic@gmail.com).
  - (c) Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
  - (d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
    - (a) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited ("MSTPL"), having its office at 10, Aaram Apartment, 12, Sampatrao Colony, B/h. Laxmi Hall, Alkapuri, Vadodra - 390007 by following the due procedure.
    - (b) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, MCS Share Transfer Agent Limited ("MSTPL") to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at [hemoorganic@gmail.com](mailto:hemoorganic@gmail.com) on or before September 01, 2024 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
11. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
12. In case of joint holders attending the AGM together, only holder whose name appearing first will be entitled to vote.
13. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, September 05, 2024 to Wednesday, September 11, 2024 (both days inclusive) for the purpose of Thirty Second AGM and same will be re-opened from Thursday, September 12, 2024 onwards.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from January 24, 2022. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, MSTPL for assistance in this regard.
15. 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 period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to MSTPL in case the shares are held in physical form.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can contact their DP in case the shares are held in electronic form and to MCS Share Transfer Agent Limited in case the shares are held in physical form.
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or MCS Share Transfer Agent Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
19. The members who holds shares of the Company in Physical form are informed that the company is in process of updating records of the shareholders in order to reduce the physical documentation as far as possible. In line with new BSE listing agreement and SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, it is mandatory for all the

## HEMO ORGANIC LIMITED

investors including transferors to complete their KYC information. Hence, members are requested to update and intimate their PAN, phone no., e-mail id and such other information to the Company's Registrars and Transfer Agents, MCS Share Transfer Agent Limited. Members are further requested to update their current signature in MCS Share Transfer Agent Limited.

20. 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.
21. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and MCS Share Transfer Agent Limited system to enable us to send you the communications via email.
22. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:**
  - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020, and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorized e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
  - ii. The Register of Members and Share Transfer Books of the Company will remain close from Thursday, September 05, 2024 to Wednesday, September 11, 2024 (both days inclusive). Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, September 04, 2024, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
  - iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, September 04, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
  - iv. The remote e-voting will commence on 9:00 A.M. on Saturday, September 07, 2024 and will end on 5:00 P.M. on Tuesday, September 10, 2024. During this period, the members of the Company holding shares as on the Cut-off date i.e. Wednesday, September 04, 2024 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
  - v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
  - vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Wednesday, September 04, 2024.
  - vii. The Company has appointed CS Anand Sureshbhai Lavingia, Practicing Company Secretary, to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

### **INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING**

The remote e-voting period begins on 9:00 A.M. on Saturday, September 07, 2024 and will end on 5:00 P.M. on Tuesday, September 10, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**Step 1. Access to NSDL e-Voting system.**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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- If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



### Individual Shareholders holding securities in demat mode with CDSL

- Existing users who have opted for Easy / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to easy / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

### Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nSDL.co.in">evoting@nSDL.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022- 23058542-43

### B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

#### How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.



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Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2. Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

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5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csanandavingia@gmail.com](mailto:csanandavingia@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [gikl2015@hotmail.com](mailto:gikl2015@hotmail.com). The same will be replied by the company suitably.

### CONTACT DETAILS

<b>Company</b>	HEMO ORGANIC LIMITED Registered Office: 8-A, Gulnar, Chinar-Gulnar Apartment, V V Nagar Road, Anand - 388001. Tel No. +91 9727170232; Email: <a href="mailto:hemoorganic@gmail.com">hemoorganic@gmail.com</a> ; Web: <a href="http://www.hemoorganic.com">www.hemoorganic.com</a>
<b>Registrar and Transfer Agent</b>	MCS SHARE TRANSFER AGENT LIMITED 10, Aaram Apartment, 12, Sampatrao Colony, B/h Laxmi Hall, Alkapuri, Vadodra - 390 007. Tel No.: 0265 2314757/2350490; Email: <a href="mailto:mcsltbaroda@gmail.com">mcsltbaroda@gmail.com</a>
<b>e-Voting Agency &amp; VC / OAVM</b>	Email: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> NSDL help desk: +91 - 22 - 4886 7000 and +91 - 22 - 2499 7000

# HEMO ORGANIC LIMITED \_\_\_\_\_

Scrutinizer

Mr. Anand S Lavingia

Email: [csanandlavingia@gmail.com](mailto:csanandlavingia@gmail.com); Tel No.: +91 79 3578 9144

# HEMO ORGANIC LIMITED

## EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meetings)

### Item No. 3:

**Change in designation cum appointment of Mr. Vishwambar Kameshwar Singh (DIN: 09822587) as Managing director of the company: SPECIAL RESOLUTION**

The Board of Directors of the Company, in their Meeting held on May 29, 2024, has changed the designation of Mr. Vishwambar Kameshwar Singh (DIN: 09822587) and appointed him as Managing Director, for further period of 5 (five) years with effect from May 29, 2024, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board which is set out hereunder.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Vishwambar Kameshwar Singh (DIN: 09822587), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Schedule V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the appointment of Mr. Vishwambar Kameshwar Singh (DIN: 09822587) as Managing Director of the Company is now being placed before the Members for their approval by way of Special Resolutions.

The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;

### General Information:

**Nature of Industry:** The Company is engaged in manufacturing and trading of chemical products.

**Date or expected date of commencement of commercial production:** The Company has already commenced its commercial production since its incorporation.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

### Financial performance based on given indicators:

(Rupees in Lacs)

Particulars	Standalone	
	F.Y. 2023-24	F.Y. 2022-23
Revenue From Operations	2.24	0.48
Other Income	0.02	-
<b>Total Income</b>	<b>2.24</b>	<b>0.48</b>
Less: Total Expenses before Depreciation, Finance Cost and Tax	27.86	5.94
<b>Profit before Depreciation, Finance Cost and Tax</b>	<b>(26.41)</b>	<b>(5.46)</b>
Less: Depreciation	0	0
Less: Finance Cost	1.81	0
<b>Profit Before Tax</b>	<b>(26.41)</b>	<b>(5.46)</b>
Less: Current Tax	0	0
Less: Deferred tax Liability (Asset)	0	0
<b>Profit after Tax</b>	<b>(26.41)</b>	<b>(5.46)</b>

**Foreign investments or collaborations, if any:** No collaborations have been made by the Company with any of foreign entity. Further, as at March 31, 2024, total holding of NRI Shareholders was 9530 Equity Shares.

### Information about the appointee:

**Background Details:** Mr. Vishwambar Kameshwar Singh (DIN: 09822587) was originally appointed as an Additional (executive) Director on the Board of our Company. Later on, he was appointed as Managing Director of the Company w.e.f. May 29, 2024. He is experienced member with having expertise in formulating Business Strategy which help in the better growth of the company.

**Past Remuneration:** Nil

**Recognition or awards:** Nil.

**Job Profile and his suitability:** Mr. Vishwambar Kameshwar Singh (DIN: 09822587) is responsible for looking after the administration and Human Resource function of our Company. He is also responsible for the expansion and overall management of the business of our Company.

### Terms and Conditions of Remuneration:-

It is noted that the managing director shall serve in this capacity without receiving any salary or financial compensation.

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

## HEMO ORGANIC LIMITED

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Taking into consideration the size of the Company, the profile of Mr. Vishwambar Kameshwar Singh (DIN: 09822587), the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Vishwambar Kameshwar Singh (DIN: 09822587) has pecuniary relationship to the extent he is Managing Director.

In compliance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V to the Act SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended, the terms of appointment and remuneration specified above are now being submitted to the Members for their approval.

The Board of Directors is of the view that the change in designation and appointment of Mr. Vishwambar Kameshwar Singh (DIN: 09822587) as Managing Director will be beneficial to the operations of the Company and accordingly recommends the Special Resolutions at Item No. 3 for approval by the Members of the Company.

Except Mr. Vishwambar Kameshwar Singh (DIN: 09822587) himself and their relatives to the extent of their shareholding in the Company, if any, none of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution.

**Item No. 4:**

**To regularize appointment of Mr. Murlidhar Joshi (DIN: 09819849) as Professional Non-Executive Director of the Company: ORDINARY RESOLUTION**

The Board of Directors has, at its meeting held on May 29, 2024, appointed Mr. Murlidhar Joshi (DIN: 09819849) as Professional Additional (Non-Executive) Director of the Company w.e.f. May 29, 2024 pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Murlidhar Joshi (DIN: 09819849) will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member, proposing the candidature of Mr. Murlidhar Joshi (DIN: 09819849) for the office of Professional Non-Executive Director, to be appointed as such under the provisions of Section 152 of the Companies Act, 2013.

Mr. Murlidhar Joshi (DIN: 09819849), living in Ahmedabad, Gujarat. He is experienced member with business administration skills which help in the better growth of the company.

The Company has received from Mr. Murlidhar Joshi (DIN: 09819849) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

A copy of the draft letter for the appointment of Mr. Murlidhar Joshi (DIN: 09819849) as Non-Executive Director setting out the terms and conditions shall be available on the website of the Company on [www.hemoorganic.com](http://www.hemoorganic.com) inspection by the members.

The resolution seeking the approval of members is proposed for the appointment of Mr. Murlidhar Joshi (DIN: 09819849) as Professional Non-Executive Director of the Company pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will be liable to retire by rotation.

The Nomination and Remuneration Committee and the Board recommends the resolution set forth in Item no. 4 for the approval of the members.

Except Mr. Murlidhar Joshi (DIN: 09819849), none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 4 of the Notice.

**Item No. 5:**

**Approval for appointment of Ms. Hiral Vinodbhai Patel (DIN: 09719512) as Independent Director of the Company: SPECIAL RESOLUTION**

Independent Directors are appointed on the Company's Board for a term of up to five consecutive years and are eligible for reappointment, making the term of the overall Board staggered in nature. The Nomination and Remuneration Committee ('NRC') of the Board regularly discusses the succession of Independent Directors coming up for re-appointment or approaching end of their term. It assesses the balance of skills, knowledge and experience available with the Board as a whole and tries to recognize the possible gaps on account of such staggered terms, in order to maintain orderly succession of the Board.

The Committee strongly believes that Ms. Hiral Vinodbhai Patel (DIN: 09719512) fits into the criteria of skills/qualifications that it had determined to be necessary in prospective candidates.

The Board of Directors of the Company at its meeting held on May 29, 2024, upon the recommendation of the Nomination and Remuneration Committee, approved appointment of Ms. Hiral Vinodbhai Patel (DIN: 09719512) on the Board of Directors of the Company, as an Additional Director (in the category of Non-Executive Independent Director), not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from the May 29, 2024, to May 28, 2029 (both days inclusive), pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act'), subject to approval of the shareholders of the Company.

The NRC and the Board are of the view that the association of Ms. Hiral Vinodbhai Patel (DIN: 09719512) and the rich experience and vast knowledge that she brings with her would benefit the Company. The Board also believes that she also possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of legal and secretarial compliances. The Board believes her appointment would be apt considering the need for experts on the Board.

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The Company has received, inter alia, (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Ms. Hiral Vinodbhai Patel (DIN: 09719512) to the effect that she is not disqualified in accordance with Section 164(2) of the Act; (iii) declaration that she meets the criteria of independence as provided in Section 149 of the Act and in the Listing Regulations; (iv) declaration that she is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and (v) a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Hiral Vinodbhai Patel (DIN: 09719512) as a director of the Company.

Accordingly, Ms. Hiral Vinodbhai Patel (DIN: 09719512), aged 34 years was appointed as an Additional Director categorized as Independent Director by the Board for a term of five years with effect from May 29, 2024 up to May 28, 2029, subject to the approval of members of the Company.

Ms. Hiral Vinodbhai Patel (DIN: 09719512), living in Ahmedabad, Gujarat. She is the Associate member of the Institute of Company Secretaries of India w.e.f. 2017 and having a degree of Master in Business Administration (MBA) in finance management, Pune university. She is already working company secretary in M/s. Shah Metacorp Limited (CIN: L46209GJ1999PLC036656). She has experience of more than 6 years of legal and secretarial compliance work. She is also working as directors in many listed and unlisted companies. The Experience which she possesses shall be helpful in the better growth of the company. She has been appointed as the independent director of the Company.

In terms of Section 152 and Schedule IV of the Companies Act, 2013, the board is of the opinion that Ms. Hiral Vinodbhai Patel (DIN: 09719512), fulfils the conditions for his appointment as an independent director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

In terms of Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members by way of a Special Resolution, for appointment of Ms. Hiral Vinodbhai Patel (DIN: 09719512), as Independent Director on the Board of the Company for a term of five consecutive years effective from May 29, 2024 up to May 28, 2029.

The Board of Directors recommend the resolution as set out in item no. 3 for approval of the shareholders as Special Resolutions.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Ms. Hiral Vinodbhai Patel (DIN: 09719512), and all other documents referred to in the accompanying Notice and this Statement shall be available for inspection by the members at the Administrative Office of the company between 11:00 am IST and 1:00 pm IST on all working days from the date of dispatch of this Notice till the date of meeting.

Except Ms. Hiral Vinodbhai Patel (DIN: 09719512) and his relatives, none of the other directors or key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 5 of this notice.

### Item No. 6:

#### Approval for appointment of Ms. Rina Kumari (DIN: 10588570) as Independent Director of the Company: SPECIAL RESOLUTION

Independent Directors are appointed on the Company's Board for a term of up to five consecutive years and are eligible for reappointment, making the term of the overall Board staggered in nature. The Nomination and Remuneration Committee ('NRC') of the Board regularly discusses the succession of Independent Directors coming up for re-appointment or approaching end of their term. It assesses the balance of skills, knowledge and experience available with the Board as a whole and tries to recognize the possible gaps on account of such staggered terms, in order to maintain orderly succession of the Board.

The Committee strongly believes that Ms. Rina Kumari (DIN: 10588570) fits into the criteria of skills/qualifications that it had determined to be necessary in prospective candidates.

The Board of Directors of the Company at its meeting held on May 29, 2024, upon the recommendation of the Nomination and Remuneration Committee, approved appointment of Ms. Rina Kumari (DIN: 10588570) on the Board of Directors of the Company, as an Additional Director (in the category of Non-Executive Independent Director), not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from the May 29, 2024, to May 28, 2029 (both days inclusive), pursuant to the provisions of Section 149, 152 and 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('the Act'), subject to approval of the shareholders of the Company

The NRC and the Board are of the view that the association of Ms. Rina Kumari (DIN: 10588570) and the rich experience and vast knowledge that she brings with her would benefit the Company. The Board also believes that she also possesses appropriate skills, expertise and competencies in the context of the Company's businesses, particularly in the areas of legal and secretarial compliances. The Board believes her appointment would be apt considering the need for experts on the Board.

The Company has received, inter alia, (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, from Ms. Rina Kumari (DIN: 10588570) to the effect that she is not disqualified in accordance with Section 164(2) of the Act; (iii) declaration that she meets the criteria of independence as provided in Section 149 of the Act and in the Listing Regulations; (iv) declaration that she is not debarred or restrained from acting as a Director by any SEBI order or any other such authority; and (v) a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Rina Kumari (DIN: 10588570) as a director of the Company.

Accordingly, Ms. Rina Kumari (DIN: 10588570), aged 27 years was appointed as an Additional Director categorized as Independent Director by the Board for a term of five years with effect from May 29, 2024 up to May 28, 2029, subject to the approval of members of the Company.

Ms. Rina Kumari (DIN: 10588570), living in Ahmedabad, Gujarat. She is the Associate member of the Institute of Company Secretaries of India. She further possesses degree of LLB from I M Nanavati law College, Post Graduate Diploma in Management (PGDM) in accountancy and taxation from GLS university and Investment banking course from Edubridge. She is already working company secretary in M/s. Satrix Information Security Limited (CIN: U72200GJ2013PLC076845). She has experience of legal and secretarial

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compliance work. The Experience which she possesses shall be helpful in the better growth of the company. She has been appointed as the independent director of the Company.

In terms of Section 152 and Schedule IV of the Companies Act, 2013, the board is of the opinion that Ms. Rina Kumari (DIN: 10588570), fulfils the conditions for his appointment as an independent director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

In terms of Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Hence, in view of the aforementioned provisions, the Company is seeking the approval of its members by way of a Special Resolution, for appointment of Ms. Rina Kumari (DIN: 10588570), as Independent Director on the Board of the Company for a term of five consecutive years effective from May 29, 2024 up to May 28, 2029.

The Board of Directors recommend the resolution as set out in item no. 3 for approval of the shareholders as Special Resolutions.

A copy of the letter of appointment, setting out the terms and conditions of appointment of Ms. Rina Kumari (DIN: 10588570), and all other documents referred to in the accompanying Notice and this Statement shall be available for inspection by the members at the Administrative Office of the company between 11:00 am IST and 1:00 pm IST on all working days from the date of dispatch of this Notice till the date of meeting.

Except Ms. Rina Kumari (DIN: 10588570) and his relatives, none of the other directors or key managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of this notice.

### **Item No. 7:**

#### **Shifting of Registered Office of the Company outside the local limits of city, Town or Village: SPECIAL RESOLUTION**

Presently, the Company's Registered Office is located at 8-A, Gulnar, Chinar - Gulnar Appt., V V Nagar Road, Anand, Gujarat, India, 388001. The Board of Directors, vide resolution passed at the Board Meeting held on May 29, 2024, decided to shift the Registered Office of the Company from 8-A, Gulnar, Chinar - Gulnar Appt., V V Nagar Road, Anand, Gujarat, India, 388001 to "Block D, 108, Sumel Business Park - 7, Near Soni Ni Challi, Rakhial, Ahmedabad - 380023" outside local limits where first is situated but within the jurisdiction of the same registrar to carry on the business of the Company more economically and efficiently and with better operational convenience.

Majority of public shareholders of the Company are based nearby the proposed address and therefore shifting of Registered Office to the proposed address shall facilitate better coordination and interaction with shareholders and leading to improve investors' relationship.

As per provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office of the Company outside the local limits but within the same State requires approval of the Members by way of Special Resolution through Postal Ballot.

Therefore the Board recommends the Resolution as set out in Item No. 7 for approval of the Members as Special Resolutions.

Except to the extent of their shareholding, if any, in the Company, None of the Directors, Key Managerial Personnels or their respective relatives is in any way concerned or interested in the resolution mentioned as Item No. 1 of the Notice.

### **Item No. 8:**

#### **To increase the Authorized Share Capital of the Company and make consequent alteration in Clause 5 of the newly adopted Memorandum of Association: SPECIAL RESOLUTION**

In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from Rupees 3,50,00,000/- (Rupees Three Crores Fifty Lakhs only) divided into 3500000 (Thirty Five Lakh only) Equity Shares of Rupees 10/- (Rupees Ten Only) each, to Rupees 10,00,00,000/- (Rupees Ten Crores Only) divided into 10000000/- (One Crore Only) Equity Shares of Rupees 10/- (Rupees Ten Only) each, by way of creation of an additional 6500000 (Sixty Five Lacs only) Equity Shares of Rupees 10/- (Rupees Ten only) each, ranking pari passu in all respect with existing equity shares of the company, aggregating to Rupees 10,00,00,000/- (Rupees Ten Crore Only).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause 5) in the newly adopted Memorandum of Association of the Company is required to be altered accordingly. The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association has been placed on the website of the Company - [www.hemoorganic.com](http://www.hemoorganic.com) for Members' Inspection.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Special Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

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### Item No. 9:

To adopt new Memorandum of Association of the Company containing regulations in conformity with the Companies Act, 2013: **SPECIAL RESOLUTIONS**

The existing Memorandum of Association ("MoA") are based on the Companies Act, 1956 and several regulations in the existing MoA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing MoA are no longer in conformity with the new Companies Act, 2013.

With the coming into force of the Companies Act, 2013, several regulations of the existing MoA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing MoA by a set of new MOA.

The Board of Directors has proposed to adopt new set of Memorandum of Association in place of existing Memorandum of Association of the Company and seek shareholder's approval for the same.

The Draft amended Memorandum of Association has been placed on the website of the Company - [www.hemoorganic.com](http://www.hemoorganic.com) for Members' Inspection.

As per Section 4, 13 and other applicable provisions, if any of the Companies Act, 2013 (as amended), alteration of Memorandum of Association of the Company requires approval of the Members by passing a Special Resolution.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise in the resolution as set out at the accompanying Notice except to the extent of their shareholding.

The Board recommends passing of the resolution set out at Item No. 9 as a Special Resolution.

### Item No. 10:

To alter Main Object Clause of newly adopted Memorandum of Association of the Company by way of addition of Objects related to Agriculture Products: **SPECIAL RESOLUTIONS**

The board of directors has decided to add the activities related to pharma, metals textiles and other trading related business in the object clause of the Company as set out in the Resolution No. 10.

The Company is presently engaged in the business of manufacturers, trading, dealing Chemicals, dyes, pigments, auxiliaries, intermediates, heavy and fine chemicals, organic and Inorganic chemicals etc. The Company wishes not to drop any such business opportunity which arises in future and hence decided to add objects related to pharma, metals textiles and other trading related business in existing Clause 3(A).

Section 13 of the Companies Act, 2013 states that a Company, may, by a special resolution, alter the provisions of its Memorandum of Association (the "MoA"). The Board of Directors, on December 16, 2023, has approved the proposed addition of objects in Main Clause of the newly adopted MoA of the Company, subject to the approval of the Members of the Company by way of Special Resolutions.

The special resolution passed by the members shall be filed with the Registrar of Companies who shall register the alteration of the newly adopted MoA with respect to the objects of the Company and certify the registration.

The Board recommends the matter and the resolution for the approval of the Members by way of passing Special Resolutions for effecting the alteration in the existing Object Clause of the MoA of the Company by adding sub-clause 2, 3 and 4 in Clause 3(A) of the newly adopted MoA.

The Draft amended Memorandum of Association has been placed on the website of the Company - [www.hemoorganic.com](http://www.hemoorganic.com) for Members' Inspection.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Special Resolutions.

None of the Promoter(s), Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolutions, except to the extent of their equity shareholdings held by them in the Company.

### Item No. 11:

To adopt new set of Articles of Association of the Company: **SPECIAL RESOLUTIONS**

Upon enactment of the Companies Act, 2013, the Articles of Association of the Company needs to be re-aligned as per the provisions of the new Act.

The Board of Directors has decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

The Draft amended Articles of Association has been placed on the website of the Company - [www.hemoorganic.com](http://www.hemoorganic.com) for Members' Inspection and also available for inspection by the shareholders of the Company during normal business hours at the Administrative office of the Company

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Special Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.



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Item No. 12:

### Conversion of loan into equity: SPECIAL RESOLUTIONS

The Company requires financial assistance to set up new plant, diversify the business, procure licenses and give a fresh start to the Company and meeting other purposes related to the Business. Since taking loan from banks and other financial institutions on interest puts extra burden on the Company, it was considered that unsecured loan from directors and promoter companies be taken upon such terms and conditions as may be stipulated in the financing documents and approved by the Board upto an extent of Rs. 5,00,00,000/- (Rupees Five Crores only). The company may execute Loan Agreements with the lenders having one of the condition that during the period till the Loan is outstanding and/or extended period as defined in the Loan Agreement, the lender shall have right (but not obligation) to convert whole or part of the loan facility into fully paid up Equity Shares of the Company which shall rank pari-passu in all respects with the then Equity Shares of the Company, by issuing advance written notice of 30 days to the Company. On notice of Conversion, whole or part of the Loan Facility amount shall be converted into equity shares of the Company subject to the Applicable Laws in relation thereto. Provided further, if at any time of conversion, the authorised share capital of the Company is not sufficient to accommodate the allotment of equity shares to the Lender, then the Company and the Promoters with the approval of the Board shall take all the necessary steps to increase the authorised share capital of the Company, thereby ensuring the effective conversion of the relevant Loan Facility amount in accordance with the terms of the Loan Agreement. Pursuant to provisions of Section 62(3) read with other relevant sections and rules framed thereunder, this resolution requires approval of the members by way of passing of a Special Resolution and grant power to the Board to give effect to the aforesaid conversion of loan into equity, subject to various approvals and sanctions. Hence, the Board recommends the said enabling resolution for the approval of the members as a Special Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives, except those directors who are providing loan.

The Board recommends the passing of the resolution set out in Item No. 12 for the approval of the members of the Company by a Special Resolution.

# HEMO ORGANIC LIMITED

## DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/ APPOINTMENT AT THE 32<sup>ND</sup> ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015 and Secretarial Standard II)

Names	Ms. Siyonaa Mohan Laljhanwar	Mr. Vishwambar Kameshwar Singh (DIN: 09822587)	Mr. Murlidhar Joshi (DIN: 09819849)	Ms. Vinodbhai Hiral Patel (DIN: 09719512))	Ms. Rina Kumari (DIN: 10588570)
Date of Birth	November 11, 1986	January 20, 1959	November 18, 1992	February 08, 1990	November 05, 1996
Qualification	B.com	Graduate	Graduate	Company Secretary	Company Secretary
Experience - Expertise in specific functional areas - Job profile and suitability	Ms. Siyonaa Jhanwar (DIN 07857945), aged 38 years, is having experience of more than a decade in the field of business administration. She is also associates with various multinational companies for business management related services on freelancing basis. Further she has also a vast experience in the field of marketing, manufacturing, procurement of pharmaceutical and surgical items.	Mr. Vishwambar Kameshwar Singh (DIN: 09822587), living in Bharuch, Gujarat. He is experienced member with having expertise in formulating Business Strategy which help in the better growth of the company.	Mr. Murlidhar Joshi (DIN: 09819849), living in Ahmedabad, Gujarat. he is experienced member with business administration skills which help in the better growth of the company	Ms. Hiral Vinodbhai Patel (DIN: 09719512), living in Ahmedabad, Gujarat. She is the Associate member of the Institute of Company Secretaries of India w.e.f. 2017 and having a degree of Master in Business Administration (MBA) in finance management, Pune university. She is already working company secretary in M/s. Shah Metacorp Limited (CIN: L46209GJ1999PLC036656). She has experience of more than 6 years of legal and secretarial compliance work. She is also working as directors in many listed and unlisted companies. The Experience which she possesses shall be helpful in the better growth of the company.	Ms. Rina Kumari (DIN: 10588570), living in Ahmedabad, Gujarat. She is the Associate member of the Institute of Company Secretaries of India. She further possesses degree of LLB from I M Nanavati law College, Post Graduate Diploma in Management (PGDM) in accountancy and taxation from GLS university and Investment banking course from Edubridge. She is already working company secretary in M/s. Satrix Information Security Limited (CIN: U72200GJ2013PLC076845). She has experience of legal and secretarial compliance work. The Experience which she possesses shall be helpful in the better growth of the company. She has been appointed as the independent director of the Company.
No. of Shares held as on March 31, 2024	Nil	6200 Equity shares	Nil	Nil	Nil
Terms & Conditions	As may be decided by board	Refer Explanatory Statement for Item No. 3 of this Notice	Refer Explanatory Statement for Item No. 4 of this Notice	Refer Explanatory Statement for Item No. 5 of this Notice	Refer Explanatory Statement for Item No. 6 of this Notice
Remuneration Last Drawn	Nil	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Remuneration sought to be paid	Nil	as may be decided by the Board from time to time.	as may be decided by the Board from time to time.	Sitting Fees and commission as may be approved by the Company in	Sitting Fees and commission as may be approved by the

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Names	Ms. Siyonaa Mohan Laljhanwar	Mr. Vishwambar Kameshwar Singh (DIN: 09822587)	Mr. Murlidhar Joshi (DIN: 09819849)	Ms. Hiral Patel (DIN: 09719512)	Ms. Rina Kumari (DIN: 10588570)
				accordance with the applicable provisions of law	Company in accordance with the applicable provisions of law
Number of Board Meetings attended during the Financial Year 2023-24	8 out of 8	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Date of Original Appointment	October 5, 2020	November 08, 2023	-	-	-
Date of Appointment in current terms	October 5, 2020	May 29, 2024	May 29, 2024	May 29, 2024	May 29, 2024
Directorship held in other public companies*	Unlisted Companies 1. SBANDT Designs Limited 2. S.B and T International Limited	Listed Companies 1. Hemo Organic Limited 2. Ontic Finserve Limited	Not applicable	Listed Companies 1. Konark builders & Developers Ltd 2. Starlineps Enterprises Limited  Unlisted Companies 2. Bvishal Oil Andenergy Limited	Listed Companies 1. Vivanza Bioscience Limited
Names of listed entities from which the person has resigned in the past three years	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Memberships / Chairmanships of committees of public companies**	Nil	Membership - 1 Committees	Membership - 2 Committees	Membership - 3 Committees	Membership - 4 Committees
Inter-se Relationship with other Directors.		Nil	Nil	Nil	Nil

\* Excluding Section 8 and Foreign Companies

\*\* Includes only Audit Committee and Stakeholders' Relationship Committee.