

20th June, 2024

To,
The Manager,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001
Scrip Code: 530627

Dear Sir(s),

Subject: Postal Ballot Notice - Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith copy of Postal Ballot Notice dated 20th June, 2024 together with the Explanatory Statement and instructions for remote e-voting, seeking approval of the Members of the Company for re-appointment of Mrs. Megha Bhati (DIN - 08278063) as Non-executive Independent Director of the Company through Postal Ballot process.

In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for *inter-alia* conducting postal ballot process through remote e-voting vide General Circulars No. 20/2021 dated 8th December, 2021 read with 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 and 10/2021 dated 23rd June, 2021 ("MCA Circulars"), and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India ("ICSI"), the Postal Ballot notice is being sent only by electronic mode to the members of the Company, whose names appeared on the Register of Members / List of Beneficial Owners as on Cut-off date i.e. Friday, 14th June, 2024 and whose email addresses are registered with the Company / Registrar and Share Transfer

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: L24110MH1972PLC015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com



Agents / Depositories. As per the provisions of the MCA Circulars, members can vote only through the remote e-voting process.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facility to its Members. The remote e-voting period shall commence on Friday, 21st June, 2024 at 9:00 A.M. (IST) and end on Saturday, 20th July, 2024 at 5:00 P.M. (IST) (both days inclusive). The Postal Ballot results will be declared within 2 working days from conclusion of the remote e-voting period. The results shall be communicated to the BSE Ltd., and shall be placed on the website of the Company viz. www.vipulorganics.com and on the website of CDSL viz. www.evotingindia.com.

Kindly take note of the same.

Thanking You,

Yours Faithfully,

For Vipul Organics Limited



Priya Shadija
Company Secretary & Compliance Officer
Membership No. A72549

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: L24110MH1972PLC015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com



VIPUL ORGANICS

Interconnected Chemistry

POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given to the Members of Vipul Organics Limited ("**Company**") pursuant to provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") the Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**") and other applicable laws, rules and regulations read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, and General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**") that the resolution as set out hereunder are proposed to be passed as special resolutions through Postal Ballot process through voting by electronic means only ("**Remote e-voting**").

The proposed resolutions along with the explanatory statement, pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out the material facts and the reasons thereof, are annexed hereto.

The Board of Directors of the Company has appointed CS Bhuvnesh Bansal, Proprietor of M/s. Bhuvnesh Bansal and Associates, Company Secretaries, Mumbai (FCS No.: 6526/CP No.: 9089) as scrutinizer for conducting the postal ballot process through remote e-voting in accordance with law in a fair and transparent manner. The Company has engaged the services of the Central Depository Services (India) Limited ("**CDSL**"), to provide remote e-voting facility. The procedure for remote e-voting is provided in the notes to this Postal Ballot notice. Members are requested to read the instructions in the notes so as to cast their vote electronically.

Only the members of the Company holding shares as on Friday, 14th June, 2024, i.e. the cut-off date, will be entitled to vote. The remote e-voting will commence on Friday, 21st June, 2024, at 9.00 A.M. (IST) and will end on Saturday, 20th July, 2024 at 5.00 P.M. (IST).

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: L24110MH1972PLC015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com

SPECIAL BUSINESS:

- 1) Re-appointment of Mrs. Megha Bhati (DIN: 08278063) as Non-Executive Independent Director of the Company and in this regard, if thought fit, pass the following resolution as a SPECIAL RESOLUTION.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 and other applicable provisions of the Companies Act, 2013 and Schedule IV thereto read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee of the Company re-appointment of Mrs. Megha Bhati (DIN: 08278063) be and is hereby approved as an Independent Director of the Company for a term of upto 5 (five) consecutive years w.e.f. 14th November, 2023 to 13th November, 2028, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board, Mr. Vipul P. Shah, Managing Director, Mr. Mihir V. Shah, Whole Time Director and CFO and Ms. Priya Shadija, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, to give effect to the aforesaid resolution.”

By order of the Board of Directors

For Vipul Organics Limited

Sd/-
Priya Shadija
Company Secretary and Compliance Officer
Membership No.: A72549

Date: 20th June, 2024

Registered Office:
102, Andheri Industrial Estate, Off Veera Desai Road,
Andheri - West, Mumbai - 400069.

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: L24110MH1972PLC015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com



VIPUL ORGANICS

Interconnected Chemistry

NOTES AND INSTRUCTIONS:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard – SS 2, Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions, setting out material facts concerning the resolutions proposed to be passed is annexed hereto and forms part of this notice.
2. In compliance with the MCA circulars, this Postal Ballot Notice is being sent only through e-mails, to all the Members who have registered their e-mail address with the Company/its Registrar & Transfer Agent ('RTA')/Depositories Participants and that the communication of assent or dissent of the Members would only take place through remote e-voting system. The Postal Ballot Form and pre-paid business envelope are not sent to the Members for this Postal Ballot process.
3. The Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company viz. www.vipulorganics.com) duly filled and signed along with requisite supporting documents to Company's RTA, Bigshare Services Private Limited, S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai 400093, if shares are held in physical form.
4. The Postal Ballot notice has been sent electronically to all the Members, whose names appeared in the Register of Members or in the List of Beneficial Owners maintained by the Depositories as on Friday, 14th June, 2024 ('cut-off date'). Members as on the cut-off date would be entitled to vote for the purpose of Postal Ballot and a person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purpose only. The notice of the postal ballot will also be available on the Company's website at www.vipulorganics.com and websites of the Stock Exchanges i.e. BSE Limited viz. www.bseindia.com and on the website of the CDSL viz. www.evotingindia.com.
5. In case any member (holding shares as on the cut-off date) does not receive the postal ballot notice, he/she/ it may send an email to companysecretary@vipulorganics.com and obtain a copy of the same.
6. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SS-2

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: L24110MH1972PLC015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com



VIPUL ORGANICS

Interconnected Chemistry

issued by the ICSI, the Company is pleased to provide e-voting facility to its members to exercise their right to vote electronically on the resolutions mentioned in the Postal Ballot notice. The members can cast their vote using electronic voting system ("remote e-voting") provided by the CDSL. A Member cannot exercise his/her/it's vote by proxy on Postal Ballot.

7. The remote e-voting period commences on Friday, 21st June, 2024 (9:00 hrs.) and ends on Saturday, 20th July, 2024 (17:00 hrs.). During this period, members / shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by the CDSL for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
8. The voting rights of members / shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
9. Any person who becomes a member of the Company after dispatch of the Postal Ballot Notice and holding shares as on the cut-off date may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or investor@bigshareonline.com. However, if the member is already registered with the CDSL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com.
10. The Scrutinizer will submit his report to the Managing Director of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at the registered office of the Company at 11.30 a.m. on Monday, 22nd July, 2024. The said results along with the Scrutinizer's Report will be uploaded on the website of the Company viz. www.vipulorganics.com as well as on the website of the CDSL viz. www.evotingindia.com. The results shall simultaneously be communicated to the BSE Limited, where shares of the Company are listed.
11. The resolutions, where assented with the requisite majority of the members, shall be deemed to have been duly passed on Saturday, 20th July, 2024, being the last date of remote e-voting.

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: L24110MH1972PLC015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com



THE PROCEDURE / INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The remote e-voting period begins from Friday, 21st June, 2024 (9:00 hrs.) and ends on Saturday, 20th July, 2024 (17:00 hrs.). During this period members / shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by the CDSL for voting thereafter.
- (ii) Pursuant to the SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **9th December, 2020**, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, e-voting has been enabled to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **9th December, 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.

Pursuant to the said SEBI Circular, Login method for e-voting for **Individual shareholders holding securities in demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website viz.

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: L24110MH1972PLC015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com



VIPUL ORGANICS

Interconnected Chemistry

securities in demat mode with CDSL	<p>www.cdslindia.com and click on Login icon and select New System Myeasi tab.</p> <ol style="list-style-type: none">2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-Voting service provider for casting your vote during the remote e-voting period. Additionally, there is also link provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System MyeasiTab and then click on registration option4. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a e-voting link available on 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 able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting 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 name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: L24110MH1972PLC015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com



VIPUL ORGANICS

Interconnected Chemistry

	Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
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. After Successful 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 company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.

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. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-voting for shareholders other than individual shareholders holding in demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website viz. www.evotingindia.com.
- 2) Click on "Shareholders" module
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: L24110MH1972PLC015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com



VIPUL ORGANICS

Interconnected Chemistry

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>*Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none">• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for Vipul Organics Limited on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: L24110MH1972PLC015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com



VIPUL ORGANICS

Interconnected Chemistry

option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Note for Non - Individual Shareholders and Custodians:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: L24110MH1972PLC015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com



VIPUL ORGANICS

Interconnected Chemistry

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary@vipulorganics.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to the Company i.e. companysecretary@vipulorganics.com or to RTAs' email id investor@bigshareonline.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory
4. while e-Voting.

If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: L24110MH1972PLC015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Item No. 1:

Section 149 of the Companies Act 2013 (the Act) and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (the Listing Regulations) *inter alia* prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Mrs. Megha Bhati was appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act, Rules and Schedule thereunder and Listing Regulations. Her first term of appointment of five years expired on 13th November, 2024 (first term). Now, it is proposed to approve her appointment as an Additional Director/Director in the category of Independent for another term of five years.

Nomination and Remuneration Committee and the Board of the Company has considered performance evaluation of aforesaid director, her experience, qualifications and contribution made by her during her tenure, appropriate balance of skills, experience and knowledge of other Directors on the Board and accordingly recommended reappointment of Mrs. Megha Bhati as Independent Director for a second term of five consecutive years on the Board of the Company. Continued associations of the aforesaid Independent Director would be beneficial to the Company, guide to the Board and it is desirable to continue to avail her services as independent director.

Considering *inter alia*, skills, background and experience, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has appointed her as a Additional Director / Director in the category of Independent Director.

In the opinion of the Board, Mrs. Megha Bhati fulfils the conditions for appointment as Independent Director as prescribed in the Act and Listing Regulations and she is

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: L24110MH1972PLC015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com

independent of the management. If necessary to meet the compliance with the Act or Listing Regulations, the Board may determine the term to the extent permitted as per applicable statutory provisions.

Mrs. Megha S. Bhati, aged 49 years, is a post graduate Diploma holding in Business Administration, Management, Marketing from K. C. College, Mumbai. She has also completed S. P. Jain School of Global Management, has 13 years of rich experience as a Strategy Planner and Digital Marketer in Marketing Operations, Business Development, Administration, Channel, Brand, Event Management. Considering her qualification and experience, the Board considered it appropriate to re-appoint Mrs. Megha Bhati as an Independent Director of the Company.

Accordingly, it is proposed to approve re-appoint of Mrs. Megha Bhat as an Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of five consecutive years on the Board of the Company wef 14th November, 2023.

Mrs. Megha Bhati is not disqualified from being appointed as a Additional director/ Director in terms of provisions of Section 164 of the Act. The Company has received from her all statutory disclosures including her consent to act as a director of the Company. She is not debarred from holding the office of a director pursuant to any order of the SEBI or any other such authority. She has also confirmed that she is in compliance with Rule 6(1) and 6(2) of Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

A brief profile of Mrs. Megha Bhati and other relevant details relating to her appointment, as required by the Act, the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the ICSI is provided in Annexure - 1 to this Notice.

The Board recommends the Special Resolution set out in the Notice in relation to aforesaid matter for approval by the members of the Company by way of special resolution.

Mrs. Megha Bhati, being appointee, is interested in the resolutions as set out in the Notice with regard to her appointment. The appointee and her relatives may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Except as mentioned above, none of the Directors and key managerial personnel of the Company and their relatives is interested or concerned, financial or otherwise, in the resolution for the above matter.

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: L24110MH1972PLC015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com

Copy of draft letters of appointment of aforesaid Director setting out the terms and conditions of appointment are available for inspection by the members at the registered office and corporate office of the Company.

This statement may also be regarded as disclosure and compliance under the Listing Regulations and/or applicable statutory provisions.

By order of the Board of Directors

For Vipul Organics Limited

Sd/-
Priya Shadija
Company Secretary and Compliance Officer
Membership No.: A72549

Date: 20th June, 2024

Registered Office:
102, Andheri Industrial Estate, Off Veera Desai Road,
Andheri - West, Mumbai - 400069.

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: L24110MH1972PLC015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com

ANNEXURE - 1

INFORMATION OF DIRECTOR BEING PROPOSED TO BE APPOINTED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ON "GENERAL MEETINGS" IS GIVEN BELOW:

Particulars	Details
Name of Director	Mrs. Megha Bhati (DIN: 08278063)
Age	49 years
Qualifications	Postgraduate Diploma in Business Administration, Management, and Marketing from K. C. College, Mumbai. Completed professional postgraduate program from S.P. Jain School of Global Management
Experience (including expertise in specific functional area) / Brief Resume	Mrs. Megha Bhati holds post graduate diploma in Business Administration, Management and Marketing from K.C. College, Mumbai. She has also completed professional postgraduate program from S.P. Jain School of Global Management. Mrs. Megha Bhati has rich experience of over thirteen years of working as a strategy planner and digital marketer in marketing operations, business development, administration, channel brand, event management, among others.
Terms and Conditions of appointment	Mrs. Megha Bhati is being appointed as a Non-Executive Independent Director of the Company for a term of upto 5 (five) consecutive years commencing from 14 th November, 2023 till 13 th November, 2028, not liable to retire by rotation.
Remuneration last drawn (including Sitting fees, Commission, if any)	Sitting fees Rs. 95,000/- for the meetings attended during the year 2023-24.
Remuneration proposed to be paid	Sitting fees as approved and Commission as may be decided by the Board of Directors and Shareholders, if necessary, from time to time.
Date of first appointment on the Board	14 th November, 2018
Shareholding in the Company (including beneficial ownership)	Nil

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: I 24110MH1972PI C015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com



VIPUL ORGANICS

Interconnected Chemistry

Relationship with other Directors / Key Managerial Personnel	She is not related <i>inter-se</i> to any director(s) / Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013
Number of meetings of the Board attended during the financial year 2023-24	She attended 10 meeting out of 10 meeting held during the Financial year 2023-24.
Directorships of other Boards including listed entities	1. Eshaan Nhava Sheva Private Limited. 2. Oliver Nhava Sheva Private Limited. 3. Bismarck Industries Private Limited. 4. Sociobliss Private Limited.
Number of Listed Entities from which person has resigned in past three years	Nil
Membership / Chairmanship of Committees of other entities	Nil
Summary of Performance Evaluation / Justification for choosing the appointee as Independent Directors	<p>Board of Directors and Nomination and Remuneration Committee carried out performance evaluation every year of all Directors. Keeping in mind the performance evaluation of Mrs. Megha Bhati, the Board finds appropriate for her reappointment and an Independent director.</p> <p>It is reviewed that skills of all the Directors vis-à-vis present requirement of the Company. Keeping in view appropriate balance of skills, experience and knowledge of the directors on the Board and the skill and experience of Mrs. Megha Bhati in relation to strategy planning, digital marketing, business development, administration, channel brand and event management, it is appropriate to continue Mrs. Megha Bhati as an Independent Director. Also refer details mentioned in this respect in explanatory statement.</p>
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As given in the explanatory statement and as mentioned above.

Vipul Organics Limited

Corporate Office : B-603A, Kaledonia Bldg., Sahar Road, Off W. E. Highway, Andheri (East), Mumbai - 400 069, India.

Regd. Office : 102, Andheri Industrial Estate, Off Veera Desai Road, Andheri (West), Mumbai - 400 053, India.

CIN: I 24110MH1972PL C015857

+91 22 6613 9999

info@vipulorganics.com

www.vipulorganics.com