

## AMI ORGANICS LIMITED

CIN : L24100GJ2007PLC051093

Registered Office : Plot No. 440/4, 5 & 6, Road No. 82/A, GIDC, Sachin, Surat 394230, Gujarat, INDIA

Tel : +91 7573015366 | Email : [investorinfo@amiorganics.com](mailto:investorinfo@amiorganics.com) | Website : [www.amiorganics.com](http://www.amiorganics.com)

# NOTICE

## 15<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Fifteenth (15th) Annual General Meeting of members of **AMI ORGANICS LIMITED** ("the Company") will be held on Tuesday, August 9, 2022 at 11.30 A.M. Indian Standard Time (IST) through Video conferencing ("VC"/ Other Audio Visual Means ("OAVM") facility deemed to be held at the Registered Office of the Company at Plot No. 440/4, 5 & 6, Road No. 82/A, G.I.D.C. Sachin, Surat - 394 230, to transact the following business:

### ORDINARY BUSINESS :

- To consider, approve and adopt the Audited Standalone & Consolidated Financial Statements of the Company together with the schedules and notes attached thereto for the financial year ended on 31st March, 2022 along with the reports of the Board of Directors and Auditors thereon.**

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

**"RESOLVED THAT** the Audited Standalone & Consolidated Balance Sheet as at March 31, 2022 and Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the schedules and notes attached thereto, along with the Reports of Board of Directors and the Auditors thereon be and are hereby considered, approved and adopted."

- To declare a final dividend for the financial year 2021-22 at the rate of 30% i.e. Rs. 3/- per Equity shares of the face value of Rs. 10/- each:**

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

**"RESOLVED THAT** Final Dividend at the rate of 30% i.e. Rs. 3/- (rupees three) per equity shares of the face value of Rs. ten each, on 3,64,37,062 equity shares of the Company be and is hereby declared to the shareholders of the Company whose name appear in the Register of Members / list of beneficial owners as on the record date fixed for the purpose of determining the eligibility of members for final dividend, which shall be paid out of the profits of the Company for the financial year ended on 31st March 2022."

- To appoint a Director in place of Mr. Chetankumar Chhaganlal Vaghasia (DIN: 01375540), who retires by rotation and being eligible, offers himself for re-appointment :**

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

**"RESOLVED THAT** Mr. Chetankumar Chhaganlal Vaghasia (DIN: 01375540), Whole Time Director of the Company, who retires by rotation at this Annual General Meeting in accordance with section 152 of the Companies Act, 2013 and being eligible for re-appointment, be and is hereby reappointed as Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS :

- To ratify the remuneration of Cost Auditors for FY 2022-23:**

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

**"RESOLVED THAT** pursuant to provision of Section 148(3) of the Companies Act, 2013 read with Rule 4 of Companies (Audit & Auditors) Rules, 2014 and other applicable provision of the Companies Act 2013 read with rules made thereunder including statutory modification or re-enactments thereof from time to time, the Company hereby ratifies the remuneration of Rs. 2,00,000/- (Rs. Two Lakhs only) excluding out of pocket expenses plus applicable taxes payable to M/s Chirag Vallabhbhai Vekariya & Co., Cost and Management Accountants (Firm's Registration No. 001422) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the cost audit of Company for the F.Y. 2022-23."

- To reappoint Mr. Girikrishna Maniar (DIN 07515981), as Director (Non-Executive & Independent) for a second term of five years :**

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

**"RESOLVED THAT** pursuant to Sections 149, 150 and 152 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment), rules made thereunder, each as amended ("**Companies Act**"), the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and other applicable provisions of law, if any, and based upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Girikrishna Maniar (DIN:07515981), who was appointed as Independent Director of the Company by the Members for a term of five years starting w.e.f 23rd April, 2018 and who holds office upto April 22, 2023 and who is eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of five consecutive years starting from April 23, 2023 till April 22, 2028.

**RESOLVED FURTHER THAT**, Mr. Girikrishna Maniar shall be entitled to receive sitting fees for attending meetings of the Board or any committees thereof and annual profit based commission, as may be determined by the Board from time to time, provided that the aggregate of commission paid to all Non Executive Directors including Independent Directors of Company, shall not exceed limits prescribed under section

197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof.

**RESOLVED FURTHER THAT** Mr. Nareshkumar R. Patel, Managing Director and Mr. Chetankumar C. Vaghasia and Mrs. Ekta Kumari, Company Secretary, be and are hereby severally authorised to do all the acts, deeds and things which are necessary for the reappointment of Mr. Girikrishna Maniar as an Independent Director of the Company.

By order of the Board of Directors  
**AMI ORGANICS LIMITED**

Sd/-

Date : July 15, 2022

**Ekta Kumari Srivastava**

Company Secretary

**Registered Office :**

Plot No. 440/4, 5 & 6, Road No. 82/A , GIDC, Sachin

Surat -394230 Gujarat, INDIA

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Website : [www.amiorganics.com](http://www.amiorganics.com)

## NOTE :

1. An Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("SS- 2"), relating to Special Businesses as set out under Item Numbers 4 to 5, to be transacted at the Fifteenth Annual General Meeting ("AGM") of the Company and forms part of this Notice convening the 15th AGM of the Company ("the Notice"). The said Statement also contain the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs, Government of India ("MCA") issued General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 21/2021 and 02/2022 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 5, 2022, respectively, ("MCA Circulars") allowing, inter-alia, conduct of AGMs by Companies through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility upto December 31, 2022, in accordance with the requirements provided in paragraph 3 and 4 of the MCA General Circular No. 20/2020. In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 15th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 15th AGM shall be the Registered Office of the Company.
3. In terms of the MCA Circulars, physical attendance of members has been dispensed with and therefore, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by members under Section 105 of the Act will not be available for the 15th AGM. However, pursuant to Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM facility and e-Voting during the 15th AGM.
4. In terms of the MCA Circulars and relevant circulars issued by the Securities and Exchange Board of India, the Notice of the 15th AGM and Annual Report for the financial year ended March 31, 2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Registrar and share Transfer Agent (R&TA) / Depositories]. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.amiorganics.com](http://www.amiorganics.com) and websites of the Stock Exchanges, i.e., BSE India Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 [as amended], SS-2 issued by the ICSI and Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing remote e-Voting facility to its members in respect of the business to be transacted at the 15th AGM and facility for those members

participating in the 15th AGM to cast vote through e-Voting system. For this purpose, NSDL shall provide facility for voting through remote e-Voting, for participation through VC/ OAVM facility.

6. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM and /or for E Voting on the resolutions proposed. The said Resolution/Authorization for evoting shall be sent to the Scrutinizer by email through its registered email address to [kashyap.cs@gmail.com](mailto:kashyap.cs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
7. Members may join the 15th AGM through VC/ OAVM facility by following the procedure as mentioned hereinafter, which shall be kept open for the members from 11:15 A.M. IST i.e. 15 minutes before the time scheduled to start the 15th AGM and the Company may close the window for joining the VC/ OAVM facility 30 minutes after the scheduled time to start the 15th AGM.
8. Members may note that the VC/ OAVM facility provided by NSDL, allows participation of at least one thousand members on a first-come-first-served basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 15th AGM without any restriction on account of first-come-first-served basis.
9. Attendance of the members participating in the 15th AGM through VC/ OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. The details of the directors seeking appointment/reappointment as required by Regulation 36(3) of SEBI LODR Regulations and Secretarial Standards-2 issued by the Institute of Company Secretaries of India and notified by Central Government are annexed hereto. The Board of Directors recommend all the appointments/reappointments as proposed. The documents referred to in Explanatory Statement will be available for inspection at the Registered office of the Company during business hours. Members seeking to inspect the same can send an email to [investorinfo@amiorganics.com](mailto:investorinfo@amiorganics.com)
11. The Company has appointed M/s. Link InTime India Private Limited as the Registrars and Transfer Agents (R&TA) for investor services relating to shares of company.

## 12. Important dates for Members:

**Book Closure Date:** The Register of Members and Share Transfer Books in respect of the Equity Shares of the Company shall remain closed from Tuesday, August 2, 2022 to Tuesday, August 09, 2022 (both days inclusive) for the purpose of AGM.

**Cut-Off Date:** The Cut-Off Date for the purpose of determining the Members eligible for participation in remote e-Voting and voting at the AGM through e-Voting system is

Monday, August 1, 2022. A person who is not a Member as on the Cut-Off Date should treat this Notice of AGM for information purpose only. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date, as aforesaid.

**Remote e-Voting Period** commences on Saturday, August 6, 2022 from 9:00 A.M. (IST) and ends on Monday, August 8, 2022 at 5:00 P.M. (IST). Remote e-Voting will be disabled thereafter.

**E-Voting Facility at the AGM** will also be provided on the date of the AGM i.e., on Tuesday, August 9, 2022 to eligible Members who have not cast their votes through remote e-Voting and who attends the AGM through VC/ OAVM facility.

13. General instructions for accessing and participating in the 15th AGM through VC/ OAVM facility and voting through electronic means including remote e-Voting are as under:

### 1. Instructions for Remote e-voting:

- The remote e-Voting period will commence from August 6, 2022 at 09:00 A.M. IST and end on August 8, 2022 at 5:00 P.M. IST. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., August 1, 2022, may cast their vote electronically. The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- A person who is not a member as on the cut-off date should treat this Notice of the 15th AGM for information purpose only.
- The details of the process and manner for remote e-Voting are explained herein below:
- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>
- Step 2: Cast your vote electronically on NSDL e-Voting system.

#### Step 1: How to Log-in to NSDL e-Voting website.

##### I. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 09, 2020 on "e-Voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat account(s)/websites of Depositories/ Depository Participant(s) ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ("ESP") thereby not only facilitating seamless authentication but also ease and

convenience of participating in e-voting process. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>a. If you are already registered for <b>NSDL IDeAS</b> facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDeAS</b>" 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>b. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select "<b>Register Online for IDeAS</b>" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>d. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p>
<b>NSDL Mobile App is available on</b>	
   	
Individual Shareholders holding securities in demat mode with CDSL	<p>a. Existing users who have opted for Easi / Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>b. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>c. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>d. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once 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 options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining the virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

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

**II. Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode and members holding securities in physical form**

**How to Log-in to NSDL e-Voting website?**

- 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, your Password/OTP and a Verification Code as shown on the screen.

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

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
ii. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
iii. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
e. Password details for shareholders other than Individual shareholders are given below:	password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.	(ii) If your email ID is not registered, please follow steps mentioned below in <b>process for those shareholders whose email ids are not registered</b>
ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.	
III. How to retrieve your 'initial password'?	
(i) If your email ID is registered in your demat account or with the company, your 'initial	

- IV. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - i. Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - ii. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
- V. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- VI. Now, you will have to click on “Login” button.
- VII. After you click on the “Login” button, Home page of e-Voting will open.

#### **Step 2: Cast your vote electronically on NSDL e-Voting system.**

##### **How to cast your vote electronically on NSDL e-Voting system?**

- a. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle are open.
- b. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- c. Now you are ready for e-Voting as the Voting page opens.
- d. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- e. Upon confirmation, the message “Vote cast successfully” will be displayed.
- f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

##### **General Guidelines for shareholders**

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/

JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [kashyap.cs@gmail.com](mailto:kashyap.cs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “e-Voting” tab in their login.

- b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager or Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited at the designated email address: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address [investorinfo@amiorganics.com](mailto:investorinfo@amiorganics.com)

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

- a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investorinfo@amiorganics.com](mailto:investorinfo@amiorganics.com)
- b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investorinfo@amiorganics.com](mailto:investorinfo@amiorganics.com).
- c. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
- d. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

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

**Instructions for Members for participating in the 15th AGM through VC/ OAVM are as under:**

- a. The members will be provided with a facility to attend the 15th AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for "Access to NSDL e-Voting system". The link for VC/ OAVM will be available in "Shareholder/ Member login" where the EVEN ("E-voting Event Number") of the Company will be displayed (EVEN). After successful login, the members will be able to see the link of ("VC/ OAVM") placed under the tab "Join Meeting" against the name of the Company. On clicking this link, the members will be able to attend the 15th AGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-Voting instructions mentioned above in the notice, to avoid last minute rush.
- b. Members may join the Meeting through Laptops, Smartphones and Tablets. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Smartphones or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- c. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 15th AGM, from their registered email address, mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at [investorinfo@amiorganics.com](mailto:investorinfo@amiorganics.com) at least 48 hours in advance before the start of the meeting. Such questions by the members shall be taken up during the meeting and replied by the Company suitably.
- d. Members, who would like to express their view/ ask questions during the 15th AGM with regard to the financial statements or any other matter to be placed at the 15th AGM, need to pre-register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID number/ folio number and mobile number, to reach the Company's email address at [investorinfo@amiorganics.com](mailto:investorinfo@amiorganics.com) at least 48 hours in advance before the start of the meeting. Only those members who have pre-registered themselves as a

speaker will be allowed to express their view/ ask questions during the 15th AGM, depending upon the availability of time.

- e. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
- f. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 15th AGM.
- g. Institutional Investors who are members of the Company, are encouraged to attend and vote in the 15th AGM through VC/ OAVM facility.

**Instructions for Members for e-Voting during the 15th AGM are as under:**

- a) Members may follow the same procedure for e-Voting during the 15th AGM as mentioned above for remote e-Voting.
- b) Only those members/ shareholders, who will be present in the 15th AGM through VC/ OAVM facility and have not cast their vote on the Resolution(s) through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 15th AGM.
- c) Members who have cast their vote by remote e-Voting prior to the 15th AGM may also participate in the 15th AGM through VC/ OAVM facility. However, they shall not be entitled to cast their vote again.
- d) The Helpline details of the person who may be contacted by the member needing assistance with the use of technology, before or during the 15th AGM shall be the same persons mentioned for remote e-Voting and reproduced here for convenience:

Ms. Sarita Mote , Assistant Manager or Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, at the designated email address: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone nos.: 1800-1020-990 or 1800-224-430. Members may also write to the Company Secretary at the Company's email address [investorinfo@amiorganics.com](mailto:investorinfo@amiorganics.com)

**Other Guidelines for Members :**

- a. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of August 1, 2022.
- b. Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of the 15th AGM by email and holds shares as on the cut-off date i.e., August 1, 2022, may obtain the User ID and password by sending a request

to the email address at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “**Forgot User Details/ Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the 15th AGM.

d. During the 15th AGM, the Chairman shall, after response to the questions raised by the members in advance or as a speaker at the 15th AGM, formally propose to the members participating through VC/ OAVM facility to vote on the resolutions as set out in the Notice of the 15th AGM and announce the start of the casting of vote through the e-Voting system. After the members participating through VC/ OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 15th AGM.

e. Mr. Kashyap Shah of M/s. Kashyap Shah & Co. has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting vote through the e-Voting system during the meeting in a fair and transparent manner.

f. The Scrutinizer shall after the conclusion of e-Voting at the 15th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.

g. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.amiorganics.com](http://www.amiorganics.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

10. Electronic copy of the Annual Report for the financial year ended March 31, 2022 along with the Notice of the 15th AGM of the Company, inter alia indicating the process and manner of e-voting is being sent to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.

11. Pursuant to the MCA's Circular, the Company had earlier published newspaper advertisements urging its Members (who have not registered their e-mail IDs) to register their e-mail IDs at the earliest. However, Members who have still not registered their e-mail IDs, are requested to do so at the earliest, in the following manner:

- a. 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](https://linkintime.co.in/emailreg/email_register.html) by following the instructions mentioned therein.
- b. Members holding shares in dematerialised mode are requested to register/ update their e-mail address with the relevant Depository Participant.

12. Final Dividend on the Equity Share as recommended by the Board of Directors on the equity share capital of the Company i.e. Rs. 3 per Equity Share of face value of 10/- each for the FY ended 31st March 2022, if declared at the meeting, will be made payable within 30 days of declaration to those members whose names appear as beneficial owners as on cut off date, as per lists to be furnished by the depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited. Members who have not updated their bank account details for receiving the dividends directly in their bank accounts through electronic remittance may register the same at [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html)

13. Members holding shares in electronic form are hereby informed that bank particulars registered with their respective DPs, with whom they maintain their demat accounts, will be used by the Company for payment of dividend.

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

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

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

15. In case the Company is unable to pay the dividend to any Shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrants / pay order to such Shareholder by post.
16. As per the Income Tax Act, 1961 ("IT Act"), dividends paid or distributed by the Company after April 01, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to the shareholders, subject to approval of shareholders in the ensuing AGM. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof.
17. A separate email communication is being sent to the shareholders, informing the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate. The said communication and draft of the exemption forms and other documents will be available on the Company's website at [www.amiorganics.com](http://www.amiorganics.com). The resident and nonresident shareholders should upload the scanned copies of the requisite documents at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before August 1, 2022 to enable the Company to determine the appropriate TDS/withholding tax rate, as may be applicable.
18. Documents referred to in the accompanying Notice of the 15th AGM and the Explanatory Statement, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 15th AGM. During the 15th AGM, Members may access the scanned copy of these documents, upon Login to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

### Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:

#### Special Business : Item No. 4

As per the provision of Section 148 of the Companies Act, 2013 and as per Companies (Audit & Auditors) Rules, 2014, the proposal for Appointment of Cost Auditor was considered by the Board in its meeting held on May 16, 2022. The Board considered and approved the proposal to appoint M/s Chirag Vallabhbhai Vekariya & Co., as Cost Auditor of the Company for the F.Y. 2022-2023 at the remuneration of Rs. 2,00,000/- excluding out of pocket expenses plus applicable taxes. The resolution is being placed before the Members of the Company for the approval and ratification of the remuneration payable to the Cost Auditor.

None of the Directors, relative of Directors or Key Managerial Personnel of the Company are in any way concerned or interested in the resolution proposed under item no. 4.

Accordingly the Board recommends the resolution set forth in Item No. 4 of the notice for approval of the members as Ordinary Resolution.

#### Special Business : Item No. 5

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company proposed the re-appointment of Mr. Girikrishna Maniar [DIN 07515981], as Independent Director, for a second term of five consecutive years starting w.e.f April 23, 2023 till April 22, 2028 and whose office shall not be liable to retire by rotation.

Mr. Girikrishna Maniar was appointed as an Independent Director by members of the Company at the Extra Ordinary General Meeting held on April 23, 2018 for a term of five consecutive years starting w.e.f April 23, 2018 and holds office up to April 22, 2023.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his vast knowledge, background, varied experience and valuable contributions given, the continued association of Mr. Girikrishna Maniar would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director and accordingly commends this Special Resolution under Item Number 5 of the Notice convening the Company's fifteenth AGM to the Members for their approval.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). In terms of Regulation 25(8) of SEBI LODR Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the Management of the Company.

Brief particulars of Mr. Girikrishna Maniar in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI) are incorporated in the Report on Corporate Governance.

Except Mr. Girikrishna Maniar, the appointee, none of the other Directors or Promoters or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

**Accordingly, the Board recommends the resolution set forth in Item No. 4 as Ordinary Resolution and Item No. 5 as Special Resolution**

## ANNEXURE 1

### DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT / REGULARISATION AT THE FORTHCOMING AGM

Name of the Director	Mr. Chetankumar C. Vagharia	Mr. Girikrishna Maniar
DIN	01375540	07515981
Date of Birth and Age	April 11, 1974, Age 47 years	October 18, 1961 Age 61 years
Date of Appointment	June 12, 2007	April 23, 2018
Qualifications	Diploma in Man-Made Textile Processing.	FICWA, Cost Accountant B.Sc. [Chemistry & Computer Prog.] Diploma in Textile Chemistry
Experience and Expertise	Mr. Chetankumar C. Vagharia has around 20 years of experience in the specialty chemicals manufacturing sector. He is the promoter Director of Ami Organics Limited and is associated with the Company since its incorporation. He has rich and varied experience in production, operations, strategy & planning, purchase, logistics and people development in the chemical industry. Presently he is heading the human resource, Logistics and Dispatch, purchase and IT functions of Company and is also involved in the operations, business planning & strategy development of Company.	Mr. Girikrishna Maniar is having rich experience of more than 35 years in his capacity as cost Accountant and advisory roles in various MSME companies. His strong business acumen includes financial management, corporate negotiation, financial control and strategic planning, due diligence, cost control, organisational development. He has devised cost control systems and budgetary control systems in various industries like Chemicals, Pharmaceuticals, Textile Processing, Engineering and Pesticide industries.
Brief Resume	Mr. Chetankumar Vagharia is a Whole-time Director of the Company and has been associated with the Company since its incorporation. He holds a Diploma in Man-Made Textile Processing from the Mantra Education Institute, Surat. He has around 20 years of experience in the specialty chemicals manufacturing sector. He set up a partnership firm in Surat, CNR Intermediates, for manufacturing, purchasing and selling all kinds of chemicals, before founding the partnership firm Ami Organics in 2004.	Mr. Girikrishna Maniar is a Cost and Management Accountant from "The Institute of Cost Accountant of India". He is the senior partner in GMVP & Associates LLP, a leading cost advisory and auditing firm, serving the profession for 35 years. He joined the cost advisory and auditing in 1985 after completing his B.Sc. in Chemistry.
Number of Board Meetings attended during the year	12 out of 12	12 out of 12
List of Directorship of other Board	NIL	NIL
List of Membership / Chairmanship of Committees of other Board	NIL	NIL
Listed entities from which the person has resigned in the past 3 years	NIL	NIL
Shareholding in Ami Organics Limited	30,97,500 Equity Shares	NIL
Relationship with other Directors, Manager and other KMP of the Company	Not related to any Directors, Manager or other KMP of the Company.	Not related to any Directors, Manager or other KMP of the Company.
Terms and Conditions of re-appointment	Re appointment on rotation	Reappointment for a term of five consecutive years starting w.e.f April 23, 2023 till April 22, 2028
Details of remuneration last drawn (FY 21-22)	40 Millions during FY 2021-22	1.2 Millions including sitting fees and annual commission.
Details of remuneration sought to be paid	On recommendation of the Nomination and Remuneration committee and Board of Directors of Company remuneration aggregating to Rs. 46.2 Millions per annum and performance bonus if any, subject to the limits approved by members in the 14 <sup>th</sup> AGM.	Sitting fees of Rs. 30,000/- for attending meetings of Board and committees and annual commission as may be decided by the Board subject to the limit prescribed under section 197 read with Schedule V of the Companies Act, 2013
Justification for choosing the appointee for appointment as Independent Directors	NA	Mr. Girikrishna Maniar has contributed immensely for the growth and progress of company by his impeccable advisory contribution towards building strategies and plans, establishing costing and budget control systems, financial controls, organisational development etc. and the Board considers his continuation as an Independent Director in the best interests of the Company.