



Ami Organics Limited

CIN No. : L24100GJ2007PLC051093

Registered Office :- Plot No. 440/4, 5 & 6, Road No. 82/A, G.I.D.C. Sachin, Surat - 394230, Dist. Surat, Gujarat, India.

April 13, 2024

To,
The Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai- 400 001

To,
The Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No. C-1,
G-Block, Bandra Kurla Complex,
Mumbai -400051

Scrip Code: 543349

NSE Symbol: AMIORG

Subject: Postal Ballot Notice - Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in furtherance to our letter dated April 12, 2024 intimating about the approval of Board of Directors on matters more specifically mentioned hereunder, subject to the approval of Shareholders through postal ballot by way of special resolution, we herewith submit the Postal Ballot Notice together with the Explanatory Statement thereto being issued today i.e. April 13, 2024 to all the Shareholders of the Company.

Please find enclosed herewith a copy of the Postal Ballot Notice along with the Explanatory Statement thereto ('Notice'), dated April 12, 2024, whereby the Company is seeking approval of the Members in respect of Special Businesses (by way of Special Resolutions) as detailed herein below:

1. Approval for raising of funds through issuance of Equity Shares or other eligible securities of the company by way of public or private offerings including through Qualified Institutions Placement ("QIP").
2. Approval for increase in borrowing powers of the company under Section 180(1)(c) Of the Companies Act, 2013.
3. Approval for creation of mortgage / charge on movable and immovable properties of the company under Section 180(1)(a) Of the Companies Act, 2013.

In accordance with applicable circulars of Ministry of Corporate Affairs and provisions of Listing Regulations, the aforesaid Postal Ballot Notice is being sent only in electronic form to all the Members, whose names appear in the Register of Members / records of Depositories as on the cut-off date i.e. **Friday, April 05, 2024** and whose email ids are registered. In accordance with relevant MCA Circulars, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope has not been sent to the members and the communication of the assent or dissent of the members will only take place through remote e-voting. The Postal Ballot notice is also be available on the website of the Company www.amiorganics.com and on website of Link Intime India Private Limited <https://instavote.linkintime.co.in>.



Info@amiorganics.com



www.amiorganics.com



+91 72279 77744 / 75730 15366



Ami Organics Limited

CIN No. : L24100GJ2007PLC051093

Registered Office :- Plot No. 440/4, 5 & 6, Road No. 82/A, G.I.D.C. Sachin, Surat - 394230, Dist. Surat, Gujarat, India.

The Company has engaged the services of Link Intime India Private Limited ("LI IPL"), for providing remote e-voting facility to its members. The remote e-voting period commences on **Monday April 15, 2024 at 9:00 a.m. (IST)** and ends on **Tuesday, May 14, 2024 at 5:00 p.m. (IST)** after which the remote e-voting will be blocked by LI IPL. During this period, members of the Company, holding shares as on the cut-off date i.e. Friday, April 05, 2024, are eligible to cast their votes.

Company has appointed Mr. Kashyap Shah (F7662) of M/s Kashyap Shah & Co. as the Scrutinizer for scrutinizing the Postal Ballot. The results of the Postal Ballot shall be declared on or before Thursday, May 16, 2024.

Key information pertaining to the Postal Ballot is as follows:

Particulars	Details
Cut-off date for e-voting	Friday, April 05, 2024
E-voting Start Date and Time	Monday, April 15, 2024, at 9.00 a.m. (IST)
E-voting End Date and Time	Tuesday, May 14, 2024, at 5.00 p.m. (IST)
Result of Postal Ballot	On or before Thursday, May 16, 2024

You are requested to kindly take the above information on record.

Yours faithfully,

For AMI ORGANICS LIMITED

EKTA
KUMARI
SRIVASTAV
A

Digitally signed
by EKTA KUMARI
SRIVASTAVA
Date: 2024.04.13
17:45:09 +05'30'



Ekta Kumari Srivastava
Company Secretary & Compliance Officer

Encl : Postal Ballot Notice



Info@amiorganics.com



www.amiorganics.com



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AMI ORGANICS LIMITED

Corporate Identity Number: L24100GJ2007PLC051093

Registered Office: Plot No. 440/4, 5 & 6, Road No. 82/A, GIDC Sachin, Surat – 394 230 Gujarat, India

Telephone: +91 72279 77744 / 75730 15366

Email: investorinfo@amiorganics.com Website: www.amiorganics.com

POSTAL BALLOT NOTICE NO. 01/2024-25

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

REMOTE E-VOTING STARTS ON	REMOTE E- VOTING ENDS ON
Monday, April 15, 2024 AT 9.00 A.M. (IST)	Tuesday, May 14, 2024 AT 5.00 P.M. (IST)

Dear Member(s),

Notice is hereby given to the Members of Ami Organics Limited (“the **Company**”) pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“the **Act**”) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time (“**Companies Rules**”) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Company is seeking the consent of its members by way of special resolutions for the matter more specifically provided in the appended resolution proposed to be passed through Postal Ballot by way of remote e-voting only (“**remote e-voting**”).

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the members for this Postal Ballot. An Explanatory Statement pursuant to the provisions of Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the Special Resolution setting out the material facts, along with instructions/procedure for Remote E-voting is annexed for your consideration.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Link Intime India Private Limited (“LIPL”) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.amiorganics.com.

The Company has made necessary arrangements with Registrar and Share Transfer Agent, Link Intime India Private Limited (“**RTA**”) to enable the members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.



Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting starting at 9.00 a.m. (IST) on Monday, April 15, 2024 and not later than 5.00 p.m. (IST) on Tuesday, May 14, 2024. The remote e-voting facility will be disabled by LIPL immediately thereafter.

The last date of e-voting, i.e. Tuesday, May 14, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESSES:

1. **APPROVAL FOR RAISING OF FUNDS THROUGH ISSUANCE OF EQUITY SHARES OR OTHER ELIGIBLE SECURITIES OF THE COMPANY BY WAY OF PUBLIC OR PRIVATE OFFERINGS INCLUDING THROUGH QUALIFIED INSTITUTIONS PLACEMENT (“QIP”) :**

In this regard to consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT, pursuant to and in accordance with the applicable provisions of Sections 23, 42, 62, and other applicable provisions of the Companies Act, 2013, as amended, and the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, (the **“Companies Act”**) including any amendment(s) thereto or re-enactment(s) thereof for the time being in force, all other applicable laws, rules and regulations, the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, each as amended from time to time (collectively, **“FEMA”**), the relevant provisions of the memorandum of association and articles of association of the Company, applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI Listing Regulations”**), the listing agreements entered into by the Company with the BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**, and together with BSE, the **“Stock Exchanges”**) where the equity shares of the Company of face value of Rs.10 each (**“Equity Shares”**) are listed and such other statutes, clarifications, rules, regulations, circulars, directives, notifications, guidelines, as applicable, as amended from time to time issued by the Government of India, the Ministry of Corporate Affairs (**“MCA”**), the Reserve Bank of India (**“RBI”**), BSE, NSE, Registrar of Companies, Gujarat at Ahmedabad (**“RoC”**), the Securities and Exchange Board of India (**“SEBI”**) and any other appropriate governmental or regulatory authority under any applicable law and subject to all other approval(s), consent(s), permission(s) and / or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, the RBI, SEBI, MCA, RoC and the Stock Exchanges (hereinafter referred to as **“Appropriate Authorities”**), and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting such approval(s), consent(s), permission(s) and/ or sanction(s), which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include any duly constituted / to be constituted committee thereof for the time being exercising the powers conferred by the Board), the consent and approval of the members of the Company be and is hereby accorded to create, offer, issue and allot with or without green shoe option, such number of Equity Shares, and / or other securities convertible into Equity Shares, fully convertible debentures, with or without warrants and/ or convertible preference shares or any security convertible into Equity Shares (hereinafter referred to as **‘Securities’**), or any combination thereof, in one or more tranches, in Rupee denomination, in the course of domestic offerings, in terms of the applicable regulations and as permitted under the applicable laws, in such manner and in consultation with the lead manager(s) / book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding **Rs. 5000 million (Rupees Five Thousand million only)** or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, private placement, including one or more Qualified Institutions Placement (**“QIP”**) in accordance with the provisions of Chapter VI of the ICDR Regulations, or through any other permissible mode and/or combination thereof as may be considered

appropriate under applicable law, to such investors that may be permitted to invest in such issuance of Securities, including eligible Qualified Institutional Buyers (“QIBs”) (as defined in the SEBI ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/ or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/placement document and/ or other letter or circular (‘Offering Circular’) as may be deemed appropriate, at the sole discretion of the Board, in such manner and on such terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/ or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the ‘Issue’) at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead manager(s) / book running lead manager(s) and/ or underwriter(s) and/ or other advisor (s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT in the event proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning of the SEBI ICDR Regulations):

1. the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be to successful eligible qualified institutional buyers as defined in the SEBI ICDR Regulations;
2. the Eligible Securities proposed to be offered, issued and allotted, shall be fully paid-up and in dematerialised form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
3. the allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
4. no partly paid-up Eligible Securities shall be issued/allotted;
5. the Equity Shares proposed to be issued/ allotted by the Company shall rank *pari-passu* with the existing Equity Shares of the Company in all respects, including entitlement to dividend and voting rights, if any from the date of allotment thereof, and shall be subject to the requirements of all applicable laws;
6. the “**relevant date**” for the purpose of pricing of the Equity Shares, shall be the date of the meeting in which the Board or the duly constituted committee authorized by the Board decides to open the proposed QIP of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board or duly authorised committee decides to open the proposed issue of such convertible securities or the date on which holders of the Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or duly authorised committee or such date as may be permitted under the SEBI ICDR Regulations, as amended from time to time;
7. no single allottee shall be allotted more than 50% of the size of the Issue and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
8. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment;
9. a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and any unsubscribed portion by the mutual funds may be allotted to other eligible QIB;

10. the Issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided in Chapter VI of the SEBI ICDR Regulations (the “**QIP Floor Price**”), provided that the Board may, in consultation with the BRLM(s), offer a discount of not more than 5% (five percent) on the QIP Floor Price or such other discount as may be permitted under SEBI ICDR Regulations to the QIP Floor Price and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable;
11. the number and/or price of the Equity Shares to be issued on conversion of Securities into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of Equity Shares by way of capitalisation of profits or reserves or any such capital or corporate re-organisation or restructuring;
12. application for allotment of Eligible Securities and allotment of Eligible Securities through the Issue shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations;
13. no allotment of Eligible Securities shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
14. the Eligible Securities shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations;
15. the Eligible Securities of the same class, which are proposed to be allotted through QIP, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution; and
16. the Company shall not undertake any subsequent qualified institutions placement until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of the Issue.

RESOLVED FURTHER THAT, pending utilization of the Net Proceeds from the Issue (*as defined above*), the Company shall *inter alia* invest the Net Proceeds in creditworthy instruments, including but not limited to money market instruments like money market mutual funds, deposits in scheduled commercial banks or in short-term debt or long-term debt or such other methods as per applicable law.

RESOLVED FURTHER THAT, for the purpose of giving effect to the above, the Board, or a duly authorized committee (to the extent permitted under applicable law), in consultation with the BRLM(s), advisors, industry consultants, chartered engineers, monitoring agency, escrow bank(s), statutory auditors, independent chartered accountants and/or other intermediaries as may be appointed in relation to the issue of Eligible Securities, be and is authorized to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers conferred herein by this resolution to any duly constituted committee of board or any director(s) of the Company, in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

2. APPROVAL FOR INCREASE IN BORROWING POWERS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013.

In this regard to consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT in supersession of the earlier Special Resolution passed by the Members of Ami Organics Limited (“**Company**”) at their Extra Ordinary General Meeting held on April 23, 2018 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, including any statutory modification(s) / amendment(s) / re-enactment(s) thereof (“**Act**”), for the time being in force and the provisions contained in the Articles of Association of the Company, consent of the Members be and is hereby accorded to borrow from time to time all such sums of money as the Board of Directors of the Company (“hereinafter referred to as the “**Board**”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution”), may deem requisite for the purpose of the business (including but not limited to, for financing any capital or revenue requirements, new business ventures or prospects or other financial needs) of the Company and/or its subsidiary(ies), notwithstanding that moneys to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company, free reserves that is to say, reserves not set apart for any specific purposes and securities premium amount of the Company, provided, however, that the total amount so borrowed including fund /non fund based borrowings (other than temporary loans from the Company’s bankers in the ordinary course of business) outstanding at any point of time shall not exceed a sum of **Rs. 5000 million (Rupees Five Thousand million only)**.

RESOLVED FURTHER THAT subject to the provisions of the Act, the Rules framed thereunder and other applicable laws (if any), the borrowings stated above may be secured or unsecured, and shall include, but shall not be limited to, borrowings from any person(s) (whether natural or artificial), by way of Loans, Inter Corporate Deposits (ICDs), Facilities from Banks, Commercial Papers (CPs), Public Deposits, External Commercial Borrowings (ECBs), Debentures (whether convertible or non-convertible), Bonds or any other instruments permitted to be issued by the Company under any law for the time being in force.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate all or any of the above powers to any Committee(s) of Directors or any Director(s)/ Official(s) of the Company and generally to do all acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental, in its absolute discretion for the purpose of giving effect to the aforesaid resolution and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors or the Chief Financial Officer or the Company Secretary of the Company, be furnished to the concerned authority(ies)/person(s)/Bank(s) and they be requested to act accordingly.”

3. APPROVAL FOR CREATION OF MORTGAGE / CHARGE ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT in supersession of the earlier Special Resolution passed by the Members of Ami Organics Limited (“**Company**”) at their Extra Ordinary General Meeting held on April 23, 2018 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) read with applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Articles of Association of the Company and all other provisions of applicable law, the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), are permitted to create mortgage, charge and/or hypothecation in addition to the existing mortgages, charges and hypothecation created by the Company as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, together with granting the power to take over the management of



the Company in certain events, to or in favour of financial institutions, non-banking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the "Lending Agencies") or trustees for the holders of debentures/bonds and/or other instruments or otherwise, to secure rupee term loans/foreign currency loans, debentures, bonds and other instruments of an equivalent aggregate value outstanding at any point of time not exceeding **Rs. 5000 million (Rupees Five Thousand million only)**, together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the trustees under the trust deed and to the Lending Agencies under their respective agreements/loan agreements/security trustee agreements to be entered into by the Company in respect of the borrowings of the Company and/or its subsidiary(ies) as the Board may deem necessary.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorized with such Lending Agencies/trustees, the terms and conditions and the documents for creating the aforesaid mortgage or charge and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions or the documents and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary. proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT a true copy of the foregoing resolution certified to be true by any of the Directors or the Chief Financial Officer or the Company Secretary of the Company, be furnished to the concerned authority(ies)/person(s)/Bank(s) and they be requested to act accordingly."

By order of the Board of Directors
For Ami Organics Limited

Sd/-
CS Ekta Kumari Srivastava
Company Secretary & Compliance Officer
Membership No.: ACS 27323

Date: April 12, 2024

Place : Surat

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 setting out all the material facts and reasons in respect of the business set out at Resolution No. 1, 2 & 3 in the Postal Ballot Notice dated April 12, 2024 is annexed hereto and forms part of Postal Ballot Notice.
2. In compliance with the provisions of Sections 102, 108 and 110 of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is pleased to provide voting by electronic means ('remote e-voting') facility to the Members, to enable them to cast their votes electronically. The Company has appointed Link Intime Private Limited ('LIPL') for facilitating remote e-voting facility to its Members, as the authorized e-voting agency. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process, this Notice is being sent only by e-mail to all the members whose e-mail IDs are registered with the Company, Depositories, Depository Participants ('DP'), Registrar and Transfer Agent - Link Intime India Private Limited ('Link

Intime') and whose name appear in the register of members/ list of beneficial owners as on close of the working hours on **Friday, April 5, 2024 ('Cut-off Date')**. The physical copy of the Postal Ballot Notice is not being sent to the Members for this Postal Ballot. It is however, clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depository) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified. Any person who is not a Member as on Cut-off date should treat the Postal Ballot Notice for information purpose only.

3. The Board of Directors of the Company has appointed CS Kashyap Shah (ICSI Membership No. FCS 7662) of M/s. Kashyap Shah & Co., Practicing Company Secretaries, Vadodara as the Scrutinizer for conducting the Postal Ballot voting process through remote e-voting in a fair and transparent manner. The scrutinizer's decision on validity of the Postal Ballot shall be final. The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting by May 16, 2024. The results of the Postal Ballot will also be communicated to the Stock Exchanges. The results along with the Scrutinizer's Report will also be displayed on the Company's website, www.amiorganics.com as well as on the LIPL website <https://instavote.linkintime.co.in>
4. Shareholders whose email IDs are not registered, are requested to avail the facility provided by Link Intime to register their email address along with mobile number and bank account details at the web portal https://linkintime.co.in/emailreg/email_register.html by following the instructions mentioned therein. Shareholders may note that this notice is also available on the Company's website at www.amiorganics.com as well as on LIPL website at <https://instavote.linkintime.co.in>
5. **Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, April 5, 2024 (Cut-Off date)**. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.
6. **The remote e-voting period commences on Monday, April 15, 2024, at 9:00 A.M. (IST) and ends on Tuesday, May 14, 2024 at 5:00 P.M (IST) and shall be kept open for 30 days continuously**. During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. Friday, April 5, 2024, may cast their vote by e-voting. The e-voting module shall be disabled after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
7. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Tuesday, May 14, 2024. Further, the resolution passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.
8. The documents referred to in Explanatory Statement will be available for inspection. Members seeking to inspect the same can send an email to investorinfo@amiorganics.com
9. **Instructions for Members for voting electronically are as under:**

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. • 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 • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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 use your existing my easi username & password. (i) 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are 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. • If the user is not registered for Easi/Easiest, the 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. (ii) Alternatively, the user can directly access the 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

	<p>Account. After successful authentication, the 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.</p>								
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 								
<p>Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:</p>	<p>Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <p>Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>A. USER ID : Enter your User ID details as given below:</p> <table border="1" data-bbox="581 1062 1377 1272"> <thead> <tr> <th>Manner of Holding Shares</th> <th>User ID</th> </tr> </thead> <tbody> <tr> <td>For members who hold shares in demat account with CDSL</td> <td>16 digit Beneficiary ID</td> </tr> <tr> <td>For members who hold shares in demat account with NSDL</td> <td>8 Character DP ID followed by 8 Digit Client ID</td> </tr> <tr> <td>For members who hold shares in physical form</td> <td>Event No. + Folio number registered with he Company</td> </tr> </tbody> </table> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI : Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company</p> <p><i>*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</i> <i>*Shareholders holding shares in NSDL form, shall provide ‘D’ above</i> <i>Shareholders holding shares in CDSL form, shall provide ‘C’ or ‘D’, above.</i></p> <p>➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).</p>	Manner of Holding Shares	User ID	For members who hold shares in demat account with CDSL	16 digit Beneficiary ID	For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID	For members who hold shares in physical form	Event No. + Folio number registered with he Company
Manner of Holding Shares	User ID								
For members who hold shares in demat account with CDSL	16 digit Beneficiary ID								
For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID								
For members who hold shares in physical form	Event No. + Folio number registered with he Company								

	<ul style="list-style-type: none"> ➤ Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’
Cast your vote electronically	<ul style="list-style-type: none"> 1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 2. E-voting page will appear. 3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

9.1 Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

9.2 Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

9.3 Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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

9.4 Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholder holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>



- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

9.5 Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

9.6 Process for those Members whose e-mail IDs are not registered with the Depositories /Company for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical mode please provide folio no., name of Member, 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 e-mail to investorinfo@amiorganics.com or rnt.helpdesk@linkintime.co.in
- b) In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID 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 investorinfo@amiorganics.com . If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in demat mode.
- c) Alternatively, members may send a request to enotices@linkintime.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.
- d) In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE COMPANIES ACT, 2013') IN RESPECT OF SPECIAL BUSINESSES SET OUT IN THE POSTAL BALLOT NOTICE DATED APRIL 12, 2024 OF AMI ORGANICS LIMITED

Special Resolution No.1

APPROVAL FOR RAISING OF FUNDS THROUGH ISSUANCE OF EQUITY SHARES OR OTHER ELIGIBLE SECURITIES OF THE COMPANY BY WAY OF PUBLIC OR PRIVATE OFFERINGS INCLUDING THROUGH QUALIFIED INSTITUTIONS PLACEMENT ("QIP") :

The Company proposes to raise funds through the issuance of equity shares or other eligible securities by way of public issue, preferential allotment, private placement including one or more Qualified Institutions Placement ("QIP") The proceeds from the Issue (net of issue expenses) ("**Net Proceeds**") are proposed to be utilised by the Company towards any or all, or any combination of the objects *inter alia* pre-payment and / or repayment of debt (in part or full) of the Company and/or its subsidiaries, funding various capital expenditure of the Company and/or its subsidiaries including towards captive solar power project, electrolyte additive project, other capital expenditure(s), working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under applicable laws.

The Board of Directors of the Company ("**Board**" which term shall be deemed to include any committee of the Board duly constituted to exercise its powers including powers conferred under the resolution) at their meeting held on April 12, 2024, in order to fulfil the aforesaid objects, have considered and approved seeking approval of the shareholders to enable raising of funds by way of issuance of Equity Shares having a Face Value Rs.10 each ("**Equity Shares**"), and / or other securities convertible into Equity Shares, fully convertible debentures, partly convertible debentures, and/ or convertible preference shares or any security convertible into Equity Shares (all of which are hereinafter collectively referred to as "**Securities**") or any combination thereof, in one or more tranches, in Rupee denomination, in the course of domestic offerings, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead manager(s) or book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding Rs. 5000 million (Rupees Five Thousand million only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of public issue, preferential allotment, private placement, including one or more QIP in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("**SEBI ICDR Regulations**"). The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to the market price as may be determined and permitted under applicable law and to such classes of investors as the Board may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead manager(s) or book running lead manager(s) and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 ('the Act') and other applicable guidelines, notifications, rules and regulations.

The Board may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company. The proposed raising of funds is, *inter alia*, subject to the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, National Stock Exchange Limited and BSE Limited ("**Stock Exchanges**"), Reserve Bank of India, Ministry of Corporate Affairs ("**MCA**"), Government of India, Registrar of Companies, Gujarat at Ahmedabad, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time, as may be required in this regard domestically or internationally.



If Proposed Issuance is through Qualified Institutions Placement

If the Company proposes to raise funds through the issuance of Securities by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning of the SEBI ICDR Regulations) to qualified institutional buyers (as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations), whether they are holders of existing securities of the Company or not, for cash, in one or more tranches through one or more QIP(s), in accordance with (a) Chapter VI of the SEBI ICDR Regulations; (b) applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014) (collectively, the “**Companies Act**”), each including any amendment(s), statutory modification(s), or re-enactment(s) thereof; and (c) other applicable laws.

Accordingly, the Board, at its meeting held on April 12, 2024, subject to the approval of the members of the Company, approved the issuance of Eligible Securities at such price and on such terms and conditions as may be deemed appropriate by the Board or the QIP Committee, in consultation with the BRLM(s) and other advisor(s) appointed in relation to the proposed Issue, taking into consideration market conditions and other relevant factors and wherever necessary, in accordance with applicable laws, and subject to regulatory approvals (as necessary). The securities allotted will be listed and traded on stock exchange(s) where equity shares of the company are currently listed, subject to obtaining necessary approvals.

Pursuant to Sections 23, 42 and 62 of the Companies Act, 2013, as amended read with applicable rules notified thereunder, including Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the SEBI ICDR Regulations, a company offering or making an invitation to subscribe to Eligible Securities is required to obtain prior approval of the shareholders by way of a special resolution. Specifically, in terms of Section 62(1)(c) of the Companies Act, 2013, shares may be issued to persons who are not the existing shareholders of a company, if the Company is authorised by a special resolution passed by its members.

Therefore, consent of the members is being sought for passing the special resolution, pursuant to applicable provisions of the Companies Act and other applicable laws. The Equity Shares to be offered, issued, and allotted by the Company pursuant to the Issue in terms of the resolution would be subject to the provisions of the memorandum of association and articles of association of the Company and any Equity Shares that may be created, offered, issued and allotted by the Company shall rank, in all respects, *pari-passu* with the existing Equity Shares of the Company.

Pricing and basis or justification of pricing

The pricing of the Eligible Securities to be issued and allotted in the proposed Issue shall be determined in accordance with the relevant provisions of the SEBI ICDR Regulations, the Companies Act, and any other applicable law. The resolution enables the Board or its duly constituted committee, in accordance with applicable law and in consultation with the BRLM(s)/ placement agents or any such other intermediary, in accordance with applicable law, to offer a discount of not more than 5% or such percentage as may be permitted under applicable law on the floor price determined in accordance with the SEBI ICDR Regulations.

The ‘relevant date’ for the purpose of the pricing of the Eligible Securities to be issued and allotted in the proposed Issue shall be decided in accordance with the applicable provisions of the SEBI ICDR Regulations, which shall be the date of the meeting in which the Board/ its duly constituted committee decides to open the Issue.

Objects of the QIP

The Net Proceeds are proposed to be used towards any or all, or any combination of the objects *inter alia*, pre-payment and / or repayment of debt (in part or full) of the Company and/or its subsidiaries, funding various capital expenditure of the Company and/or its subsidiaries including towards captive solar power project, electrolyte additive project, other capital expenditure(s), working capital requirements, general corporate purposes and such other purpose(s) as may be permissible under



applicable laws.

The aforementioned objects are based on management estimates, and other commercial and technical factors and accordingly, are dependent on a variety of factors such as timing of completion of the Issue, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations and other external factors, which may not be within the control of the Company. In light of this, the Board or a duly constituted committee shall decide the specific objects towards which the Net Proceeds are deployed. Further, pending utilization of the proceeds from the Issue, the Company shall invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or in short-term debt or long-term debt.

As and when the Board does take a decision on matters on which it has discretion (subject to the compliance with the conditions set forth herein), necessary disclosures will be made to the stock exchanges as may be required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. As required under SEBI ICDR Regulations and other applicable laws, the Company will be appointing a monitoring agency to monitor the use of Proceeds by the Company till hundred percent of such Proceeds have been utilised.

Other material terms

The resolution proposed is an enabling resolution and the exact mechanism, price, final list of objects, estimated utilisation of the Net Proceeds, proportion and timing of the issue of the Eligible Securities to be issued and allotted in the proposed Issue in one or more tranches and the remaining detailed terms and conditions for the Issue will be decided by the Board or its duly constituted committee, in accordance with the SEBI ICDR Regulations, in consultation with BRLM(s) and / or other advisor(s) appointed in relation to the Issue and such other authorities and agencies as may be required to be consulted by the Company.

Further, the Company is yet to identify the investor(s) and decide the quantum of Eligible Securities to be issued to them and the mode of issuance at this point of time. Hence, the details of the proposed allottees, percentage of their post-issue shareholding and the shareholding pattern of the Company are not provided. The proposal, therefore, seeks to confer upon the Board or its duly constituted committee the absolute discretion and adequate flexibility to determine the terms of the issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Eligible Securities to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Companies Act, 2013, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, and other applicable law.

The approval of the members is being sought to enable the Board or its duly constituted committee, to decide on the issuance of Eligible Securities, to the extent and in the manner stated in the special resolution, as set out in item no. 1 of this notice, without the need for any fresh approval from the members of the Company in this regard.

If approved by shareholders, the Eligible Securities shall be offered, issued and allotted on fully paid-up basis in dematerialized form and subject to the provisions of the Memorandum and Articles of Association of the Company and the allotment of Eligible Securities pursuant to the Issue shall be completed within 365 days from the date of passing of such special resolution and the Company shall not undertake any subsequent QIP until two weeks after this QIP or such other time in accordance with the SEBI ICDR Regulations and applicable laws. Equity Shares, proposed to be issued, shall in all respects, rank *pari passu* with the existing Equity Shares of the Company.

In the event proposed issuance of Securities is undertaken by way of a QIP in terms of Chapter VI of the SEBI ICDR Regulations (hereinafter referred to as “**Eligible Securities**” within the meaning of the SEBI ICDR Regulations):



1. the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) shall only be to successful eligible qualified institutional buyers as defined in the SEBI ICDR Regulations;
2. the Eligible Securities proposed to be offered, issued and allotted, shall be fully paid-up and in dematerialised form and shall be subject to the provisions of the memorandum of association and articles of association of the Company;
3. the allotment of the Eligible Securities shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
4. no partly paid-up Eligible Securities shall be issued/allotted;
5. the Equity Shares proposed to be issued/ allotted by the Company shall rank *pari-passu* with the existing Equity Shares of the Company in all respects, including entitlement to dividend and voting rights, if any from the date of allotment thereof, and shall be subject to the requirements of all applicable laws;
6. the “**relevant date**” for the purpose of pricing of the Equity Shares, shall be the date of the meeting in which the Board or the committee of directors thereof authorized by the Board decides to open the proposed QIP of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board or duly authorised committee decides to open the proposed issue of such convertible securities or the date on which holders of the Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board or duly authorised committee or such date as may be permitted under the SEBI ICDR Regulations, as amended from time to time;
7. no single allottee shall be allotted more than 50% of the size of the Issue and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations;
8. the tenure of convertible or exchangeable Eligible Securities issued shall not exceed sixty months from the date of allotment;
9. a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and any unsubscribed portion by the mutual funds may be allotted to other eligible QIB;
10. the Issue shall be at such price which is not less than the price determined in accordance with the pricing formula provided in Chapter VI of the SEBI ICDR Regulations (the “**QIP Floor Price**”), provided that the Board may, in consultation with the BRLM(s), offer a discount of not more than 5% (five percent) on the QIP Floor Price or such other discount as may be permitted under SEBI ICDR Regulations to the QIP Floor Price and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable;
11. the number and/or price of the Equity Shares to be issued on conversion of Securities into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of Equity Shares by way of capitalisation of profits or reserves or any such capital or corporate re-organisation or restructuring;
12. application for allotment of Eligible Securities and allotment of Eligible Securities through the Issue shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations;
13. no allotment of Eligible Securities shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;



14. the Eligible Securities shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations;
15. the Eligible Securities of the same class, which are proposed to be allotted through QIP, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution; and
16. the Company shall not undertake any subsequent qualified institutions placement until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of the Issue.

The Equity Shares to be allotted would be listed on the Stock Exchanges where the existing Equity Shares of the Company are listed. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations, including Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof ('FEMA'), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Listing Regulations. There would be no change in control pursuant to the said issue.

The issue of the equity shares / eligible securities would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed fund raising is in the best interest of the Company and its members and, therefore, recommends the Special Resolution at Item no. 1, as set out in the accompanying Notice for approval by the members of the Company.

None of the Directors, Key Managerial Personnel and relatives of Directors and/or Key Managerial Personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

Accordingly, the Board recommends the passing of resolution set forth in Item No. 1 for the approval of the Members as Special resolution.

Special Resolution No. 2 & 3

APPROVAL FOR INCREASE IN BORROWING POWER OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013 & APPROVAL FOR CREATION OF MORTGAGE / CHARGE ON MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013.

The shareholders, at the Extraordinary General Meeting held on April 23, 2018, authorized the Board with the total borrowing limits of upto Rs. 3000 million only (Rupees Three Thousand million only) apart from temporary loans obtained or to be obtained from company's bankers in the ordinary course of business. Keeping in view of the existing and future financial requirements to support the business operations and growth plans of the Company and to cater to the working capital and other financial needs of Company and /or its subsidiary(ies), it is proposed to increase the fund/non fund based borrowing limit (apart from temporary loans obtained or to be obtained from company's bankers in the ordinary course of business) up to Rs. 5000 million (Rupees Five Thousand million only) at any point of time as per section 180(1)(c) of the Act. In line with the same it is also proposed to enhance the limit of creation of securities for such borrowings by mortgage and/or charge/hypothecation on movable and immovable assets of the Company in terms of provisions of section 180(1)(a) of the Companies Act, 2013.



For the said proposals the shareholders' approval u/s 180(1)(c) and 180(1)(a) through special resolution is required. Accordingly, the Board of Directors of your Company is of the opinion that the aforesaid proposals is in the best interests of the company and hence recommends the Resolution as set out at Item No. 2 & 3 of the accompanying Notice, for the approval of the Members of the Company as special resolution.

None of the Directors, Key Managerial Personnel and relatives of Directors and/or Key Managerial Personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

Accordingly, the Board recommends the passing of resolution set forth in Item No. 2 & 3 for the approval of the Members as Special resolution.

By order of the Board of Directors
For Ami Organics Limited

Sd/-
CS Ekta Kumari Srivastava
Company Secretary & Compliance Officer
Membership No.: ACS 27323

Date: April 12, 2024

Place : Surat