



WHITE ORGANIC RETAIL LIMITED

GALA NO. 35/D, MALAD INDUSTRIAL UNITS CO-OP SOC. LTD., KACHIPADA,
RAMCHANDRA LANE EXTENSION, MALAD WEST, MUMBAI 400 065, INDIA

Tel: +91 22 4971 2096 | Web: whiteorganics.co.in

Email: info@whiteorganics.co.in | CIN: L01100MH2011PLC225123

01st March, 2022

To
Listing Department
BSE LIMITED
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai – 400 001

Scrip Code - 542667
Sub: Notice for Postal Ballot


Dear Sir,

Pursuant to recommendation for increase in authorized capital and issue of bonus shares, the Board of Directors seek approval of shareholders by means of Postal Ballot.

Notice of postal ballot is hereby submitted.

Stakeholders are requested to take the same on record.

For **White Organic Retail Limited**


Ronak Desai
Chief Financial Officer





WHITE ORGANIC RETAIL LIMITED

CIN: L01100MH2011PLC225123

Registered Address: Gala No. 5F/D, Malad Industrial Units Co-Op Soc Ltd, Kachpada,
Ramchandra Lane Extension, Malad West, Mumbai - 400 065, India
Tel: +91.22.4971 2096 | Web: www.whiteorganics.co.in | E-mail: info@whiteorganics.co.in

NOTICE OF POSTAL BALLOT AND E-VOTING

NOTICE ISSUED TO MEMBERS PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND MCA CIRCULARS, AS DEFINED BELOW.

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "**Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**"), Clause 16 of Secretarial Standard-2 ("**SS-2**") including any statutory modification or re-enactment thereof for the time being in force, that White Organic Retail Limited (hereinafter referred to as the "**Company**") is seeking the approval of the members by way of Resolutions, for the matters as considered in the resolutions appended below, through postal ballot / e-voting.

The Ministry of Corporate Affairs, Government of India ("**MCA**") in terms of the General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 19/2021 dated December 08, 2021 ("**MCA Circulars**"), in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, have advised the companies to take all decisions of urgent nature requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting or conducting meetings via video conferencing / other audio visual means (OVAM) in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

Considering the shortcomings of conducting business in the COVID 19 scenario pertaining to restricted mobility, physical dispatch of documents and stakeholder engagement, the Company is providing e-voting facility for the Postal Ballot as an alternate, which would enable the members to cast their votes **electronically**, instead of casting their votes and dispatching Postal Ballot forms physically in pursuance of aforementioned circulars issued thereafter by the Ministry of Corporate Affairs ("the MCA Circulars"), in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" and subject to any other applicable laws and regulations, to transact the special businesses mentioned in this notice by the members of White Organic Retail Limited ("the Company") by passing resolutions through postal ballot ("Postal Ballot") **only** through remote e-voting;

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Management Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as the "**SEBI Listing Regulations**") and as per the guidelines issued by the MCA vide MCA Circulars, the Notice would be sent in electronic mode to all those shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository / Link Intime India Private Limited, the Company's Registrar & Transfer Agent (hereinafter referred as "**RTA**" or "**Link Intime**") as on February 25, 2022.

The members holding equity shares of the Company are requested to carefully read all the instructions given in the notes.

The Explanatory Statement pursuant to the Section 102 of the Act pertaining to the said resolutions setting out the material facts concerning the item and the reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you for your consideration pursuant to Rule 22 of the Rules.

The Board of Directors of the Company has appointed Ms. Rachana Maru Furia, of M/s. Rachana Maru Furia & Associates Practicing Company Secretaries (Membership No. FCS- 11530 & CP No.-16210), as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner. The Scrutinizer will submit her Report to the Managing Director or any other Director or the Company Secretary of the Company, as authorised by the Board in this behalf, after completion of scrutiny and the results of the postal ballot will be announced at the Registered Office of the Company at Gala No. 5F/D, Malad Industrial Units Co-Op Soc Ltd, Kachpada, Ramchandra Lane Extension, Malad West, Mumbai - 400 065 at 4.00 P.M. on Saturday, April 02, 2022 by any Director / Company Secretary of the Company.

The results of the postal ballot/e-voting will be displayed at the registered office of the Company and intimated/communicated to BSE Limited (the "BSE") where the equity shares of the Company are listed.

The results of the postal ballot will also be displayed on the Company's website i.e., www.whiteorganics.co.in and on the website of Link Intime i.e., www.linkintime.co.in.

The resolutions, if passed by requisite majority, will be taken as passed effectively on the last date specified by the Company for e-voting, i.e., Friday, April 01, 2022 and be recorded as deemed to be passed on April 02, 2022 Saturday. The members are requested to consider and, if thought fit, pass the following resolutions:

SPECIAL BUSINESS:

1. To accord approval for increase in Authorised Share Capital of the Company

"RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the provisions in the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities and subject to such terms and conditions, the consent of the members of the Company be and is hereby accorded for the increase in Authorised Share Capital of the Company from Rs. 11,00,00,000 /- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) Number of Equity Shares Issuable of Rs.10/- (Rupees Ten) each to Rs. 33,00,00,000/- (Rupees Thirty Three Crores only) divided into 3,30,00,000 (Three Crore Thirty Lakh) Number of Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari-passu with the existing shares in all respects and the existing Clause V of the Memorandum of Association and Article of Association of the Company be altered accordingly."

"RESOLVED FURTHER THAT any Director and / or Company Secretary / CFO of the Company or such persons as may be as delegated by the Board, be and are hereby authorized to sign, execute all the documents and file relevant forms with the Registrar of Companies, Stock Exchanges and to do all such acts, deeds and things on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution without being required to seek further consent or approval of the Shareholders of the Company in General Meeting or through postal ballot voting."

2. To accord approval for alteration of Capital Clause of Memorandum of Association of the Company

"RESOLVED THAT, pursuant to provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force), and subject to such approvals, consents, permissions and sanctions, if any, required from any authority, the Consent of the members of the Company be and is hereby accorded to alter the existing clause V of the Memorandum of Association of the company relating to share capital by deletion of existing clause and by substituting in its place the following new clause V:

"The Authorized Share Capital of the Company is Rs. 33,00,00,000/- (Rupees Thirty Three Crores only) divided into 3,30,00,000 (Three Crore Thirty Lac) Number of Equity Shares of Face Value Rs. 10/- (Rupees Ten only)

each with a power to Board of Directors to increase or reduce the capital and to consolidate or sub divide the shares and issue shares of higher or lower denomination and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions attached thereto as may be determined by or in accordance with the articles of association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time be permitted by the articles of association of the company or the legislature provisions for the time being in force in that behalf."

RESOLVED FURTHER THAT any Director and / or Company Secretary / CFO of the Company or such persons as may be as delegated by the Board, be and are hereby authorized to sign, execute all the documents and file relevant forms with the Registrar of Companies, Stock Exchanges and to do all such acts, deeds and things on behalf of the Company as it may in its absolute discretion deem necessary, proper or desirable to give effect to this resolution without being required to seek further consent or approval of the Shareholders of the Company in General Meeting."

3. TO ISSUE BONUS SHARES:

"RESOLVED THAT in accordance with provisions of Section 63 and all other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Listing Obligation & Disclosure Requirements) Regulations, 2015 and SEBI (Issue of Capital and Disclosure Requirements), 2018 ("Listing Regulations") (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI, the Reserve Bank of India ("RBI") or any other relevant authority from time to time, the enabling provisions of the Memorandum and Articles of Association of the Company and recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf) and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company ("the Board, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred by the Board by this Resolution) for capitalization of a Sum of Rs. 21,81,60,000/- (Rupees Twenty One Crores Eighty One Lakhs and Sixty thousand Only) out of the Securities Premium Account and free reserves for the purpose of issue of Bonus Equity Shares of Rs. 10/- (Rupees Ten Only) each, credited as fully paid to eligible members of the Company holding equity share of Rs. 10/- (Rupees Ten Only) each i.e: in the proportion of 2 (Two) new fully paid-up equity share of Rs. 10/- (Rupees Ten Only) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten Only) each held by them whose name appears in the Register of Members on a 'Record Date' to be determined by the Board for this purpose, and that the new bonus equity shares, so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company and shares so held by each such member;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank *pari passu* in all respect with the fully paid up equity shares of Rs.10/- each of the Company as existing on the Record Date in all respects and shall be entitled to participate in full in any dividends and any other corporate action declared after the new equity shares are allotted and no allotment letters shall be issued to the allottees of the bonus shares.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and SEBI (ICDR) Regulations, 2018;

RESOLVED FURTHER THAT in the case of members who opt to receive the shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective

Depository Participant(s) and members holding shares in physical (if any) may approach the LinkinTime Private Limited (RTA) or approach Company for legally permissible manner for allotment of the said bonus shares;

RESOLVED FURTHER THAT the issue and allotment of bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other foreign investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT the Board and/or the Company Secretary and /or the CFO of the Company, be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchange(s) where the securities of the Company are presently listed as per the provision of the Listing Regulations and other applicable regulations, rules and guidelines;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and / or the Company Secretary of the Company and / or the CFO be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

By Order of the Board

White Organic Retail Limited

Sd/-

Darshak Rupani

Managing Director

DIN: 03121939

Registered office:

Gala No. 5F/D, Malad

Industrial Units Co-Op

Soc Ltd, Kachpada,

Ramchandra Lane

Extension, Malad West,

Mumbai - 400 065

Date: 28th February, 2022

NOTES:

1. Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolutions are annexed hereto along with Postal Ballot Notice ("**Notice**") for your consideration.
2. The Notice is being sent to all the members whose names appear in the Register of Members/List of Beneficial Owners as on the close of business hours on Friday, February 25, 2022 i.e. '**the cut-off date**'. Accordingly, the members whose names appear in the Register of Members/List of Beneficial Owners, as on Friday, February 25, 2022 (**cut-off date**), are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only. The voting rights of the members shall be in proportion to their equity shares held in the total paid up equity share capital of the Company as on the cut-off date i.e. Friday, February 25, 2022.
3. This Notice along with the instructions regarding e-voting is being sent by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the National Securities Depository Limited and Central Depository Services (India) Limited and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 and 19/2021 dated December 08, 2021 ("**MCA Circulars**"). The Notice shall also be uploaded on the website of the Company i.e., www.whiteorganics.co.in, on the website of CDSL i.e., <https://www.evotingindia.com>.
4. In compliance with provisions of Section 108 and 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014, and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged CDSL as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically ("remote e-voting").
5. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members

would take place through the remote e-voting system only. Therefore, those members who have not yet registered their email address are requested to get their email addresses registered by following the procedure given in **“THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING”**.

6. A Member cannot exercise vote by sending physical Postal Ballot or by proxy on Postal Ballot. All the Members are requested to cast their votes only through remote e-voting as per the procedure provided in this Notice.
7. E-voting shall commence on, Thursday, March 03, 2022 at 9.00 A.M. (IST) and ends on Friday, April 01, 2022 at 5.00 P.M. (IST). The e-voting module shall be disabled for voting thereafter and the votes casted by way of E-voting beyond 5.00 P.M. on April 01, 2022 shall be considered invalid.
8. The Board of the Company has appointed Ms. Rachana Maru Furia, of M/s. Rachana Maru Furia & Associates, Practicing Company Secretaries (Membership No. FCS- 11530 & CP No.-16210), as the Scrutinizer (hereinafter referred as the **“Scrutinizer”**) for conducting the Postal Ballot and e-voting process in a fair and transparent manner.
9. Upon completion of scrutiny of the votes, Scrutinizer will submit her Report to the Managing Director or any other Director or Company Secretary of the Company and the results of the postal ballot will be announced at the Registered Office of the Company at Gala No. 5F/D, Malad Industrial Units Co-Op Soc Ltd, Kachpada, Ramchandra Lane Extension, Malad West, Mumbai - 400 065 at 4.00 P.M. on Saturday, April 02, 2022 by any Director / Company Secretary of the Company. The Results of the E-voting/Postal Ballot will be declared on Saturday, April 02, 2022, at the registered office of the Company and displayed on the website of the Company and intimated to BSE Limited, Stock Exchange on which the equity shares of the Company are listed.
10. The Postal Ballot Notice is also being uploaded on the Company’s website, i.e., www.whiteorganics.co.in.
11. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Friday, April 01, 2022, being the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting and recorded as deemed to be passed on April 02, 2022.
12. In this Notice and the statement of material facts, the term “shareholder(s)” and “member(s)” are used interchangeably.
13. Members can also register their e-mail IDs and contact numbers with the Company by sending details to their respective depositories, CDSL and/or NSDL or with the Registrar and Transfer Agent, viz., Link Intime to enable the Company to communicate to the members, the information about various developments in the Company via email/SMS.
14. The remote e-voting process shall be as under:

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Thursday, March 03, 2022 at 9.00 A.M. (IST) and ends on Friday, April 01, 2022 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, February 25, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for

	<p>eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Voting through electronic means:
The instructions for shareholders voting electronically are as under:**

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant < **WHITE ORGANIC RETAIL LIMITED** > on which you choose to vote.
- (viii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (x) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz1; info@whiteorganics.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

Registration with RTA: In light of the MCA Circulars, members who have not registered their email address and in consequence could not receive the postal ballot/ e-voting notice may temporarily get their email registered with the Company's RTA, Link Intime India Private Limited, by clicking the link: https://linkintime.co.in/EmailReg/email_register.html and following the registration process as guided thereafter. Post successful registration of the email, the members would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to rnt.helpdesk@linkintime.co.in

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

ITEM NO. 1: - TO ACCORD APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

The management of the Company at their meeting held on February 28, 2022 have resolved to issue bonus shares to existing equity shareholders in the ration 2:1. Presently the Authorised Share Capital of the Company stands at Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided into 1,10,00,000 (One Crore Ten Lakhs) Number of Equity Shares Issuable of Rs. 10/- each. Accordingly, to enable the company to bonus shares in the decided manner, it is proposed to seek approval of shareholders of the company to increase the authorized share capital of the Company.

The Board of Directors of the Company at its meeting held on 28th February, 2022 decided to increase the Authorized Capital of the Company from Rs. 11,00,00,000/- (Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten Lakhs) Number of Equity Shares Issuable of Rs.10/- (Rupees Ten) each to Rs. 33,00,00,000/- (Rupees Thirty Three Crores only) divided into 3,30,00,000 (Three Crore Thirty Lakh) Number of Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari-passu with the existing shares.

Pursuant to Section 13, 61, 64 of the Companies Act, 2013, the increase in authorised share capital requires approval of the members of the Company by way of passing a resolution to the effect. Accordingly, consent of the members is sought for passing an **Ordinary Resolution** as set out in Item No. 1 for increase in Authorized Share Capital of the Company.

The Directors of the Company and their relatives are deemed to be concerned or interested in Items No. 1 only to the extent of shares held by them, if any, in the Company.

ITEM NO. 2: - TO ACCORD APPROVAL FOR ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

Pursuant to Sections 13, 61, 64 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing a resolution to the effect. Accordingly, consent of the members is sought for passing a **Special Resolution** as set out in Item No. 2 for amendment in Clause V of the Memorandum of Association of the Company pursuant to increase in Authorized Share Capital of the Company.

Copy of existing Memorandum of Association and the revised Memorandum of Association will be available for inspection by the Members at the Registered Office of the Company between 11 A.M. to 5 P.M. on all working days excluding holidays, till the last date of Voting.

The Directors of the Company and their relatives are deemed to be concerned or interested in Items No. 2 only to the extent of shares held by them, if any, in the Company.

ITEM NO. 3 - TO ISSUE BONUS SHARES

The Board of Directors at their meeting held on 28th February, 2022 have recommended the issue of bonus shares in the proportion of 2:1 i.e.; (Two) new equity share of Rs. 10/- (Rupees Ten) each fully paid-up for every 1 (one) existing equity share of Rs. 10/- (Rupees Ten only) each of the Company held by the members on a date (Record Date) to be hereafter fixed by the Board /Committee of the Board by capitalization of a sum of INR. Rs. 21,81,60,000/- (Rupees Twenty One Crores Eighty One Lakhs and Sixty thousand Only) out of the Securities Premium Account and free reserves and the same is proposed to be utilized in full by issuing at par 2,18,16,000 new fully paid-up equity shares of Rs. 10/-each as bonus shares.

The proposed issue of bonus shares will be made in accordance with the provisions of Companies Act, 2013 and regulations issued by the Securities Exchange Board of India from time to time and subject to such approvals, if required, from the statutory authorities.

The bonus shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing Equity Shares of the Company and holders of the bonus shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new Equity Shares are allotted.

The proposed Bonus Issue is not in lieu of Dividend. No allotment letters will be issued. For shares held in Demat mode, the credit of the Bonus Shares will be given directly to their Demat Account and shares held in physical (if any) may approach the LinkinTime Private Limited (RTA) or approach Company for legally permissible manner for allotment of the said bonus shares.

The issue of Bonus Shares and consequential increase in the paid-up capital of the Company would also satisfy the requirement of Bombay Stock Exchange (BSE) for Listing of Equity Shares of the Company and the Company would also comply with all the applicable provisions of the Companies Act, 2013 and other applicable regulations.

Further, it is necessary to authorize the Board of Directors / Committee of the Board to complete all the regulatory compliances prescribed by SEBI, Stock Exchanges on which the shares of the Company are listed and / or any other regulatory or statutory authority in connection with the issue of bonus shares.

In View of the above, your Directors recommend the proposed resolution with or without modification as a Special Resolution.

The Directors of the Company and their relatives are deemed to be concerned or interested in Items No. 3 only to the extent of shares held by them, if any, in the Company.

The proposed Resolution does not relate to or affect any other Company.

By Order of the Board
White Organic Retail Limited

Sd/-
Darshak Rupani
Managing Director
DIN: 03121939

Registered office:
Gala No. 5F/D, Malad
Industrial Units Co-Op
Soc Ltd, Kachpada,
Ramchandra Lane
Extension, Malad West,
Mumbai - 400 065

Date: 28th February, 2022
