

Parinee Crescenzo, "A" Wing, 1102, 11th Floor,  
"G" Block, Plot No. C38 & C39,  
Behind MCA, Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051, India.  
Phone : 91-22-6124 0444 / 6124 0428  
Fax : 91-22-6124 0438  
E-mail : vinati@vinatiorganics.com  
Website : www.vinatiorganics.com  
CIN : L24116MH1989PLC052224



August 16, 2024

**BSE Limited**  
(Listing Department)  
P. J. Towers, 1<sup>st</sup> Floor,  
Dalal Street, Mumbai – 400 001.

**National Stock Exchange of India Ltd.**  
Listing Department,  
Exchange Plaza, Plot No. C/1, 'G' Block,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai – 400 051.

**Scrip Code: 524200**

**NSE Symbol: VINATIORGA / Series: EQ**

Dear Sir/Madam,

**Sub: Filing of Notice of Thirty-Fifth Annual General Meeting ('Notice') along with Integrated Annual Report for the financial year 2023-24**

This is further to our letter dated August 14, 2024 conveying that the 35<sup>th</sup> Annual General Meeting ("AGM") of the Members of the Company will be held on Tuesday , September 10, 2024 at 11.00 a.m. (IST) through Video Conferencing ("VC") /Other Audio-Visual means ("OAVM"), facility.

Pursuant to Regulation 30 and Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we are submitting herewith the Integrated Annual Report of the Company for the financial year 2023-24 along with Notice of AGM for the financial year 2023-24, which is being sent to the Members, who have registered their e-mail addresses with the Company/Depositories/ RTA, through electronic mode.

The Integrated Annual Report including Notice is also uploaded on the Company's website and can be accessed at [www.vinatiorganics.com](http://www.vinatiorganics.com).

This is for your information and records.

Thanking you,

Yours faithfully,  
For **Vinati Organics Limited**

MILIND  
ARVIND WAGH

Digitally signed by  
MILIND ARVIND WAGH  
Date: 2024.08.16  
14:16:24 +05'30'

**Milind Wagh**  
**Company Secretary/Compliance Officer**

Encl: As Above

**Lote Works** : Plot No. A-20, MIDC Industrial Area, Lote Parashuram 415 722 Tal. Khed, Dist. Ratnagiri, Maharashtra, India.  
**Phone** : (02356) 273032 - 33 • **Fax**: 91-2356-272448 • **E-mail**: vinlote@vinatiorganics.com  
**Regd. Office & Mahad Works** : B-12 & B-13/1, MIDC Industrial Area, Mahad 402 309, Dist. Raigad, Maharashtra, India.  
**Phone** : (02145) 232013/14 • **Fax** : 91-2145-232010 • **E-mail**: vinmhd@vinatiorganics.com

# NOTICE

NOTICE is hereby given that the THIRTY-FIFTH Annual General Meeting (AGM) of the Members of Vinati Organics Limited ("the Company") will be held on Tuesday, September 10, 2024, at 11:00 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

## ORDINARY BUSINESS:

### 1. Adoption of Audited Standalone and Consolidated Financial Statements:

To consider and adopt:

- a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon; and
- b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.

### 2. Declaration of Dividend:

To declare a final dividend of ₹ 7/- per equity share for the financial year ended March 31, 2024.

### 3. Re-appointment of Ms. Vinati Saraf Mutreja as Director, liable to retire by rotation:

To appoint a Director in place of Ms. Vinati Saraf Mutreja (DIN: 00079184), who retires by rotation at this meeting and being eligible, offers herself for re-appointment in terms of Section 152(6) of the Companies Act, 2013.

## SPECIAL BUSINESS:

### 4. Ratification of the remuneration of the Cost Auditors for the Financial Year 2024-25:

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

**"RESOLVED THAT** in accordance with the provisions of Section 148 of the Companies Act, 2013 ('the Act') and other applicable provisions, if any, of the Act, read with Rule 14 of the Companies (Audit and Auditors) Rules 2014, and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Company hereby ratifies the remuneration of

₹ 75,000/- (Rupees Seventy-Five Thousand Only) plus out-of-pocket expenses, if any, payable to M/s. N. Ritesh & Associates, Cost Accountants (Firm's Registration No. 100675) who have been appointed by the Board of Directors as the Cost Auditors of the Company, based on the recommendation of the Audit Committee to conduct the audit of the cost records of the Company, for the Financial Year 2024-25.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its Committees thereof), be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this Resolution and for matters connected therewith, or incidental thereto."

### 5. Re-appointment of Mr. J. C. Laddha (DIN: 00118527) as an Independent Director for the Second Term:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time and following the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors, Mr. J. C. Laddha (DIN: 00118527), whose existing term as an Independent Director ends on June 12, 2025 and who will have attained the age of 75 years by December 12, 2024, and being eligible for re-appointment as an Independent Director, has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a

**NOTICE (Contd.)**

Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from June 13, 2025 upto June 12, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 approval

be and is hereby granted for appointing / continuing the directorship of Mr. J. C. Laddha who will have attained the age of 75 years by December 12, 2024 as an Independent Director.

**RESOLVED FURTHER THAT** any Director of the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion consider necessary, expedient or desirable for giving effect to the foregoing resolution, and to settle any question, or doubt that may arise in relation thereto.”

**Registered Office:**

B-12 & B-13/1, MIDC Industrial Area,  
Mahad – 402 309, Dist. Raigad, Maharashtra.  
Tel No.: 022-61240444/428, Fax No.: 022-61240438  
Email: [shares@vinatiorganics.com](mailto:shares@vinatiorganics.com)  
Website: [www.vinatiorganics.com](http://www.vinatiorganics.com)  
CIN: L24116MH1989PLC052224  
Mumbai, May 17, 2024

**For and on behalf of the Board of Directors**

**Milind Wagh**  
Company Secretary  
Membership No. FCS-7125

## NOTICE (Contd.)

### NOTES:

Pursuant to General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), the Company is convening the 35<sup>th</sup> Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.

Further, the Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 07, 2023 ("SEBI Circulars") and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations and MCA Circulars, the 35<sup>th</sup> AGM of the Company is being held through VC/OAVM on Tuesday, September 10, 2024, at 11:00 a.m. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at B-12 & B-13/1, MIDC Industrial Area, Mahad – 402309, Dist. Raigad, Maharashtra, which shall be the deemed venue of the AGM.

The relative explanatory statement pursuant to Section 102 of the Act, in regard to the business as set out in Item Nos. 4 and 5 above and the relevant details of the Directors seeking reappointment as required by Regulation 36(3) of the Listing Regulations and as required under Secretarial Standard - 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are annexed to this Notice.

PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

Institutional Shareholders / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its respective Board or

governing body Resolution, Authorisation, etc., authorizing their representative to attend the 35<sup>th</sup> AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to [vkmassociates@yahoo.com](mailto:vkmassociates@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [shares@vinatiorganics.com](mailto:shares@vinatiorganics.com).

In the case of joint holders attending the AGM, only such joint holder, who is higher in the order of names, will be entitled to vote.

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 Act.

The Members can join the AGM through VC/OAVM 30 minutes before and within 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's (NSDL) e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available on a first come first served basis as per the MCA Circulars.

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, will be available electronically for inspection by the Members during the AGM and all other documents referred to in the Notice and Explanatory Statements, will be available for inspection through electronic mode without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members can inspect the same by sending an email to [shares@vinatiorganics.com](mailto:shares@vinatiorganics.com).

The equity shares of the Company are listed at the BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001, Maharashtra and the National Stock Exchange of India Limited, Exchange Plaza, Plot No.C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra. The Annual Listing Fee as prescribed has been paid to the above Stock Exchanges.

### Book Closure:

The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, September 04, 2024, to Tuesday, September 10, 2024 (both days inclusive)**, for the purpose of payment of dividends for the Financial Year 2023-24 (FY 2023-24). Members are requested to intimate to the Company or its RTA or the concerned DPs, the changes, if any, in their registered addresses, quoting their Folio Numbers/ or their client ID number with DP ID number, as the case may be non-resident Indian Members are requested to

**NOTICE (Contd.)**

inform the Company or its RTA or the concerned DPs, as the case may be, immediately:

- (a) the change in residential status on return to India for permanent settlement.
- (b) the particulars of the NRE Account with a Bank in India, if not furnished earlier.

**Dispatch of Annual Report through Electronic Mode:**

The Ministry of Corporate Affairs (MCA), Government of India, through its Circulars Nos. 17/2011 dated April 21, 2011, and 18/2011 dated April 29, 2011, respectively, have allowed Companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in Corporate Governance. The Company supports the measures in the Green Initiative. Members are also requested to join the Company in this initiative by registering their email-id with the Company or its RTA.

If your e-mail address is not registered with the Company/ Depositories, you may register on or before Tuesday, September 03, 2024, to receive this Notice of the AGM and the Integrated Annual Report for FY 2023-24 by completing the process for registration of e-mail address as under:

- a) Click on the URL: [https://liiplweb.linkintime.co.in/EmailReg/Email\\_Register.html](https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html).
- b) Select the Name of the Company from dropdown: Vinati Organics Limited.
- c) Enter DP and Client ID (if shares held in electronic form)/Folio number (if shares held in physical form) and Permanent Account Number ("PAN"). In the event PAN details are not registered for physical folio, Member to enter one of the Share Certificate numbers.
- d) Enter Mobile number and e-mail ID.
- e) System generated One Time Password ("OTP") to be sent on mobile number and e-mail ID.
- f) Enter OTP received on mobile number and e-mail ID.
- g) Click on Submit button.
- h) On completing the above process your request will be accepted and request ID will be generated. Email registered is for limited purpose of sending notice pertaining to the current event.

Further, in terms of the MCA Circulars and the relevant SEBI Circulars, the Company is sending this AGM Notice along with the Integrated Annual Report for FY 2023-24 in electronic form only to those Members whose email IDs are registered with the Company/Depositories/RTAs. The Company shall send the physical copy of the Integrated Annual Report for FY 2023-24 only to those Members who specifically request the same at [shares@vinatiorganics.com](mailto:shares@vinatiorganics.com) mentioning their Folio No/DP ID and Client ID. The report for

FY2023-24 have been uploaded on the website of the Company at [www.vinatiorganics.com](http://www.vinatiorganics.com) and may also be accessed on the websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**Registrars and Transfer Agents:**

The Company has appointed Link Intime India Pvt. Ltd., situated at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 as the Registrars and Transfer Agents ("R&TA") for all aspects of investor servicing relating to shares.

**Dividends:**

The Board of Directors at its meeting held on May 17, 2024, has recommended a final dividend of ₹ 7/- per equity share for the financial year ended March 31, 2024. If the dividend, as recommended by the Board of Directors, gets approved at the AGM, will be made payable to those members whose names appear on the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company or its R&TA as of the close of business hours on or before Tuesday, September 03, 2024 or as per lists to be furnished by the depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited.

The payment of such dividend subject to deduction of tax at source ("TDS") will be made on or after Wednesday, September 11, 2024, as under:

- i. To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the Depositories, as of close of business hours on Tuesday, September 03, 2024.
- ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Tuesday, September 03, 2024.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 03, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/ MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023) has mandated that with effect from April 01, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf)

## NOTICE (Contd.)

Further, pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020, and therefore the Company is required to deduct tax at source/withhold tax from dividends to be paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the provisions in the Income Tax Act, 1961 and amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in demat mode).

**Updation of mandate for receiving dividend directly in bank account through Electronic Mode or any other means in a timely manner:** Members are advised to avail of the facility for receipt of dividends through Electronic Clearing Service (ECS). The ECS facility is available at specified locations. Members holding shares in electronic form are requested to contact their respective DPs for availing ECS facility. Members holding shares in physical form are requested to download the ECS form from the website of the Company viz. [www.vinatiorganics.com](http://www.vinatiorganics.com) and the same duly filled up and signed along with a photocopy of a canceled cheque may be sent to the Company or its R&TA.

Members who hold shares in electronic form and want to change/correct the bank account details should send the same immediately to their concerned DPs and not to the Company. Members are also requested to give the MICR Code of their bank to their DPs. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of the name of the deceased joint holder and change in the bank account details. The said details will be considered, as will be furnished by NSDL/CDSL to the Company.

Further, to avoid the incidence of fraudulent encashment of dividend warrants, Members are requested to intimate the Company/RTAs under the signature of the Sole/ First Joint Holder, of the following information, so that the bank account number and name and address of the bank can be printed on the dividend warrants:

1. Name of Sole/ First Joint holder and Folio number.
2. Particulars of bank account, viz.
  - i) Name of the bank
  - ii) Name of Branch
  - iii) Complete address of the bank with the PIN code
  - iv) Account type, whether saving (SB) or Current Account (CA)
  - v) Bank Account Number

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax

at source to Link Intime India Private Limited, the Company's RTA at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or by email to [vinatidivtax@linkintime.co.in](mailto:vinatidivtax@linkintime.co.in). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate as applicable.

Non-Resident shareholders (including Foreign Institutional Investors-FIIs/ Foreign Portfolio Investors – FPIs) can avail beneficial rates under the tax treaty between India and their country of tax residence, subject to providing the necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the same at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or sending the same by email to [vinatidivtax@linkintime.co.in](mailto:vinatidivtax@linkintime.co.in)

The aforesaid declarations and documents need to be submitted by the shareholders latest by Friday, August 30, 2024.

The formats of declarations are available on the Company's website at <https://vinatiorganics.com/other-information/>

### Updation of KYC details:

The forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 are available on our website [www.vinatiorganics.com/other-information/](http://www.vinatiorganics.com/other-information/). In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

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.

- a. **For shares held in electronic form:** to their Depository Participants ("DPs").
- b. **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialised form only while processing



**NOTICE (Contd.)**

service requests viz. Issue of duplicate securities certificate; a claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at [www.vinatiorganics.com](http://www.vinatiorganics.com) and on the website of the Company’s Registrar and Transfer Agents (RTA), Link Intime India Pvt. Ltd. at <https://linkintime.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. 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 dematerialised form. Members can contact the Company or Company’s Registrars and Transfer Agents i.e. Link Intime India Pvt. Ltd., for assistance in this regard.

**Investor Education and Protection Fund:**

Notice is being issued pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the IEPF Rules”) and any statutory amendments, modifications, etc. made and the notifications, circulars issued thereunder for the time being in force.

As per the said Rules, amongst other matters, contain provisions for the transfer of all shares in respect of which no dividend has been claimed by the shareholders for a consecutive period of seven years or more to the DEMAT account of Investor Education and Protection Fund (“IEPF”) Authority.

Adhering to various requirements set out in the IEPF Rules, the Company has communicated individually to the shareholders whose shares are liable to be transferred to IEPF Authority. Also, complete details of such shareholders have been uploaded on the Company’s website at [www.vinatiorganics.com](http://www.vinatiorganics.com).

Shareholders must note that both the unclaimed dividend and shares transferred to IEPF Authority including all benefits on such shares if any can be claimed back by them from IEPF Authority after following the due procedure prescribed under these Rules.

For those shareholders from whom the Company has not received any communication, the Company to adhere to the requirements of the Rules, transfers the shares to the IEPF

suspense account by the due date as per the procedure set out in the Rules. The details of unclaimed dividends and shares transferred to IEPF Authority during FY 2023-24 are as follows:

Amount of unclaimed dividends transferred

Financial Year	Amount of Unclaimed Divided transferred (₹ in lakhs)	Number of Shares Transferred
2015-2016 (Interim)	32.21	29530
2015-2016 (final)	5.40	30014

For any queries on the above matter, shareholders are requested to contact the Company’s Registrar and Share Transfer Agents: Link Intime India Pvt. Ltd. Unit: Vinati Organics Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083 Phone: +91-8108116767, Email: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Pursuant to the provisions of section 124 of the Companies Act, 2013, as amended, dividends for the Financial Year 2016-2017, which remain unpaid or unclaimed for a period of 7 years and the dividends to be declared for the subsequent years, if any, will be transferred to the IEPF Fund. Shareholders who have so far not encashed/claimed the dividend warrant(s) for the financial year 2016-2017 are requested to make their claim to the Secretarial Department at the Registered Office of the Company or the office of the R&TA on or before August 02, 2024 failing which the unpaid/ unclaimed amount will be transferred to the IEPF Authority as above, no claim shall lie against the Company or the IEPF Authority in respect of such amount by the Member.

The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No. 17/2012 dated July 23, 2012, has directed Companies to upload on their website information regarding unpaid and unclaimed dividends.

Pursuant to the said IEPF Rules, the Company has uploaded the details of unpaid and unclaimed dividends on its website at [www.vinatiorganics.com](http://www.vinatiorganics.com).

**Depository System:**

The Company has entered into agreements with NSDL and CDSL to provide share depositories services. The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delays in transfers, mutilation of share certificates, etc. Simultaneously, the Depository system offers several advantages like exemption from stamp duty, elimination of the concept of the market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

Members, therefore now have the option of holding and dealing in the shares of the Company in electronic form

## NOTICE (Contd.)

through NSDL or CDSL. Members are encouraged to convert their holdings to electronic mode.

### Re-appointment of Directors:

Section 152 of the Companies Act, 2013, provides inter alia that unless the Articles provide for the retirement of all Directors at every Annual General Meeting, not less than two-thirds of the total number of Directors of a public company, (a) be persons whose period of office is liable to determination by retirement of Directors by rotation; and (b) save as otherwise expressly provided in the Act, be appointed by the Company in the General Meeting.

Accordingly, Ms. Vinati Saraf Mutreja, Managing Director & CEO retiring by rotation at this AGM and being eligible offered herself for re-appointment. The information or details pertaining to the Directors to be provided in terms of applicable Regulations of the Listing Regulations read with Secretarial Standards on General Meetings is furnished in the statement on Corporate Governance published in this Annual Report.

### Other Miscellaneous Details:

The Integrated Annual Report of the Company for the Financial Year 2023–2024, circulated to the Members of the Company and is available on the Company's website viz. [www.vinatiorganics.com](http://www.vinatiorganics.com).

The Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holdings in one folio. The Share Certificates will be returned to the Members after making requisite changes thereon.

Mr. Vijay Kumar Mishra of M/s. VKM & Associates, Practising Company Secretary, holding Certificate of Practice No. 4279, has been appointed as the Scrutinizer to scrutinize the e-voting process fairly and transparently.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

### Registered Office:

B-12 & B-13/1, MIDC Industrial Area,  
Mahad – 402 309, Dist. Raigad, Maharashtra.  
Tel No.: 022-61240444/428, Fax No.: 022-61240438  
Email: [shares@vinatiorganics.com](mailto:shares@vinatiorganics.com)  
Website: [www.vinatiorganics.com](http://www.vinatiorganics.com)  
CIN: L24116MH1989PLC052224  
Mumbai, May 17, 2024

Subject to receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vinatiorganics.com](http://www.vinatiorganics.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

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. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website [www.vinatiorganics.com/other-information/](http://www.vinatiorganics.com/other-information/). Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to Link Intime in case the shares are held in physical form.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://vinatiorganics.com/online-dispute-resolution/>.

**For and on behalf of the Board of Directors**

**Milind Wagh**  
Company Secretary  
Membership No. FCS-7125





## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

In conformity with the provisions of Section 102 of the Companies Act, 2013 ('the Act') the following Explanatory Statement sets out all material facts in respect of Items Nos. 4 and 5.

### Item No. 4:

#### **Ratification of the remuneration of the Cost Auditors for the Financial Year 2024-25:**

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment and remuneration of M/s. N. Ritesh & Associates, Cost Accountants, to conduct the audit of the Cost Records of the Company for the financial year ending March 31, 2025.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor need to be ratified by the Members of the Company. Accordingly, the Board recommends the remuneration of ₹ 75,000/- (Rupees Seventy-Five Thousand Only) to be paid to the Cost Auditor for the financial year 2024-2025 for the ratification of Members and to pass the resolution as an Ordinary Resolution as set out at item no. 4 of the Notice of 35<sup>th</sup> AGM.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at item no 4 of the Notice.

### Item No. 5:

#### **Re-appointment of Mr. J. C. Laddha (DIN: 00118527) as an Independent Director for the Second Term.**

Mr. J. C. Laddha currently serves as a Non-Executive, Independent Director of the Company and is a member of the Audit Committee and Nomination and Remuneration Committee.

In terms of Section 149 of the Companies Act, 2013, the members at the Thirty First Annual General Meeting of the Company held on September 26, 2020 appointed Mr. J. C. Laddha (DIN: 00118527), as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from June 13, 2020. Accordingly, the existing term of Mr. J. C. Laddha will expire on June 12, 2025. Further, as per the Regulation 17 (1A) of SEBI (Listing Obligations and

Disclosure Requirements) (Amendment) Regulations, 2018 the prior approval of the shareholders is also required by way of special resolution for appointment/ continuation of the Directorship of any Non-Executive Director who have attains the age of 75 years. Mr. J. C. Laddha existing term as an Independent Director ends on June 12, 2025 and will have attained the age of 75 years by December 12, 2024.

Based on his performance evaluation, skills, vast experience and expertise the Nomination and Remuneration Committee has recommended the re-appointment of Mr. J. C. Laddha as an Independent Director for a second term of five consecutive years, starting from June 13, 2025, and ending on June 12, 2030 (both days inclusive). The Board acknowledges the benefit and desirability of retaining his services as an Independent Director for the Company's best interests. Therefore, it is proposed to re-appoint Mr. J. C. Laddha as an Independent Director on the Board for a second term of five consecutive years, exempt from retirement by rotation.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration from him stating that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days from 11.00 a.m. to 1.00 p.m. upto the date of the Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17(1A) & other applicable Listing Regulations, the appointment of an Independent Director for his second term requires the approval of Members by way of a Special Resolution. Accordingly, the Board recommends the resolution for the approval of the Members of the Company by way of a Special Resolution.

None of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except for Mr. J. C. Laddha or his relatives, to the extent of their shareholding, if any in the Company, are in any way concerned or interested, financially or otherwise, in the resolution.

#### **Registered Office:**

B-12 & B-13/1, MIDC Industrial Area,  
Mahad – 402 309, Dist. Raigad, Maharashtra.  
Tel No.: 022-61240444/428, Fax No.: 022-61240438  
Email: [shares@vinatiorganics.com](mailto:shares@vinatiorganics.com)  
Website: [www.vinatiorganics.com](http://www.vinatiorganics.com)  
CIN: L24116MH1989PLC052224  
Mumbai, May 17, 2024

#### **For and on behalf of the Board of Directors**

**Milind Wagh**  
Company Secretary  
Membership No. FCS-7125

NOTICE (Contd.)

The details of the Director seeking appointment / reappointment, pursuant to Regulation 26 (4) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, are furnished below: -

Name of Director	Ms. Vinati Saraf Mutreja	Mr. J. C. Laddha
DIN	00079184	00118527
Date of birth	03.05.1984	12.12.1949
Date of first appointment on the Board	20.05.2006	13.06.2020
Qualifications	Bachelor of Science in Economics (Finance) from The Wharton School and Bachelor in Applied Science from the School of Engineering (University of Pennsylvania)	B. Com, FCA
Profile, Experience and Expertise in specific functional areas	Ms. Vinati Saraf Mutreja became a part of Vinati Organics Limited (VOL) in 2006. With over 18 years of experience in the managerial team at VOL, she plays a pivotal role in leading the Marketing, Finance, and Operations functions of the Company. Her remarkable achievements have gained recognition globally, as she was chosen as the Outstanding Woman Business Leader for 2018 by the jury of The Economic Times Family Business Awards. She is named in the World Economic Forum's Young Global Leader's list and was also listed in The Economic Times annual "India's Top 40 under 40" for 2019. She was also featured in Forbes Asia's Power Businesswomen list of 2020.	Mr. J. C. Laddha is a highly esteemed figure in the Indian Textile Industry, dedicating his entire career to the sector. Serving as the Chairman of Sudiva Spinners Private Limited in Bhilwara, Rajasthan. Mr. Laddha is a qualified Chartered Accountant, brings invaluable contributions to the textile industry. Renowned for his dynamic business approach, extensive planning, and successful execution, he has played a pivotal role in the growth of the RSWM group, where he previously served as an Executive Director from 1990 to 2015 and as a director from 2015 to 2018. With an exceptional flair for entrepreneurship, Mr. J. C. Laddha has also held directorial positions in other esteemed companies such as Bhilwara Spinners Ltd., BPL, and BMDL for several years. Currently serving as the Director on the Board of BSL Limited and Lagnam Spintex India Ltd. in Bhilwara, and Deputy Chairman of the Rajasthan Textile Mills Association, he is recognised for his outstanding business acumen and leadership skills, receiving numerous accolades.
Directorships in other Companies (excluding foreign companies)	a. Viral Alkalis Limited. b. Suchir Chemicals Private Limited. c. Nishit Pharma Chem Private Limited. d. Veeral Organics Private Limited. e. Illuminati Trading Pvt. Ltd. f. Evolute Trading Pvt. Ltd. g. Alphagrep Finvest Pvt. Ltd. h. Course5 Intelligence Limited	a. Sudiva Industries Private Limited b. Lagnam Spintex Limited c. Confederation of Indian Textile Industry d. Sudiva Spinners Private Limited e. BSL Ltd.
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	Nil	BSL Ltd. – a. Member of Audit Committee b. Chairman of Nomination and Remuneration Committee Lagnam Spintex Limited – a. Chairman of Audit Committee b. Chairman of Nomination and Remuneration Committee c. Chairman of Corporate Social Responsibility Committee



## NOTICE (Contd.)

Name of Director	Ms. Vinati Saraf Mutreja	Mr. J. C. Laddha
Listed entities from which the Director has resigned from Directorship in the last 3 (three) years	Nil	Nil
Terms and conditions of Appointment/ Reappointment	Re-appointment as per section 152 (6) of the Companies Act, 2013	Re-appointment as Non-Executive, Independent Director
Details of remuneration sought to be paid	As per agreement of appointment	Nil
Number of Shares held in the Company as at March 31, 2024	1210620	Nil
Relationship between Directors inter-se	Relatives of Mr. Vinod Saraf (Chairman) and Ms. Viral Saraf Mittal (Director CSR).	NA

For other details such as the number of meetings of the Board attended during FY 2023-24, and the remuneration last drawn in FY 2023-24 by Ms. Vinati Saraf Mutreja and Mr. J. C. Laddha, please refer to the Corporate Governance Report which is a part of this Integrated Annual Report.

The profile of all the Directors is available on the Company's website at [www.vinatiorganics.com](http://www.vinatiorganics.com)

**Procedure for remote e-Voting and e-Voting during the AGM:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 44 of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 35th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM will be provided by the National Securities Depository Limited (NSDL).

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the 35<sup>th</sup> AGM through VC / OAVM but shall not be entitled to cast their vote again.

Voting rights are reckoned on the basis of the shares registered in the names of the Members/Beneficial Owners as of Tuesday, September 03, 2024.

The instructions for voting electronically are enclosed and also details of which shall be uploaded on the website of the Company.

Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Tuesday, September 03, 2024, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll-free no. 022 - 48867000 and 022 - 24997000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending the Notice and holding shares as of the cut-off date i.e. Tuesday, September 03, 2024, may follow the steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

The Instructions for Members for Remote e-voting and joining the General Meeting are as under:

The remote e-voting period begins on **Friday, September 06, 2024, at 09:00 A.M. and ends on Monday, September 09, 2024, at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Tuesday, September 03, 2024**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, September 03, 2024.

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 meetings for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 09 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.

NOTICE (Contd.)

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.	<ol style="list-style-type: none"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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 &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.  <b>NSDL Mobile App is available on</b>      </li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



## NOTICE (Contd.)

Type of shareholders	Login Method
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. upon logging in, you will be able to see e-Voting option. 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 i.e. 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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 toll free no. 1800 22 55 33

**B) Login Method for e-Voting and joining virtual meeting 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. 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.
4. 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.
5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****
c) 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***



**NOTICE (Contd.)**

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your 'initial password'?
    - (i) 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'.
    - (ii) 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:
  - a) 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).
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://www.evoting.nSDL.com).
  - c) 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.
  - d) 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?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. 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 Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to Mr. Vijay Mishra at [vkmassociates@yahoo.com](mailto:vkmassociates@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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 related to e-voting, 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

**NOTICE (Contd.)**

on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. 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), AADHAR (self attested scanned copy of Aadhar Card) by email to [shares@vinatiorganics.com](mailto:shares@vinatiorganics.com).
2. 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) to [shares@vinatiorganics.com](mailto:shares@vinatiorganics.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 09 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**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 the 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 EGM/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.

5. Members who need assistance before or during the meeting, can contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) +91 22 48867000 or contact Amit Vishal, Deputy Vice President – NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Sanjeev Yadav, Assistant Manager-NSDL at [sanjeevy@nsdl.com](mailto:sanjeevy@nsdl.com)

**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” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join 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. Members who would like to express their views/ ask questions as a Speaker at the AGM may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to [shares@vinatiorganics.com](mailto:shares@vinatiorganics.com) latest by Wednesday, September 04, 2024 (5:00 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. Shareholders who would like to express their views/ have questions may also send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at [shares@vinatiorganics.com](mailto:shares@vinatiorganics.com) latest by Wednesday, September 04, 2024. The same will be replied by the Company suitably.