

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, 2023

BSE Limited,
(Listing Department)
P. J. Towers, 1st 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: Annual Report for the financial year 2022-23 including Notice of Annual General Meeting

The Annual Report of the Company for the financial year 2022-23 including Notice of the Annual General Meeting ("AGM") to be held on Friday, September 8, 2023 at 11:00 A.M. (IST) through Video Conferencing ("VC") facility, being sent to the shareholders electronically, is attached. The said Annual Report including Notice of the AGM is also uploaded on the Company's website and can be accessed at www.vinatiorganics.com.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,
For **Vinati Organics Limited**

MILIND
ARVIND WAGH

Digitally signed by MILIND ARVIND WAGH
DN: c=IN, o=Personal, postalCode=400055,
ou=MahadWorks,
2.5.4.20=958F461C294B8F5F43E464C4B632CD43
3156a96b39b02050a3763,
serialNumber=58495C558E44A04048DE641FB8D4812
SPC39,
emailAddress=958F461C294B8F5F43E464C4B632CD43
8003FBD71D91A66D384FB85CB92B79, ou=MILIND
ARVIND WAGH
Date: 2023.08.16 11:05:08 +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-FOURTH Annual General Meeting (AGM) of the Members of VINATI ORGANICS LIMITED ("the Company") will be held on Friday, September 8, 2023, 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, 2023, 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, 2023, together with the Report of the Auditors thereon.

2. Declaration of Dividend:

To declare a final dividend of ₹ 7/- per equity share of the face value of ₹ 1/- each for the Financial Year ended March 31, 2023.

3. Re-appointment of Ms. Viral Saraf Mittal as Director, liable to retire by rotation:

To appoint a Director in place of Ms. Viral Saraf Mittal (DIN: 02666028), 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 2023-24:

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 ₹ 60,000/- (Rupees Sixty 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 2023-24.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its Committees thereof), be and are hereby authorized 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. Vinod Saraf (DIN: 00076708) as Whole Time Director designated as Executive Chairman of the Company:

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

"**RESOLVED THAT** pursuant to Section 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable clauses of the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Vinod Saraf as Whole Time Director designated as Executive Chairman, liable to retire by rotation, for the period effective from October 27, 2023 to March 31, 2028, with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Vinod Saraf within and in accordance with the Act or such other applicable provisions or any amendment thereto and, as it may deem fit.

RESOLVED FURTHER THAT Mr. Vinod Saraf upon re-appointment be designated as Executive Chairman on the following terms and conditions:

BASIC SALARY:

₹ 15,00,000/- (Rupees Fifteen Lakh) per month in the scale/range of ₹ 15,00,000/- (Rupees Fifteen Lakh) per month to ₹ 30,00,000/- (Rupees Thirty Lakh) per month with such increment in salary plus perquisites as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee from time to time.

PERFORMANCE LINKED INCENTIVE:

Such amount as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee, depending upon the performance of the Company, subject to the same not exceeding 1% of the Net Profit of the Company at the end of each financial year computed in the manner laid down in Section 198 of the Act.

PERQUISITES:

- i) **HOUSE:** In case of unfurnished accommodation hired by the Company, the expenditure incurred by the Company on hiring of such accommodation, shall not exceed 60% of the salary, over and above 10% payable by Executive Chairman if posted in Mumbai, Kolkata, Delhi or Chennai or 50% if posted at any other place.

OR

HOUSE RENT ALLOWANCE: @ 30% of the salary.

- ii) **MEDICAL REIMBURSEMENT:** Expenses incurred by the Chairman and his family subject to a ceiling of one month salary in a year or 3 months' salary over a period of 3 years.
- iii) **LEAVE TRAVEL CONCESSION:** Reimbursement of expenses incurred by the Chairman and his family subject to a ceiling of one month salary once a year or 3 months' salary over a period of 3 years in accordance with the rules of the Company.
- iv) **CLUB FEES:** Fees for clubs are subject to a maximum of two clubs. This will not include admission and life membership fees.
- v) **GAS & ELECTRICITY CHARGES:** Reimbursement of Gas & Electricity Charges incurred.
- vi) **PROVIDENT FUND:** Contribution to Provident Fund shall be such percentage as may be allowed under respective law from time to time.
- vii) **GRATUITY:** It shall not exceed half a month's salary for each completed year of service.

- viii) **COMPANY CAR AND TELEPHONE:** Provision of Car for use of company's business and telephone at residence. Use of car and telephone for private purposes will be billed to him.

- ix) **PERSONAL ACCIDENT INSURANCE:** Premium not to exceed ₹ 5,000/- per annum.

- x) **LEAVE AND LEAVE ENCASHMENT:** As per the Company's rules and regulations applicable to the Senior Executives of the Company.

- xi) **OTHER PERQUISITES/ BENEFITS:** Such perquisites/ other benefits as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT the Board be and is hereby also accorded for payment of remuneration mentioned aforesaid for any financial year during the tenure of his office (i) notwithstanding the inadequacy of profits or loss in the respective financial year; or (ii) even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceed the limits as specified in Section 197(1) of the Act and/or the second proviso thereunder read with applicable rules and Schedule V of the Act; or (iii) even if the above payment exceeds the limits specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any Director of the Board be and is hereby authorised to file Form MR-1, Form MGT-14 and any other forms as may be required with the Registrar of Companies and to do all such acts, deeds, matters and things as it may, in 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."

6. Re-appointment of Ms. Vinati Saraf Mutreja (DIN: 00079184) as the Managing Director & CEO of the Company:

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 Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the Rules made thereunder, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable clauses of the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded

for the re-appointment and terms of remuneration of Ms. Vinati Saraf Mutreja (DIN: 00079184) as the Managing Director & Chief Executive Officer of the Company, liable to retire by rotation, for a period effective from October 27, 2023 to March 31, 2028, to perform the duties assigned by the Board of Directors from time to time, with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Ms. Vinati Saraf Mutreja within and in accordance with the Act or such other applicable provisions or any amendment thereto and, as it may deem fit.

RESOLVED FURTHER THAT Ms. Vinati Saraf Mutreja upon re-appointment be designated as Managing Director & Chief Executive Officer on the following terms and conditions:

BASIC SALARY:

₹ 18,00,000/- (Rupees Eighteen Lakh) per month in the scale/range of ₹ 18,00,000/- (Rupees Eighteen Lakh) per month to ₹ 36,00,000/- (Rupees Thirty-Six Lakh) per month with such increment in salary plus perquisites as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee from time to time.

PERFORMANCE LINKED INCENTIVE:

Such amount as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee depending upon the performance of the Company, subject to the same not exceeding 1% of the Net Profit of the Company at the end of each financial year computed in the manner laid down in Section 198 of the Act.

PERQUISITES:

i) **HOUSE:** In case of unfurnished accommodation hired by the Company, the expenditure incurred by the Company on hiring of such accommodation, shall not exceed 60% of the salary, over and above 10% payable by Managing Director & CEO if posted in Mumbai, Kolkata, Delhi or Chennai or 50% if posted at any other place.

OR

HOUSE RENT ALLOWANCE: @ 30% of the salary.

ii) **MEDICAL REIMBURSEMENT:** Expenses incurred by the Director and her family subject to a ceiling of one month salary in a year or 3 months' salary over a period of 3 years.

iii) **LEAVE TRAVEL CONCESSION:** Reimbursement of expenses incurred by the Director and her family subject to ceiling of one month salary once in a

year or 3 months' salary over a period of 3 years in accordance with the rules of the Company.

- iv) **CLUB FEES:** Fees for clubs are subject to a maximum of two clubs. This will not include admission and life membership fees.
- v) **GAS & ELECTRICITY CHARGES:** Reimbursement of Gas & Electricity Charges incurred.
- vi) **PROVIDENT FUND:** Contribution to Provident Fund shall be such percentage as may be allowed under respective law from time to time.
- vii) **GRATUITY:** It shall not exceed half a month's salary for each completed year of service.
- viii) **COMPANY CAR AND TELEPHONE:** Provision of Car for use of company's business and telephone at residence. Use of car and telephone for private purposes will be billed to her.
- ix) **PERSONAL ACCIDENT INSURANCE:** Premium not to exceed ₹ 5,000/- per annum.
- x) **LEAVE AND LEAVE ENCASHMENT:** As per the Company's rules and regulations applicable to the Senior Executives of the Company.
- xi) **OTHER PERQUISITES/ BENEFITS:** Such perquisites/ other benefits as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT the Board be and is hereby also accorded for payment of remuneration mentioned aforesaid for any financial year during the tenure of her office (i) notwithstanding the inadequacy of profits or loss in the respective financial year; or (ii) even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceed the limits as specified in Section 197(1) of the Act and/or the second proviso thereunder read with applicable rules and Schedule V of the Act; or (iii) even if the above payment exceeds the limits specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any Director of the Board be and is hereby authorised to file Form MR-1, Form MGT-14 and any other forms as may be required with the Registrar of Companies and to do all such acts, deeds, matters and things as it may, in 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."

7. Re-appointment of Ms. Viral Saraf Mittal (DIN: 02666028) as Whole Time Director designated as Director CSR of the Company:

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

"RESOLVED THAT pursuant to Section 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ('the Act') and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable clauses of the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Ms. Viral Saraf Mittal (DIN: 02666028) as Whole Time Director designated as Director CSR for a period effective from May 19, 2024 to March 31, 2029, liable to retire by rotation, to perform the duties assigned by the Board of Directors from time to time, with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Ms. Viral Saraf Mittal within and in accordance with the Act or such other applicable provisions or any amendment thereto and, as it may deem fit.

RESOLVED FURTHER THAT Ms. Viral Saraf Mittal upon re-appointment be designated as Director CSR on the following terms and conditions:

BASIC SALARY:

₹ 7,00,000/- (Rupees Seven Lakh) per month in the scale/range of ₹ 7,00,000/- (Rupees Seven Lakh) per month to ₹ 14,00,000/- (Rupees Fourteen Lakh) per month with such increment in salary plus perquisites as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee from time to time.

PERFORMANCE LINKED INCENTIVE:

Such amount as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee depending upon the performance of the Company, subject to the same not exceeding 1% of the Net Profit of the Company at the end of each financial year computed in the manner laid down in Section 198 of the Act.

PERQUISITES:

- i) **HOUSE:** In case of unfurnished accommodation hired by the Company, the expenditure incurred by the Company on hiring of such accommodation, shall not exceed 60% of the salary, over and above 10% payable by Director-CSR if posted in Mumbai, Kolkata, Delhi or Chennai or 50% if posted at any other place.

OR

HOUSE RENT ALLOWANCE: @ 30% of the salary.

- ii) **MEDICAL REIMBURSEMENT:** Expenses incurred by the Director and her family are subject to ceiling of one month salary in a year or 3 months' salary over a period of 3 years.
- iii) **LEAVE TRAVEL CONCESSION:** Reimbursement of expenses incurred by the Director and her family subject to ceiling of one month salary once in a year or 3 months' salary over a period of 3 years in accordance with the rules of the Company.
- iv) **CLUB FEES:** Fees for clubs are subject to a maximum of two clubs. This will not include admission and life membership fees.
- v) **GAS & ELECTRICITY CHARGES:** Reimbursement of Gas & Electricity Charges incurred.
- vi) **PROVIDENT FUND:** Contribution to Provident Fund shall be such percentage as may be allowed under respective law from time to time.
- vii) **GRATUITY:** It shall not exceed half a month's salary for each completed year of service.
- viii) **COMPANY CAR AND TELEPHONE:** Provision of Car for use of company's business and telephone at residence. Use of car and telephone for private purposes will be billed to her.
- ix) **PERSONAL ACCIDENT INSURANCE:** Premium not to exceed ₹ 5,000/- per annum.
- x) **LEAVE AND LEAVE ENCASHMENT:** As per the Company's rules and regulations applicable to the Senior Executives of the Company.
- xi) **OTHER PERQUISITES/ BENEFITS:** Such perquisites/ other benefits as may be decided by the Board on the recommendation of the Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT the Board be and is hereby also accorded for payment of remuneration mentioned aforesaid for any financial year during the tenure of her office (i) notwithstanding the inadequacy of profits or loss in the respective financial year; or (ii) even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceed the limits as specified in Section 197(1) of the Act and/or the second proviso thereunder read with applicable rules and Schedule V of the Act; or (iii) even if the above payment exceeds the limits specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any Director of the Board be and is hereby authorised to file Form MR-1, Form MGT-14 and any other forms as may be required with the Registrar of Companies and to do all such acts, deeds, matters and things as it may, in 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.”

8. Re-appointment of Mr. Jayesh Ashar (DIN: 00041532) as Whole Time Director of the Company:

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

“**RESOLVED THAT** pursuant to Section 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ('the Act') and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable clauses of the Articles of Association of the Company, the approval of the shareholders of the Company be and is hereby accorded for re-appointment of Mr. Jayesh Ashar (DIN: 00041532) as Whole Time Director of the Company for a period effective from April 1, 2024 to March 31, 2027, liable to retire by rotation, to perform the duties assigned by the Board of Directors from time to time, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice, and with the liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Jayesh Ashar within and in accordance with the Act or such other applicable provisions or any amendment thereto and, as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby also accorded for payment of remuneration mentioned aforesaid for any financial year during the tenure of his office (i) notwithstanding the inadequacy of profits or loss in the respective financial year; or (ii) even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceed the limits as

specified in Section 197(1) of the Act and/or the second proviso thereunder read with applicable rules and Schedule V of the Act; or (iii) even if the above payment exceeds the limits specified in Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT any Director of the Board be and is hereby authorised to file Form MR-1, Form MGT-14 and any other forms as may be required with the Registrar of Companies and to do all such acts, deeds, matters and things as it may, in 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.”

9. Re-appointment of Ms. Mona Bhide (DIN: 05203026) 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, 152 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Mona Bhide (DIN:05203026), Non-Executive Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company to hold office for a second term of five consecutive years w. e. f. October 27, 2023, to October 26, 2028, and shall not be liable to retire by rotation.

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
Website: www.vinatiorganics.com
CIN: L24116MH1989PLC052224
Mumbai, May 19, 2023

For and on behalf of the Board of Directors

Milind Wagh

Company Secretary
Membership No. FCS-7125

NOTES:

Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the 34th 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 and January 5, 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 34th AGM of the Company is being held through VC/OAVM on Friday, September 8, 2023, 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 9 above and the relevant details of the Directors seeking re-appointment 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, Authorization, etc., authorizing their representative to attend the 34th AGM through VC / OAVM on its behalf and to

vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to ykmassociates@yahoo.com with a copy marked to evoting@nsdl.co.in and shares@vinatiorganics.com.

In 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. 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.

The equity shares of the Company are listed at the BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, Maharashtra and The National Stock Exchange of India Ltd., 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 Saturday, September 2, 2023 to Friday, September 8, 2023 (both days inclusive), for the purpose of payment of dividend for Financial Year 2022-23 (FY 22-23). 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 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.

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 22-23 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 22-23 only to those Members who specifically request the same at shares@vinatiorganics.com mentioning their Folio No/DP ID and Client ID. The Notice convening the AGM and the Integrated Annual Report for FY 22-23 have been uploaded on the website of the Company at 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 and www.nseindia.com, respectively. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

Registrars and Transfer Agents:

The Company has appointed Link Intime India Pvt. Ltd., 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.

To enhance the ease of doing business for investors in the securities market, SEBI issued Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD RTAMB /P/CIR/2021/655 and SEBI/HO/MIRSD/MIRSD RTAMB/ P/CIR/2021/687 dated November 3, 2021 and December 14, 2021. The circular established common and simplified norms for processing investor service requests by RTAs, as well as norms for providing PAN, KYC details, and Nomination. According to the circular, it is mandatory for all holders of physical securities in the company to provide PAN, Nomination, Contact details, Bank A/c details, and specimen signature for their respective folio numbers. Failure to provide these documents/details by the physical holders will result in the freezing of their folios by the RTA on or after October 01, 2023. The SEBI Circular also requires the company to notify holders of physical securities whose PAN, KYC, and nomination details are incomplete. Therefore, the Company dispatched KYC letters via ordinary post on 17-05-2023 to a total of 425 folios of physical securities holders.

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents/details as mentioned above;
- To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above-stated requirements.

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/. 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.

Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to their Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as the 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 - the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021.

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 dematerialized form only while processing 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 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

dematerialized form with effect from April 1, 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 dematerialized 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.

Dividends:

The Dividend on the Equity Share as recommended by the Board of Directors is 700% of the share capital of the Company i.e. ₹ 7/- per Equity Share of the face value of ₹ 1/- each for the financial year ended March 31, 2023. If the dividend, as recommended by the Board of Directors, gets approved at the AGM, will be made payable on or after Wednesday, September 13, 2023 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 Friday, September 01, 2023 or those, whose names appear as beneficial owners as on Friday, September 01, 2023 as per lists to be furnished by the depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited.

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). The voting rights on the shares outstanding in the suspense account as on March 31, 2023, shall remain frozen till the rightful owner of such shares claims the shares.

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 and the same duly filled up and signed along with a photocopy of a cancelled cheque may be sent to the Company or to 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 bank with 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. 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.

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

As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nominations 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 through the prescribed nomination form which can be obtained from the Company's share department situated at Parinee Crescenzo, 1102, A Wing, 11th Floor, "G" Block, Plot No. C38 & C39, Behind MCA, Bandra Kurla Complex, Bandra East, Mumbai – 400 051, Maharashtra.

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.

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 by September 10, 2022, the Company with a view to adhering 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 22-23 are as follows:

Amount of unclaimed dividends transferred

Financial Year	Amount of Unclaimed Dividend transferred (₹ in lakhs)	Number of Shares Transferred
2014-2015	36.54	33701

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: 022-49186270, Email: rnt.helpdesk@linkintime.co.in

Pursuant to the provisions of Section 124 of the Companies Act, 2013, as amended, dividends for the Financial Year 2015-2016, 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 2015-2016 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 11, 2023 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 the 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.

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 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-third 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. Viral Saraf Mittal (DIN: 02666028) retiring by rotation at this AGM and being eligible offered herself for re-appointment. The information or details pertaining to the Director 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.

Details of Director seeking re-appointment:

Particulars	Remarks
Date of Birth	28.10.1986
Date of Appointment	19.05.2009
Qualifications	Bachelor of Science in Economics and Bachelor of Arts in Economics from the University of Pennsylvania, Philadelphia, PA.

Directorships held in other public Companies	Viral Alkalis Limited.
Memberships / Chairman of committees of other public companies	Nil

The other relatives of Ms. Viral Saraf Mittal in the Board may be deemed to be interested in the aforesaid resolution. No other Director(s) and their relatives are interested in the said resolution.

Electronic Voting:

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 34th 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 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 34th 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 Friday, September 1, 2023.

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 becomes a member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, September 1, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are

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
Website: www.vinatiorganics.com
CIN: L24116MH1989PLC052224
Mumbai, May 19, 2023

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 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. Friday, September 1, 2023 may follow the steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

Other Miscellaneous Details:

The Integrated Annual Report of the Company for the Financial Year 2022–2023, circulated to the Members of the Company and is available on the Company’s website viz. www.vinatiorganics.com.

Further, 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 in a fair and transparent manner.

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.

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 and on the website of NSDL <https://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.

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 to 9.

Item No. 4:

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, 2024.

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 ₹ 60,000/- (Rupees Sixty Thousand only) to be paid to the Cost Auditor for the financial year 2023-2024 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 34th 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:

Mr. Vinod Saraf was appointed as the Chairman and Executive Director of the Company from October 27, 2018, until October 26, 2023, based on the terms & conditions and remuneration approved by the Members at the 30th Annual General Meeting (referred to as "30th AGM") held on July 27, 2019.

He is the founder and promoter of the Company, possesses extensive and diverse industry experience and has been actively involved in the Company's operations and management since its establishment. It would be in the interest of the Company to continue and to avail of his considerable expertise and to continue the employment of Mr. Vinod Saraf as a Whole Time Director, designated as Executive Chairman. Recognizing his valuable expertise and experience, and following the recommendations of the Nomination and Remuneration Committee, the Board of Directors (referred to as "the Board") pursuant to Section 152, 196 read with Schedule V of the Companies Act, 2013 and the relevant Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval of the members by passing a Special Resolution in the Annual General Meeting, re-appointed Mr. Vinod Saraf as the Whole Time Director, designated as Executive Chairman of the Company, in its Board Meeting held on May 19, 2023. This re-appointment will be effective from October 27, 2023, and will extend until March 31, 2028, on terms & conditions as stated in the resolution.

Further, pursuant to Section 197, 198 and Schedule V of the Companies Act, 2013, along with the Companies (Remuneration of Managerial Personnel) Rules, 2014, the Board, based on the recommendations of the Nomination and Remuneration Committee approved the remuneration to be paid to Mr. Vinod Saraf. The said remuneration will be applicable for a period effective from October 27, 2023, to March 31, 2028, subject to the shareholder's approval at the Annual General Meeting. The agreement outlining the terms and conditions of Mr. Vinod Saraf appointment is available for inspection by the members at the Registered Office of the Company during working hours from 11.00 a.m. to 1.00 p.m. on any working day upto the date of Annual General Meeting.

In terms of Section 196 and Part I of Schedule V to the Companies Act, 2013, Mr. Vinod Saraf who has already attained age of 73 years, can be re-appointed as a Whole Time Director, designated as Executive Chairman only if a Special Resolution is passed by the shareholders to that effect.

In the event of inadequacy of profits or losses in the respective financial year, the payment of aforesaid remuneration shall be made, in terms of the provisions of Schedule V to the Act, for a period of three years from October 27, 2023 to October 26, 2026.

The Board has considered the parameters given under Section 200 of the Act, and the rules made thereunder read with Schedule V to the Act for recommending the above re-appointment.

Mr. Vinod Saraf is eligible to be appointed as a Director, as he is not disqualified under Section 164(2) of the Companies Act, 2013, and has not been debarred or disqualified by any relevant statutory authorities such as the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any such other Statutory Authority. He fulfils all the conditions outlined in Part-I of Schedule V to the Act, as well as the requirements mentioned in subsection (3) of Section 196 and Section 197(11) of the Act, making her eligible for this appointment.

A brief profile of Mr. Vinod Saraf along with other details as required in compliance with Schedule V of the Companies Act, 2013, Listing Regulations and Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) are provided in the "Annexure" to the Notice.

Pursuant to Clause C of Part I read with Part III of Schedule V of the Companies Act, 2013, the Board recommends the appointment and remuneration of Mr. Vinod Saraf designated as Executive Chairman of the Company, liable to retire by rotation.

Mr. Vinod Saraf is interested in the resolution set out at Item No. 5 of the Notice. Ms. Vinati Saraf Mutreja, MD & CEO and Ms. Viral Saraf Mittal, Director being relatives may be deemed to be interested in the aforesaid resolution. The other relatives of Mr. Vinod Saraf may also be deemed to be interested in the

aforesaid resolutions, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

This explanatory statement, along with the accompanying Notice, serves as an abstract of the terms of Mr. Vinod Saraf appointment as the Executive Chairman of the Company, as per the first proviso of sub-section (4) of Section 196, read with Section 190 of the Companies Act, 2013.

The Board of Directors of the Company recommends the Special Resolution as set out in Item No. 5 in the accompanying Notice for approval of the members.

Item No. 6:

Ms. Vinati Saraf Mutreja was appointed as the Managing Director & CEO of the Company for the period from October 27, 2018, until October 26, 2023, based on the terms & conditions and remuneration approved by a Ordinary Resolution passed by the Members at the 30th Annual General Meeting (referred to as "30th AGM") held on July 27, 2019.

With over 18 years of experience in the Company's managerial team, Ms. Vinati Saraf Mutreja oversees the Marketing, Finance & Operation functions and has played a pivotal role in the Company's growth, enhancing employee morale, and prioritizing superior value delivery to stakeholders during her tenure as Managing Director & CEO. Upon considering her capabilities and extensive experience are considered beneficial for the Company, the Nomination and Remuneration Committee recommended her re-appointment as Managing Director & CEO of the Company to the Board of Directors (the "Board") in its meeting held on May 19, 2023. The re-appointment will take effect from October 27, 2023, and will continue until March 31, 2028, on terms & conditions as stated in the Resolution.

The Board of Directors (referred to as "the Board") pursuant to Section 152, 196 read with Schedule V of the Companies Act, 2013 and the relevant Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval of the members by passing a Special Resolution in the Annual General Meeting, re-appointed Ms. Vinati Saraf Mutreja as the Managing Director & CEO of the Company, in its Board Meeting held on May 19, 2023. This re-appointment will be effective from October 27, 2023, and will extend until March 31, 2028, on terms & conditions as stated in the resolution.

Further, pursuant to Section 197, 198 and Schedule V of the Companies Act, 2013, along with the Companies (Remuneration of Managerial Personnel) Rules, 2014, the Board, based on the recommendations of the Nomination and Remuneration Committee approved the remuneration to be paid to Ms. Vinati Saraf Mutreja. The said remuneration will be applicable for a period effective from October 27, 2023, to March 31, 2028,

subject to the shareholder's approval at the Annual General Meeting. The agreement outlining the terms and conditions of Ms. Vinati Saraf Mutreja appointment is available for inspection by the members at the Registered Office of the Company during working hours from 11.00 a.m. to 1.00 p.m. on any working day upto the date of Annual General Meeting.

In the event of inadequacy of profits or losses in the respective financial year, the payment of aforesaid remuneration shall be made, in terms of the provisions of Schedule V to the Act, for a period of three years from October 27, 2023 to October 26, 2026.

The Board has considered the parameters given under Section 200 of the Act, and the rules made thereunder read with Schedule V to the Act for recommending the above re-appointment.

Ms. Vinati Saraf Mutreja is eligible to be appointed as a Director, as she is not disqualified under Section 164(2) of the Companies Act, 2013, and has not been debarred or disqualified by any relevant statutory authorities such as the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any such other Statutory Authority. She fulfils all the conditions outlined in Part-I of Schedule V to the Act, as well as the requirements mentioned in subsection (3) of Section 196 and Section 197(11) of the Act, making her eligible for this appointment.

A brief profile of Ms. Vinati Saraf Mutreja along with other details as required in compliance with Schedule V of the Companies Act, 2013, Listing Regulations and Secretarial Standard 2 on General Meetings issued by ICSI are provided in the "Annexure" to the Notice.

Pursuant to Clause C of Part I read with Part III of Schedule V of the Companies Act, 2013, the Board recommends the appointment and remuneration of Ms. Vinati Saraf Mutreja designated as Managing Director & CEO, liable to retire by rotation.

Ms. Vinati Saraf Mutreja is interested in the resolution set out at Item No. 6 of the Notice. Mr. Vinod Saraf, Executive Chairman and Ms. Viral Saraf Mittal, Director being relatives may be deemed to be interested in the aforesaid resolution. The other relatives of Ms. Vinati Saraf Mutreja may also deemed to be interested in the aforesaid resolutions, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

This explanatory statement, along with the accompanying Notice, serves as an abstract of the terms of Ms. Vinati Saraf Mutreja appointment as the Managing Director & CEO of the Company, as per the first proviso of sub-section (4) of Section 196, read with Section 190 of the Companies Act, 2013.

The Board of Directors of the Company recommends the Special Resolution as set out in Item No. 6 in the accompanying Notice for approval of the members.

Item No. 7:

Ms. Viral Saraf Mittal was appointed as the Whole Time Director designated as Director CSR & Corporate Strategy of the Company for the period from May 19, 2019, to May 18, 2024, based on the terms & conditions, and remuneration approved by a Ordinary Resolution passed by the members at the 30th Annual General Meeting (referred to as "30th AGM") held on July 27, 2019.

Ms. Viral Saraf Mittal became a part of the Board of Director in 2009. She holds a Bachelors of Science degree in Economics (Finance and Management) from The Wharton School, University of Pennsylvania. With a strong background in the social sector, she has actively volunteered at reputed non-profit organizations such as Pratham and Dasra and she brings her valuable knowledge for the performance of the Company's CSR activities. Considering her capabilities and extensive experience beneficial for the Company, the Nomination and Remuneration Committee recommended her re-appointment as the Whole Time Director designated as Director CSR of the Company to the Board of Directors (referred to as "the Board") in its meeting held on May 19, 2023. The re-appointment will take effect from May 19, 2024, and will continue until March 31, 2029, on terms & conditions as stated in the resolution.

The Board of Directors (referred to as "the Board") pursuant to Section 152, 196 read with Schedule V of the Companies Act, 2013 and the relevant Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval of the members by passing a Special Resolution in the Annual General Meeting, re-appointed Ms. Viral Saraf Mittal as the as the Whole Time Director designated as Director CSR of the Company, in its Board Meeting held on May 19, 2023. This re-appointment will be effective from May 19, 2024, and will extend until March 31, 2029, on terms & conditions as stated in the resolution.

Further, pursuant to Section 197, 198 and Schedule V of the Companies Act, 2013, along with the Companies (Remuneration of Managerial Personnel) Rules, 2014, the Board, based on the recommendations of the Nomination and Remuneration Committee approved the remuneration to be paid to Ms. Viral Saraf Mittal. The said remuneration will be applicable for a period effective from May 19, 2024, to March 31, 2029, subject to the shareholder's approval at the Annual General Meeting. The agreement outlining the terms and conditions of Ms. Viral Saraf Mittal appointment is available for inspection by the members at the Registered Office of the Company during working hours from 11.00 a.m. to 1.00 p.m. on any working day upto the date of Annual General Meeting.

In the event of inadequacy of profits or losses in the respective financial year, the payment of aforesaid remuneration shall be made, in terms of the provisions of Schedule V to the Act, for a period of three years from May 19, 2024 to May 18, 2027.

The Board has considered the parameters given under Section 200 of the Act, and the rules made thereunder read with Schedule V to the Act for recommending the above re-appointment.

Ms. Viral Saraf Mittal is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any such other Statutory Authority. Ms. Viral Saraf Mittal satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 read with Section 197(11) of the Act for being eligible for this appointment.

A brief profile of Ms. Viral Saraf Mittal along with other details as required in compliance with Schedule V of the Companies Act, 2013, Listing Regulations and Secretarial Standard 2 on General Meetings issued by ICSI are provided in the "Annexure" to the Notice.

Pursuant to Clause C of Part I read with Part III of Schedule V of the Companies Act, 2013, the Board recommends the appointment and remuneration of Ms. Viral Saraf Mittal designated as Director CSR, liable to retire by rotation.

Ms. Viral Saraf Mittal is interested in the resolution set out at Item No. 7 of the Notice. Mr. Vinod Saraf, Executive Chairman and Ms. Vinati Saraf Mutreja, MD & CEO being relatives may be deemed to be interested in the aforesaid resolution. The other relatives of Ms. Viral Saraf Mittal may also deemed to be interested in the aforesaid resolutions, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

This explanatory statement, along with the accompanying Notice, serves as an abstract of the terms of Ms. Viral Saraf Mittal appointment as the Whole Time Director of the Company, as per the first proviso of sub-section (4) of Section 196, read with Section 190 of the Companies Act, 2013.

The Board of Directors of the Company recommends the Special Resolution as set out in Item No. 7 in the accompanying Notice for approval of the members.

Item no 8:

Mr. Jayesh Ashar was appointed as the Whole Time Director of the Company for the period from February 02, 2021, to March 31, 2024, based on the terms & conditions and remuneration approved by a Special Resolution passed by the members at the 32nd Annual General Meeting (referred to as "32nd AGM") held on July 3, 2021.

With a Bachelor of Engineering degree in Chemical Engineering and a Master's in Management Studies (Operations) from Mumbai University, Mr. Jayesh Ashar possesses extensive

and diverse experience in the Chemical business industry. He has actively contributed to the operations and management of the Company for over 31 years. Recognizing the value of his capabilities and rich experience for the Company, and based on the recommendations of the Nomination and Remuneration Committee, Mr. Jayesh Ashar has been re-appointed as the Whole Time Director by the Board of Directors (referred to as "the Board") in its meeting held on May 19, 2023. His appointment will be effective from April 01, 2024, until March 31, 2027.

Under the terms of his re-appointment, Mr. Jayesh Ashar will receive a basic monthly salary of ₹ 6,35,000/- (Rupees Six lakh Thirty Five Thousand) along with applicable perquisites, as specified in the agreement between the Company and Mr. Jayesh Ashar, which outlines the terms and conditions of his appointment. This agreement is available for inspection by the members at the Registered Office of the Company on any working day between 11.00 a.m. and 1.00 p.m upto the date of Annual General Meeting.

In the event of inadequacy of profits or losses in the respective financial year, the payment of aforesaid remuneration shall be made, in terms of the provisions of Schedule V to the Act, for a period of three years from April 01, 2024 to March 31, 2027.

The Board has considered the parameters given under Section 200 of the Act, and the rules made thereunder read with Schedule V to the Act for recommending the above re-appointment.

The Board of Directors at their meeting held on, May 19, 2023, based on the recommendations of the Nomination and Remuneration Committee has approved the above-mentioned remuneration of Mr. Jayesh Ashar, in accordance with the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for the period effective from April 01, 2024, to March 31, 2027, subject to the approval of the shareholders at the Annual General Meeting.

Mr. Jayesh Ashar is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, the Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Jayesh Ashar satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 read with Section 197(11) of the Act for being eligible for this appointment.

A brief profile of Mr. Jayesh Ashar along with other details as required in compliance with Schedule V of the Companies Act, 2013, Listing Regulations and Secretarial Standard 2 on General

Meetings issued by ICSI are provided in the "Annexure" to the Notice.

Pursuant to Clause C of Part I read with Part III of Schedule V of the Companies Act, 2013, the Board recommends the appointment and remuneration of Mr. Jayesh Ashar, whose office is liable to retire by rotation.

Mr. Jayesh Ashar is interested in the resolution set out in Item No. 8 of the Notice.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

This explanatory statement, along with the accompanying Notice, serves as an abstract of the terms of Mr. Jayesh Ashar appointment as the Whole Time Director of the Company, as per the first proviso of sub-section (4) of Section 196, read with Section 190 of the Companies Act, 2013.

The Board of Directors of the Company recommends the Special Resolution as set out in Item No. 8 in the accompanying Notice for approval of the members.

Item no 9:

Appointment of Ms. Mona Bhide (DIN: 05203026) as an Independent Director for the Second Term.

Ms. Mona Bhide currently serves as an Independent Non-Executive Director of the Company and is a member of the Audit Committee and Nomination and Remuneration Committee. She joined the Board on October 27, 2018. She was appointed as an Independent Director for a term of five consecutive years, which was approved by the Members of the Company through a resolution on July 27, 2019. Her first term is set to conclude on October 26, 2023.

Based on her performance evaluation, skills, vast experience and expertise the Nomination and Remuneration Committee of the Board of Directors has recommended the re-appointment of Ms. Mona Bhide as an Independent Director for a second term of five consecutive years, starting from October 27, 2023, and ending on October 26, 2028. The Board acknowledges the benefit and desirability of retaining her services as an Independent Director for the Company's best interests. Therefore, it is proposed to re-appoint Ms. Mona Bhide as an Independent Director on the Board for a second term of five consecutive years, exempt from retirement by rotation.

She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from her stating that she meets the criteria of independence as prescribed under Section 149(6) of the Act

and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Copy of the draft letter of appointment proposed to be issued to Ms. Mona Bhide setting out the terms and conditions of her appointment is available for inspection by the Members at the registered office of the Company during office hours 11.00 a.m. to 1.00 p.m. on all the working days upto the date of the Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Listing Regulations, the appointment of an Independent Director for her second term requires the

approval of Members by way of a Special Resolution. Accordingly, the approval of the Members of the Company is being sought by way of a Special Resolution.

None of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except for Ms. Mona Bhide 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.

The Board of Directors recommends the Special Resolution as set out in Item No. 9 of the accompanying notice for approval of the Members.

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
Website: www.vinatiorganics.com
CIN: L24116MH1989PLC052224
Mumbai, May 19, 2023

For and on behalf of the Board of Directors

Milind Wagh
Company Secretary
Membership No. FCS-7125

The following is the statement of information to the shareholders pursuant to Section II of Part II of Schedule V of the Companies Act, 2013 with reference to the Resolutions at Item Nos. 5 to 8 of the Notice.

I. General Information:																															
1. Nature of Industry	Chemical Industry																														
2. Date or expected Date of commencement of commercial production	The Company started its commercial production in the year 1989 – 90.																														
3. In case of new companies, expected date of commencement of new activities as per project approved by the financial institutions appearing in the prospectus	Not Applicable																														
4. Financial performance based on Standalone basis given indicators	(₹ in Lakhs)																														
	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Remarks</th> <th>2022-23</th> <th>2021-22</th> <th>2020-21</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Turnover</td> <td>215713.27</td> <td>167647.42</td> <td>98011.36</td> </tr> <tr> <td>2.</td> <td>Profit Before Tax</td> <td>61529.06</td> <td>44930.59</td> <td>33525.51</td> </tr> <tr> <td>3.</td> <td>Net Profit</td> <td>45746.96</td> <td>34639.22</td> <td>26914.74</td> </tr> <tr> <td>4.</td> <td>Paid-up Share Capital</td> <td>1027.82</td> <td>1027.82</td> <td>1027.82</td> </tr> <tr> <td>5.</td> <td>Reserves & Surplus</td> <td>220852.02</td> <td>181785.89</td> <td>153313.58</td> </tr> </tbody> </table>	Sr. No.	Remarks	2022-23	2021-22	2020-21	1.	Turnover	215713.27	167647.42	98011.36	2.	Profit Before Tax	61529.06	44930.59	33525.51	3.	Net Profit	45746.96	34639.22	26914.74	4.	Paid-up Share Capital	1027.82	1027.82	1027.82	5.	Reserves & Surplus	220852.02	181785.89	153313.58
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5. Foreign investments or collaborators, if any	Nil																														

II. Information about the Appointees	
1. Name of Appointee	Mr. Vinod Saraf
2. Background Details	<p>Mr. Vinod Saraf is a Management graduate from BITS.</p> <p>Mr. Vinod Saraf, the founder of Vinati Organics Limited (VOL), possesses extensive experience of over 51 years in the Indian Chemical Industry. Before establishing VOL in the year 1989, he held prominent positions at Bhilwara Group, Modern Syntex (I) Ltd., and Grasim Industries and was nominated as the Managing Director of Mangalore Refinery & Petrochemicals Ltd. (MRPL).</p> <p>With his robust leadership and effective management style, the revenue of VOL has grown exponentially to ₹ 215713.27 Lakh in the Financial Year 2022-23.</p>
3. Past Remuneration	<p>Mr. Vinod Saraf drew an aggregate remuneration of ₹ 202.51 Lakh, by way of Salary, Perquisites, etc. for the financial year 2022-23.</p>
	<p>Ms. Vinati Saraf Mutreja</p> <p>Ms. Vinati Saraf Mutreja holds degree in Bachelor's of Science in Economics (Finance) from The Wharton School and Bachelors in Applied Science from the School of Engineering (University of Pennsylvania).</p> <p>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 honored with a place on the World Economic Forum's Young Global Leader list. Additionally, she has been featured on Forbes Asia's Power Businesswomen list, further solidifying her position as a prominent figure in the business world.</p> <p>Ms. Vinati Saraf Mutreja drew an aggregate remuneration of ₹ 150.75 Lakh, by way of Salary, Perquisites, etc. for the financial year 2022-23.</p>

II. Information about the Appointees		
4.	Recognition or awards	<p>He was honored as the recipient of the prestigious 2019 HURUN India Selfmade Entrepreneur of the Year award.</p> <p>She was honored with a place on the World Economic Forum's Young Global Leader list. Additionally, she has been featured on Forbes Asia's Power Businesswomen list.</p>
5.	Job profile and her suitability	<p>Mr. Vinod Saraf is the founder of the Company and has been serving the Company in the capacity of Executive Chairman w.e.f. October 27, 2018.</p> <p>He has over five decades of experience in the chemical industry. The Company has immensely benefitted from his experience, knowledge and deep understanding of the business. As Executive Chairman, Mr. Vinod Saraf has contributed enormously towards the growth of the Company.</p> <p>Looking at the invaluable contributions towards the growth of the Company, overall exposure and experience of Mr. Vinod Saraf in diversified areas and the responsibilities to be shouldered by him, the Board is of the view that he is suitable for the position.</p> <p>Ms. Vinati Saraf Mutreja joined the Board in 2006 as a Whole Time Director designated as Executive Director of the Company for the period of five years effective from May 20, 2006. Due to her leadership in management and contribution to Company growth, the Board of Directors elevated the position of Ms. Vinati Saraf Mutreja in the Company from time to time. Currently, she has been appointed as Managing Director & CEO of the Company for five years period from October 27, 2018, until October 26, 2023, at the 30th Annual General Meeting held on July 27, 2019.</p> <p>Looking at the invaluable contributions towards the growth of the Company, overall exposure and experience of Ms. Vinati Saraf Mutreja in diversified areas and the responsibilities to be shouldered by her, the Board is of the view that she is suitable for the position.</p>
6.	Remuneration proposed	<p>As mentioned in Explanatory Statement.</p> <p>As mentioned in Explanatory Statement.</p>
7.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):	<p>Considering the size of the Company, the industry benchmarks, experience and the responsibilities shouldered by the appointee, the proposed remuneration payable to Mr. Vinod Saraf is commensurate with the remuneration paid to similar appointees in other companies.</p> <p>Considering the size of the Company, the industry benchmarks, experience and the responsibilities shouldered by the appointee, the proposed remuneration payable to Ms. Vinati Saraf Mutreja is commensurate with the remuneration paid to similar appointees in other companies.</p>
8.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	<p>Mr. Vinod Saraf is a promoter director and directly holds 1,39,00,582 equity shares i.e. 13.52% of the total paid-up share capital of the Company as on March 31, 2023.</p> <p>Further, apart from receiving remuneration as a Whole Time Director and dividends as a Shareholder, he has no other pecuniary relationship, directly or indirectly with the Company.</p> <p>Except for the proposed remuneration, promoter shareholder of the Company and being the father of Ms. Vinati Saraf Mutreja, MD & CEO and Ms. Viral Saraf Mittal, Director - CSR, Mr. Vinod Saraf does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel or Key Managerial Personnel of the Company.</p> <p>Ms. Vinati Saraf Mutreja is a promoter director and directly holds 12,10,620 equity shares i.e. 1.18% of the total paid-up share capital of the Company as on March 31, 2023.</p> <p>Further, apart from receiving remuneration as a Managing Director & CEO and dividends as a Shareholder, she has no other pecuniary relationship, directly or indirectly with the Company.</p> <p>Except for the proposed remuneration, promoter shareholder of the Company and being the daughter of Mr. Vinod Saraf, Executive Chairman and sister of Ms. Viral Saraf Mittal, Director - CSR, Ms. Vinati Saraf Mutreja does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel or Key Managerial Personnel of the Company.</p>

II. Information about Appointees			
1.	Name of Appointee	Ms. Viral Saraf Mittal	Mr. Jayesh Ashar
2.	Background Details	<p>Ms. Viral Saraf Mittal holds degree in Bachelors of Science degree in Economics (Finance and Management) from The Wharton School, University of Pennsylvania.</p> <p>Ms. Viral Saraf Mittal joined the Board of Vinati Organics Limited (VOL) in 2009, bringing with her a strong educational background and a passion for making a positive impact. In addition to her professional role at the Company, Ms. Viral Saraf Mittal has actively engaged in social causes. She spends her time and expertise at esteemed non-profit organizations like Pratham and Dasra, where she has contributed to their noble initiatives. With her deep understanding of the social sector, Ms. Viral Saraf Mittal plays a significant role in VOL's Corporate Social Responsibility (CSR) programme, leveraging her knowledge to drive meaningful change.</p>	<p>Mr. Jayesh Ashar is a Bachelor of Engineering (Chemical) and Master's in Management Studies (Operation) from Mumbai University.</p> <p>Mr. Jayesh Ashar possesses extensive and diverse experience in the Chemical business industry. He has actively contributed to the operations and management of the Company for over 31 years.</p>
3.	Past Remuneration	Ms. Viral Saraf Mittal drew an aggregate remuneration of ₹ 85.93 Lakh, by way of Salary, Perquisites, etc. for the financial year 2022-23.	Mr. Jayesh Ashar drew an aggregate remuneration of ₹ 122.65 Lakh, by way of Salary, Perquisites, etc. for the financial year 2022-23.
4.	Recognition or awards	-	-
5.	Job profile and her suitability	<p>Ms. Viral Saraf Mittal joined the Board in 2009 as a Whole Time Director designated as Director Corporate Strategy of the Company for the period of five years effective from May 19, 2009. Due to her performance, leadership and contribution to Company growth, the Board of Directors elevated the position of Ms. Viral Saraf Mittal in the Company from time to time. Currently, she is appointed as Whole Time Director designated as Director CSR & Corporate Strategy of the Company for the five-year period effective from May 19, 2019, at the 30th Annual General Meeting held on July 27, 2019.</p> <p>Looking at the invaluable contributions towards the growth of the Company, overall exposure and experience of Ms. Viral Saraf Mittal in diversified areas and the responsibilities to be shouldered by her, the Board is of the view that she is suitable for the position.</p>	<p>Mr. Jayesh Ashar is a senior professional in the chemical industry with rich and diversified experience in the industry. He is responsible for the overall operations division of the Company.</p> <p>Considering his invaluable contributions towards the growth of the Company throughout his association with the Company, the Board is of view that Mr. Jayesh Ashar should continue with the position of Whole Time Director of the Company and has accordingly recommended his re-appointment and remuneration as set out in this Notice for approval of the shareholders.</p>
6.	Remuneration proposed	As mentioned in Explanatory Statement.	As mentioned in Explanatory Statement.

II. Information about Appointees			
7.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):	Considering the size of the Company, the industry benchmarks, experience and the responsibilities shouldered by the appointee, the proposed remuneration payable to Ms. Viral Saraf Mittal is commensurate with the remuneration paid to similar appointees in other companies.	Considering the size of the Company, the industry benchmarks, experience and the responsibilities shouldered by the appointee, the proposed remuneration payable to Mr. Jayesh Ashar is commensurate with the remuneration paid to similar appointees in other Companies.
8.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	<p>Ms. Viral Saraf Mittal is a promoter director and directly holds 10,42,366 equity shares i.e. 1.01% of the total paid-up share capital of the Company as on March 31, 2023.</p> <p>Further, apart from receiving remuneration as a Whole Time Director designated as Director CSR and dividends as a Shareholder, she has no other pecuniary relationship, directly or indirectly with the Company.</p> <p>Except for the proposed remuneration, promoter shareholder of the Company and being the daughter of Mr. Vinod Saraf, Executive Chairman and sister of Ms. Vinati Saraf Mutreja, Managing Director & CEO, Ms. Viral Saraf Mittal does not have any pecuniary relationship directly or indirectly with the Company or managerial personnel or Key Managerial Personnel of the Company.</p>	Except for the proposed remuneration Shri Ashar does not have any pecuniary relationship directly or indirectly with the Company or Key Managerial Personnel (KMP) of the Company.

III. Other Information		
1.	Reasons of loss or inadequate profits	The management is not anticipating inadequacy of profits anytime during the tenure of re-appointing directors however, the operations of the Company may get affected by factors outside the control of the Company like change in government policy for the Chemical Industry, business risks, etc.
2.	Steps taken or proposed to be taken for improvement	The Company is earning profits and it would be the endeavour of the management to increase profitability by focusing on cost control, introducing new products, exploring new markets etc.
3.	Expected increase in productivity and profits in measurable terms	The management expects normal growth in operations and profitability in the coming years, subject to unforeseen circumstances. The Company is continuously taking steps to reduce costs and optimise the operations of the Company.

The details of the Director seeking appointment / re-appointment at the forthcoming Annual General Meeting 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	Mr. Vinod Saraf	Ms. Vinati Saraf Mutreja	Ms. Viral Saraf Mittal
DIN	00076708	00079184	02666028
Date of birth	16.06.1950	03.05.1984	28.10.1986
Date of first appointment on the Board	15.06.1989	20.05.2006	19.05.2009
Expertise in specific functional areas	Mr. Vinod Saraf, the founder of Vinati Organics Limited (VOL), possesses extensive experience of over 51 years in the Indian Chemical Industry. Before establishing VOL, he held prominent positions at Bhilwara Group, Modern Syntex (I) Ltd., and Grasim Industries and was nominated as the Managing Director of Mangalore Refinery & Petrochemicals Ltd. (MRPL). His remarkable achievements and contributions led to him being honored as the recipient of the prestigious 2019 HURUN India Selfmade Entrepreneur of the Year award.	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 honored with a place on the World Economic Forum's Young Global Leader list. Additionally, she has been featured on Forbes Asia's Power Businesswomen list, further solidifying her position as a prominent figure in the business world.	Ms. Viral Saraf Mittal joined Vinati Organics Limited (VOL) in 2009, bringing with her a strong educational background and a passion for making a positive impact. In addition to her professional role at VOL, Ms. Mittal has actively engaged in social causes. She spends her time and expertise at esteemed non-profit organizations like Pratham and Dasra, where she has contributed to their noble initiatives. With her deep understanding of the social sector, Ms. Mittal plays a significant role in VOL's Corporate Social Responsibility (CSR) programme, leveraging her knowledge to drive meaningful change.
Qualifications	Management graduate from BITS	Bachelor's of Science in Economics (Finance) from The Wharton School and Bachelors in Applied Science from the School of Engineering (University of Pennsylvania)	Bachelors of Science degree in Economics (Finance and Management) from The Wharton School, University of Pennsylvania.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer to Item No. 5 of the Notice and Explanatory Statement	Refer to Item No. 6 of the Notice and Explanatory Statement	Refer to Item No. 7 of the Notice and Explanatory Statement
Directorships in other Companies (excluding foreign companies)	<ul style="list-style-type: none"> a. Viral Alkalis Limited. b. Veeral Additives Private Limited. c. Suchir Chemicals Private Limited. d. Nishit Pharma Chem Private Limited. e. Veeral Organics Private Limited. 		
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	Nil		
Listed entities from which the Director has resigned from Directorship in the last 3 (three) years	Nil		

Name of Director	Mr. Vinod Saraf	Ms. Vinati Saraf Mutreja	Ms. Viral Saraf Mittal
Terms and conditions of Appointment/ Re-appointment	As Per Agreement		
Details of remuneration last drawn (FY 2022-23) (including sitting fees, if any)	Salary, Perquisites and Allowance: ₹ 202.51 Lakh	Salary, Perquisites and Allowance: ₹ 150.75 Lakh	Salary, Perquisites and Allowance: ₹ 85.93 Lakh
Details of remuneration sought to be paid	As Per Agreement and/or Resolution		
Number of Meetings of the Board Attended during the Year	4	4	3
Number of Shares held in the Company as at March 31, 2023	1,39,00,582	12,10,620	10,42,366
Relationship between Directors inter-se	Relatives and/or Promoters		

Name of Director	Mr. Jayesh Ashar	Ms. Mona Bhide
DIN	00041532	05203026
Date of birth	09.03.1964	17.04.1963
Date of first appointment on the Board	02.02.2021	28.10.2018
Expertise in specific functional areas	Mr. Jayesh Ashar possesses extensive and diverse experience in the Chemical business industry. He has actively contributed to the operations and management of the Company for over 31 years	Ms. Mona Bhide has been in legal practice since the year 1989 and is the Managing Partner of Dave & Girish & Co. Advocates. Her practice revolves around corporate law, securities and banking transactions, capital markets, structured finance, securitisation, swaps, derivatives, mergers and acquisitions and restructuring. She holds an LLB degree from University of Mumbai and an LLM degree from Northwestern University, School of Law, Chicago. Currently, she is also on the Board of the National Stock Exchange of India Limited, Datamatics Global Services Limited and PCS Technology.
Qualifications	Bachelor of Engineering (Chemical) and Master in Management Studies (operation) from Mumbai University	B. Com, LL.B. from University of Mumbai, LL.M. from Northwestern University, School of Law, Chicago
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer to Item No. 8 of the Notice and Explanatory Statement	Refer to Item No. 9 of the Notice and Explanatory Statement
Directorships in other Companies (excluding foreign companies)	a. Veeral Additives Private Limited.	a. Datamatics Global Services Limited b. PCS Technology Limited c. National Stock Exchange of India Limited
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	Nil	a. Member of the Corporate Social Responsibility Committee of PCS Technology Limited.

Name of Director	Mr. Jayesh Ashar	Ms. Mona Bhide
Listed entities from which the Director has resigned from Directorship in the last 3 years	Nil	a. GIC Housing Finance Limited
Terms and conditions of Appointment/ Re-appointment	As per Agreement	As per letter of appointment.
Details of remuneration last drawn (FY 2022-23) (including sitting fees, if any)	Salary, Perquisites and Allowance: ₹ 122.65 Lakh	Sitting Fees: ₹ 2.75 Lakh
Details of remuneration sought to be paid	As Per Agreement	Sitting Fees as approved by the Board of Directors
Number of Meetings of the Board Attended during the Year	4	3
Number of Shares held in the Company as at March 31, 2023	0	0
Relationship between Directors inter-se	None	None

The Instructions for Members for Remote E-Voting and joining General Meeting are as under:

The remote e-voting period begins on Tuesday, September 5, 2023 at 09:00 A.M. and ends on Thursday, September 7, 2023 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. Friday, September 1, 2023, 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 Friday, September 1, 2023.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 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 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	<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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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. 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) login through their depository participants	<p>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.</p>

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 evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 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 helpdesk.evoting@cdslindia.com 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.

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

4. Your User ID details are given below :

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

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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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. 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 to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.
3. You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication(s).

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.
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. 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 for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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.

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@viniatororganics.com latest by **Tuesday, September 5, 2023 (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@viniatororganics.com latest by **Tuesday, September 5, 2023**. The same will be replied by the company suitably.