

Ref: MOL/2023-24/24

June 3, 2023

To National Stock Exchange of India Limited “Exchange Plaza”, Bandra-Kurla Complex, Bandra (East) Mumbai 400 051 SYMBOL:- MOL	BSE Limited Floor- 25, P J Tower, Dalal Street, Mumbai 400 001 Scrip Code:- 543331
---	--

Dear Sir,

Sub: Notice of 4th Annual General Meeting, Record Date, e-Voting period and other information

Annual General Meeting of the members of the Company

This is to inform that the **4th Annual General Meeting(AGM)** of the members of the Company is scheduled to be held on **Tuesday, June 27, 2023 at 12:00 noon IST** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the provisions of Companies Act, 2013 read with latest General Circular dated December 28, 2022 together with earlier circulars issued in this regard by the Ministry of Corporate Affairs ('MCA Circulars') and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with latest Circular dated January 5, 2023 together with earlier circulars issued in this regard by the Securities and Exchange Board of India ('SEBI Circulars').

The Annual Report for the FY 2022-23, consisting the Notice of the 4th AGM and the Standalone and Consolidated audited financial statements for the FY 2022-23, along with Board's Report, Auditors' Report, Business Responsibility and Sustainability Report and other documents required to be attached thereto, is being sent in electronic mode to all the Members of the Company whose email address is registered with the Company /Company's Registrar and Transfer Agent, Link Intime India Private Limited/ Depository Participant(s). The said Annual Report is also available on the website of the Company in the investor section, i.e. www.meghmani.com.

[2]

Record date for dividend, e-voting & others

The information as to Record date for the purpose of payment of dividend for FY 2022-23 and e-voting are as under:

Sr. NO.	Particulars	Relevant dates	
1	Date of Benpose-Members whose name appear in the List of Beneficial Position, to whom Annual Report FY 2022 is being sent	Friday, May 26, 2023	
2	Record date for ascertaining the names of shareholders eligible for dividend payable for FY 2023	Tuesday, June 20, 2023	
3	Record date for voting on resolutions proposed in the ensuing 4 th AGM through remote e-voting	Tuesday, June 20, 2023	
4	Remote e-voting Period	From	To
		June 23, 2023 (Friday) At 9:00 a.m. onwards	June 26, 2023 (Monday) upto 5:00 p.m.
	Web link to access remote e-voting	www.evotingindia.com.	

The above intimation shall be treated as due compliance of respective provisions under the Companies Act, 2013 and SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015.

Please take the above information on record.

Thanking you.

Yours faithfully,

For Meghmani Organics Limited

(Formerly known as Meghmani Organochem Limited)

Jayesh Patel

Company Secretary & Compliance Officer

ICSI Mem. No: A14898

Encl: As above

Notice

NOTICE is hereby given that Fourth Annual General Meeting of the Company will be held on **Tuesday, 27th June, 2023 at 12 noon** through Video Conferencing(VC)/ Other Audio-Visual Means(OAVM) to transact the following business:-

ORDINARY BUSINESS:

Adoption of Financial Statements

- To receive, consider, and adopt:
 - the Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2023 together with report of the Board of Directors & Auditors thereon and
 - the Audited Consolidated Financial Statement of the Company for the financial year ended on 31st March, 2023 together with report of Auditors thereon.

Declaration of Dividend

- To declare a final Dividend of ₹ 1.40 (140%) per equity share of ₹ 1/- each for the financial year 2022-23.

Appointment of a Director retire by rotation

- To appoint a director in place of Mr. Jayanti Patel (DIN:00027224), who retires by rotation and being eligible offers himself for re-appointment.
- To appoint a director in place of Mr. Anand Patel (DIN:00027836), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

5. Ratification of remuneration payable to Cost Auditors of the Company for the financial year 2023-24

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

“RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per annum plus tax as applicable and reimbursement of out of pocket expenses to be paid to M/s. Kiran J. Mehta & Co. Cost Accountants Ahmedabad (Firm's Registration No. 000025), being Cost Auditors appointed by the Board of Directors to conduct audit of the cost records of the Company for the Financial Year 2023-24 be and hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be

and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Omnibus Approval of Material Related Party Transaction for the financial year 2023-24

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions if any of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) and any other applicable provisions, including any amendment, modification, variation or re-enactment thereof, Consent of the Members of the Company be and is hereby given for transactions upto ₹ 300 Crores with Meghmani Finechem Limited during the financial year from April 1, 2023 till March 31, 2024 as also accord further approval to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/to be constituted by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and/ or carrying out and/or continuing with contracts, arrangements and transactions (whether individual transaction or transactions taken together or series of transactions or otherwise) with Meghmani Finechem Limited being a related party, whether by way of renewal(s) or extension(s) or modification(s) of earlier contract/arrangements/ transactions or otherwise, with respect to Sale and Purchase of Goods and/or other transactions including transactions as may be disclosed in the notes forming part of the financial statements for the relevant period notwithstanding the fact that all these transactions during the financial year 2023-24, in aggregate have exceeded 10% of the annual consolidated turnover of the Company for the relevant year.”

“RESOLVED FURTHER THAT the Members of the Company do hereby ratify as also accord further approval to the Board to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred to any Committee of Directors and/or director(s) and/or officer(s) of the Company, to give effect to this resolution”.

**By order of the board
For Meghmani Organics Limited
(Formerly known as Meghmani
Organochem Limited)**

Registered Office
Meghmani House,
B/h. Safal Profitaire,
Prahladnagar,
Ahmedabad - 380015
Date: April 29, 2023

Jayesh Patel
Company Secretary
ICSI Mem.No:A14898

NOTES:

Convening of AGM through video conferencing (“VC”) or any other audio-visual means (“OAVM”)

1. In terms of latest General Circular No. 10/2022 dated December 28, 2022 and earlier circulars issued in this regard by the Ministry of Corporate Affairs (“MCA circular”) read with the Securities and Exchange Board of India Circular No. SEBI/ HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 and earlier circulars issued in this regard (“SEBI circular”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 (“Listing Regulations”), the 4th Annual General Meeting (AGM) of the Members of the Company is being conducted through VC/OAVM and the AGM shall be deemed to be convened and held at the registered office of the Company for the purpose of meeting statutory requirement under the Companies Act, 2013 or any other statute. Hence, members can attend and participate in the AGM through VC/OAVM only. **The Members are requested not to visit Corporate Office /Registered Office to attend the AGM.** Shareholders are requested to refer Note No 31 & 32 for detailed procedure for e-Voting and participation in the AGM through VC/ OAVM. The Proceedings of the AGM will be made available on the website of the Company www.meghmani.com in the Investors Section, in due course of time.

Attendance Slip and Proxy Form

2. 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 on his/her behalf 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, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available in this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

Quorum

3. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Physical attendance of Members is not required at the AGM.

Explanatory Statement and details of Directors seeking appointment/re-appointment

4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
5. Details in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

Dispatch of Notice and Annual Report through electronic means

7. In compliance with the aforesaid MCA circulars and SEBI circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Printed copy of the Annual report (Including Notice) is not being sent to the Members in view of MCA Circular. Members may note that the Notice convening the AGM and Annual Report 2022-23 have been uploaded on the website of the Company at www.meghmani.com and website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also available on website of CSDL at <https://www.evoting.cdsl.com>.
8. Members holding shares in physical mode and who have not registered / updated their e-mail address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at cs@meghmani.com or to ahmedabad@linkintime.co.in. Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.

Cut-off date as to dividend and voting

9. The Company has designated Tuesday, June 20, 2023 as “cut-off date” to determine the entitlement of the shareholders to receive dividend for the year 2022-23 and voting rights for the purpose of Annual General Meeting.
10. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. June 20, 2023.

Scrutinizer for voting

11. The Company has appointed **M/s. CNK Khandwala & Associates, Chartered Accountants, Ahmedabad** to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.

Voting Results

12. The voting results shall be declared within two working days from the conclusion time of the Meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at <http://www.meghmani.com/> immediately after the result is declared by the Chairman or any other person authorised by the him in this regard and will simultaneously be sent to BSE Limited and National Stock Exchange of India Limited, where equity shares of the Company are listed.

Dividend

13. The Board of Directors at its meeting held on April 29, 2023, has recommended a final dividend of ₹ 1.40 per equity share of the face value of ₹ 1/- each. The final dividend, if declared at the Annual General Meeting, will be paid to those members of the Company, whose names appear in the Register of Members or Register of Beneficial Ownership as on June 20, 2023 ("cut-off date"). The dividend will be payable on or after July 4, 2023.
14. SEBI has made it mandatory for all companies to use the bank account details furnished by Depositories and maintained by the Registrar and Share Transfer Agent for payment of Dividend to the Members electronically. In the absence of details for electronic payment or in cases where electronic payments have failed/ rejected by the Bank, the Company would issue demand drafts/dividend warrants/cheques and print the bank account details, as available, on instrument of payment of dividend.
15. Members are requested to update the bank details including 11-digit IFSC code and 9 digit MICR code with the Depository Participants (DP) to receive the amount of dividend quickly. In case of shares held in physical form, the said details may be communicated to the RTA or Company, by quoting registered folio number and attaching photocopy of the cheque leaf of the active bank account along with a self-attested copy of the PAN card.

Taxation of Dividend

16. *We would like to draw the attention of members that the dividend after approval in the ensuing AGM will be paid to those shareholders who held shares in their demat account as on June 20, 2023 (cut-off date for the*

purpose of dividend entitlement). Many times, Brokers are not transferring the shares purchased by their client (shareholders) and parking their shares in pool account and these shares are falling under category "clearing member". It is, therefore, shareholders are advised to ask their brokers to transfer their shares purchased into demat account of the shareholder in order to receive amount of dividend and credit of Tax Deducted at Source (TDS), if any into the account of members. If the shares are parked in their pool accounts as clearing member by the brokers of shareholders, the dividend will be paid to them.

17. Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by a Company after 1st April 2020 shall be taxable in the hands of the Shareholders. No tax will be deducted on payment of dividend to the resident individual shareholders if the amount of dividend payable does not exceed ₹ 5,000/-. Your Company shall therefore be required to deduct tax at source at the time of making the payment of the said Dividend payable. The shareholders are requested to update their PAN with the Company / Linkintime. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). However, no tax or reduced tax shall be deducted on the dividend payable by the company in cases the shareholder provides Form 15G (applicable to any Resident Individual other than a Company or a Firm) / Form 15H (applicable to an Resident Individuals above the age of 60 years) / Form 10F (applicable to Non- Residents), provided that the eligibility conditions are being met. Needless to say, Permanent Account Number (PAN) is mandatory for category of Forms. To avail this benefit, shareholders need to provide respective declaration/ document (form 15g /15h/ 10f) at the website of our RTA(Linkintime. (India) Pvt. Ltd. or at below given link, on or before June 20, 2023.

<https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing 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 respective declaration/ documents as mentioned hereinabove.

18. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.

Unclaimed dividends and shares

20. Members are requested to refer the details of unclaimed dividend of the Company as set out in the Report on Corporate Governance and to approach our RTA i.e. Linkintime to claim their dividend.
21. Members wishing to claim unclaimed dividends are requested to correspond with Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company.
22. Members are requested to note that dividends not encashed or claimed within Seven Years from the date of transfer to the Company's Unpaid Dividend Account, will be, transferred to the Investor Education and Protection Fund (IEPF) as per Section 125 of the Companies Act, 2013.
23. Members may refer Para 13.15 of Corporate Governance Report as to unclaimed shares and approach RTA i.e. Linkintime to claim their shares by forwardarding a request letter duly signed by members furnishing complete postal address along with PIN Code, a copy of PAN Card and proof of Address duly signed by members (self-attestation), for the delivery of the Equity Shares in the Demat form, a copy of Demat Account – Client Master Report duly certified by the Depository Participant and a recent demat account statement, to enable the Company to initiate the process for transferring the said Equity Shares.

Procedure for Inspection of Documents:

24. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode by sending an e-mail to cs@meghmani.com.

Queries

25. Members can express their views and submit questions/queries in advance with regard to the Financial Statements from their registered e-mail address, mentioning their name, **DPID** and **Client ID number/folio number** and mobile number at the Company's investor desk at cs@meghmani.com at least 10 (Ten) days before the date of the Meeting so that the information required may be made available at the Meeting.

Nomination

26. Members can avail facility of nomination in respect of equity shares held by them pursuant to Section 72 of the Act and rules made thereunder. Members holding equity shares in demat mode may contact their respective Depository Participant for availing this facility. Members holding equity shares in physical form desiring to avail this facility may send their nominations in the prescribed Form No. SH-13 duly filled in, to Link Intime at the abovementioned address.

Request to Members to participate in green initiative

27. In compliance with the MCA Circulars and the SEBI Circulars, all Members holding shares in physical form or demat mode, are requested to register/keep their records viz. e-mail address, PAN, Bank Account details, registered Mobile Nos. updated to:
- Receive electronic copies of the all Company communications to Shareholders viz. Notice of AGMs/ EGMs/Postal Ballot notice, Annual Reports, Dividend mandates and other correspondence on their registered e-mail address.
 - Receive seamless credit of Dividend directly to the registered bank account through electronic clearing services or any other means.

E-Voting

28. The Company is pleased to provide members, facility to exercise their right to vote at the 4th Annual General Meeting (AGM) by electronic means through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
29. The detailed procedure for participation in the meeting through VC/OAVM is available at the Company's website www.meghmani.com.
30. The helpline number regarding any query / assistance for participation in the AGM through VC/ OAVM is 022-23058542/43.
31. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL)

for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice convening the AGM has been uploaded on the website of the Company at www.meghmani.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA latest Circular No. 02/2022 dated May 5, 2022 along with earlier circulars issued in this regard..

32. THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER :

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Friday, 23 June, 2023 (from 9:00 a.m.) and ends on Monday, 26 June, 2023 (upto 5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 20 June, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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, it has been decided to enable e-voting 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-voting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 evoting 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.nsdl.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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

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. 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 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. 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 022-23058738 and 22-23058542-43.
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

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website 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.
- 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 Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> • 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.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 11) 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 option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) 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.
- 17) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
 - 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; jayesh.patel@meghmani.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 **Company/RTA email id.**
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 while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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 **022-23058542/43.**

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

ITEM NO. 5

Ratification of the remuneration payable to Cost Auditors of the Company

The Board, on the recommendation of the Audit Committee, has approved in their meeting held on April 29, 2023 the appointment of M/s. Kiran J. Mehta & Co., Cost Accountants, Ahmedabad as the Cost Auditors of the Company to audit the cost records of the Company for the financial year ending on March 31, 2024 at a remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors need to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s).

The Board accordingly, recommends the members for passing of the resolution as set out at item No: 5 of the Notice as an Ordinary resolution.

ITEM NO. 6

Omnibus Approval of Material Related Party Transaction with MFL for the financial year 2023-24

The Company is in the business of manufacture of Agrochemicals and Pigments. Meghmani Finechem Limited (MFL), being a Related Party in which KMP and their relatives have significant influence, engaged in the business of specialty chemicals including Chlorine and Caustic at plant which is adjoining to our manufacturing facility at Dahej. Your Company is consuming Chlorine supplied by MFL through pipe line from its plant situated at GIDC Dahej, which is adjoining

to the manufacturing facility of the Company, to manufacture the Agrochemical Products. MFL is also supplying Caustic to other six manufacturing sites of MOL.

The transaction to be entered into with MFL including but not limited to quantity of Caustic and Chlorine to be purchased from MFL will be at arm's length prices and in the normal course of business. The total value of the proposed transaction(s) with MFL during the financial year 2023-24 may reach to ₹ 300 Crore.

Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 has been amended which mandates the listed Company to take prior approval of members for material Related Party Transactions if *A transaction(s) with a related party to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.*

In terms of policy on Related Party Transaction, increase in rupee value by more than 25% compared with value limit for transaction with Related Parties as approved by the Shareholders shall be considered material modifications and it requires prior approval of Shareholders. The omnibus approval by shareholders shall have auto approval for additional value of transaction upto 25% of the approved limit for specific period and it shall not require fresh approval of shareholders and may be considered in the omnibus approval for succeeding year.

Hence, omnibus approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with MFL in the financial year 2022-23. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with MFL are as follows:

Hence, omnibus approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with MFL in the financial year 2023-24. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with MFL are as follows:

Name of the Related Party	Name of the Director/KMP who is related and nature of their relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
Meghmani Finechem Limited	<p>Directors of Meghmani Organics Limited viz., Directors:</p> <p>Mr. Jayantibhai Patel</p> <p>Mr. Ashish Soparkar</p> <p>Mr. Natubhai Patel</p> <p>Mr. Ramesh Patel</p> <p>Mr. Anand Patel</p> <p>KMP:</p> <p>Mr. Ankit Patel, CEO</p> <p>Are related to Directors of Meghmani Finechem Limited</p> <p>Mr. Maulik Patel,</p> <p>Mr. Kaushal Soparkar</p> <p>Mr. Ankit Patel</p> <p>Mr. Karana Patel</p> <p>Mr. Darshan Patel</p>	<p>Nature of Transaction :-</p> <p>Purchase, Sale, or supply of any goods or material (directly or through an agent), others.</p> <p>Material terms :-</p> <p>(1) Value of Transaction ₹ 300 Crores for the Financial Year 2023-24 (or such extended period or time as may be decided by the Board of Directors).</p> <p>(2) Purchase/Sales/ Transaction or supply of goods or materials will be on order to order basis</p> <p>(3) Purchase/Sales Transaction or supply of goods or materials will be on a continuous basis</p> <p>(4) Purchase/Sales/others will be made at Arm's Length price or prevailing market price as may be mutually decided by the Board of Directors</p> <p>(5) No advance is given for the Purchase/Sales Transaction or supply of goods or materials</p> <p>(6) The Credit period of 30 days is given for payment of Tax Invoice which is at par with the other Customers.</p> <p>(7) Interest @18 % per annum will be charged on the amount remaining unpaid after due date.</p> <p>(8) No complaints in respect of material supplied will be considered unless the same is lodged in writing within 10 days of dispatch along with proof.</p>

Based on the above facts and information provided hereinabove, the proposed transactions with MFL are in the interest of Company.

All Executive Directors of the Company together with their relative are holding 71.34% shares in MFL and KMP are also holding 2069 shares in MFL and they are interested or concerned financially or otherwise in the proposed resolution(s) to the extent of their holding in MFL. None of the other Directors, other Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s).

The Board of Directors recommends passing of the resolution as set out at item no. 6 of this Notice as an **Ordinary Resolution**.

Registered Office
Meghmani House,
B/h. Safal Profitaire,
Prahladnagar,
Ahmedabad - 380015
Date: April 29, 2023

By order of the board
For Meghmani Organics Limited
(Formerly known as Meghmani Organochem Limited)

Jayesh Patel
Company Secretary
ICSI Mem.No:A14898

Information required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment / re-appointment at the 4th Annual General Meeting

Name of Director	Mr. Jayanti Patel Executive Chairman DIN 00027224	Mr. Anand Patel Executive Director DIN 00027836
Age in completed years (as on March 31, 2023)	71	60
Date of first appointment on the Board	15th October, 2019	15th October, 2019
Qualification / Brief Resume / Expertise in specific functional area/ experience	<p>He has experience of more than 45 years in the Dyes and Pigments Industry and more than 25 years in the Agrochemicals Industry. He was one of the founding members and executive chairman of erstwhile Meghmani Organics Limited, the Demerged Company.</p> <p>He holds a degree of Bachelor of Chemical Engineering from Maharaja Sayajirao University, Baroda.</p>	<p>He has experience of more than 34 years in the Pigments Industry. He was one of the founding members and whole time director of erstwhile Meghmani Organics Limited, the Demerged Company.</p> <p>He holds a degree of Bachelor of Science from the Gujarat University.</p>
No. of Shares held in the Company	1,80,24,390	78,93,200
Relationship with other Directors and Key Managerial Personnel	Except Jayanti Patel, Natwarlal Patel and Ramesh Patel who are brothers, none of our Directors are related to each other as per the provisions of Companies Act, 2013. Further, except Natwarlal Patel who is father of Ankit Patel, CEO of our Company, none of our Directors are related to any of the Key Managerial Personnel.	None
No of meetings of the Board attended during the year	4/4	4/4
Other Directorships	<ul style="list-style-type: none"> • Meghmani Crop Nutrition Limited • Alkali Manufacturer's Association of India • Meghmani Foundation • Meghmani Chemicals Limited 	<ul style="list-style-type: none"> • Meghmani Crop Nutrition Limited • Meghmani Foundation
Chairmanship / Membership of Committees of other companies	-	-
Remuneration payable as Executive Directors	The remuneration payable consists of fixed remuneration and performance bonus governs as per Special Resolutions passed by members in their Extra-Ordinary General meeting held on May 7, 2021. The details of remuneration paid during FY2023 are given in Corporate Governance Report annexed with Directors' Report.	

