



# Ami Organics Limited

(Formerly known as Ami Organics Pvt. Ltd.)

CIN No.: U24100GJ2007PLC051093

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

**SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING ("EOGM") OF THE SHAREHOLDERS OF AMI ORGANICS LIMITED ("COMPANY") WILL BE HELD ON SUNDAY, AUGUST 8, 2021 AT 9.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO. 440/4, 5 & 6, ROAD NO. 82/A, GIDC SACHIN, SURAT – 394 230 GUJARAT, INDIA TO TRANACT THE FOLLOWING BUSINESS:**

**SPECIAL BUSINESS:**

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

**APPROVAL, ISSUE AND OFFER OF 16,58,374 FULLY PAID – UP EQUITY SHARES ON A PREFERENTIAL BASIS IN ONE OR MORE TRANCES:**

**"RESOLVED THAT** pursuant to the provisions of section 23, 39, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and such other rules and regulations made thereunder (including any amendments, statutory modification(s), substitution(s) and/or re-enactment thereof for the time being in force) (the "Act"), along with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and any other applicable SEBI regulations and subject to the provisions of Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 and any other rules, regulations notified under FEMA and circulars issued under FEMA, directions issued by Reserve Bank of India, any other law/ rules/ regulations/ guidelines, if any, of the statutory and other regulatory authority (including any amendments thereto or re-enactments thereof for the time being in force) as may be applicable, the Memorandum of Association and the Articles of Association of the Company, and subject to the approvals, permissions, consents and sanctions of any appropriate statutory or regulatory authority, institutions, or bodies corporate as may be required, and subject to such conditions as may be prescribed by any of them while granting such approval(s), consent(s), permission(s) and/or sanction(s) which may be accepted/agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot 1,658,374 (Sixteen Lakh Fifty-Eight Thousand Three Hundred and Seventy Four) fully paid-up equity shares having face value of Rs. 10/- (Rupees Ten only) each ("Equity Shares"), at the issue price of Rs. 603/- (Rupees Six Hundred and Three only) including a premium of Rs. 593/- (Rupees Five Hundred and Ninety-Three only) aggregating to an amount of Rs. 99,99,99,522/- (Rupees Ninety-Nine Crores, Ninety-Nine Lakhs, Ninety-Nine Thousand Five Hundred and Twenty-Two only), in the manner set out below (the "Issue"), in one or more tranches, on a preferential basis through issue of a private placement offer cum application letter on such terms and conditions as prescribed under the Act to the following subscribers:

Name of the subscribers	Registered Office Address	Equity Shares	Issue Price (Amount in INR)	Consideration (Amount in INR)
Plutus Wealth Management LLP	Block – Q, Mondeal Business Park – 2, Near Gurudwara, S.G. Highway Road, Bodakdev, Ahmedabad – 380054, Gujarat	497,512	603/-	299,999,736/-



EOGM Notice No. 01/2021-22 AMI ORGANICS LIMITED

Page 1 of 10

IIFL Special Opportunities Fund - Series 7	6 <sup>th</sup> Floor IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013	331,675	603/-	200,000,025/-
Malabar India Fund Limited	4th Floor, 19, Bank Street, Cybercity, Ebene 72201, Mauritius	729,685	603/-	440,000,055/-
Malabar Fund Managers LLP	The Point, 2nd Floor, 30 <sup>th</sup> Cross Road, Bandra (West), Mumbai 400050	99,502	603/-	59,999,706/-
<b>Total</b>		<b>16,58,374</b>		<b>999,999,522/-</b>

**RESOLVED FURTHER THAT** the equity shares to be created, offered, issued and allotted to the aforesaid shall rank pari passu in all respects with the existing equity shares of the Company (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

**RESOLVED FURTHER THAT** the monies received by the Company from the Investors for the application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Board be and is hereby authorized to issue to the subscribers, private placement offer cum application letter recorded in Form PAS-4 inviting the subscribers to subscribe to the Equity Shares and that the name of the subscribers be entered in the record maintained by the Company in the manner set out in Form PAS 5 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, prior to issuance of the Offer Letter.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue, allotment of Equity Shares, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing any clarification on the issue and allotment of Equity Shares, resolving any difficulties, effecting any modification(s), changes, variations, alteration, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.

**RESOLVED FURTHER THAT** the Board be and is hereby also authorised to delegate all or any of its powers to any officer(s) or authorised signatory(ies) to give effect to this resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.”

**By Order of the Board**

For and on behalf of Ami Organics Limited

*Ekta Kumari*

Ekta Kumari Srivastava

Company Secretary

Mem. No. A27323



Date : 07/08/2021

Place : Surat

Page 2 of 10

## NOTES

1. A member entitled to attend and vote at the Extra-Ordinary General Meeting ("meeting / EGM") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Provided that a proxy shall not have the right to speak at the meeting. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy provided that such person shall not act as proxy for any other person or shareholder.
2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the EGM pursuant to Section 113 of the Companies Act, 2013.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Item No.1 set out above is annexed hereto and forms part of this notice.
4. Members / Proxies should fill the attendance slip for attending the meeting and bring their attendance slips along with their copy of this notice at the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. All relevant documents referred to in this notice and the explanatory statement will be available for inspection by the members at the registered office of the Company.



**STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS.**

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**In respect of Item No. 1**

Board of Directors and Shareholders at their meeting held on February 22, 2021 and March 31, 2021, respectively considered and approved fund raising through Initial Public Offering ("IPO") combined with Offer for Sale ("OFS"). Consequently, on June 05, 2021, your Company filed Draft Red Herring Prospectus ("DRHP") with SEBI for its approval. In terms of the said resolution and the DRHP filed with SEBI our Company, in consultation with the book running lead managers has an option to consider a Pre-IPO Placement through a preferential offer or any other method as may be permitted in accordance with applicable laws, aggregating up to ₹ 100 cores prior to the filing of the Red Herring Prospectus with the RoC.

Accordingly, the Board of Directors of the Company ("Board") at their meeting held on August 7, 2021 proposed to issue and allot 16,58,374 fully paid-up equity shares at a price of INR 603/- (including a premium of INR 593/-) per share through preferential allotment to Plutus Wealth Management LLP, IIFL Special Opportunities Fund - Series 7, Malabar India Fund Limited, Malabar Fund Managers LLP, the details whereof are mentioned in the table below:

Name of the subscribers	Registered Office Address	Equity Shares	Issue Price (Amount in INR)	Consideration (Amount in INR)
Plutus Wealth Management LLP	Block – Q, Mondeal Business Park – 2, Near Gurudwara, S.G. Highway Road, Bodakdev, Ahmedabad – 380054, Gujarat	497,512	603/-	299,999,736/-
IIFL Special Opportunities Fund - Series 7	6 <sup>th</sup> Floor IIFL Centre, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013	331,675	603/-	200,000,025/-
Malabar India Fund Limited	4th Floor, 19, Bank Street, Cybercity, Ebene 72201, Mauritius	729,685	603/-	440,000,055/-
Malabar Fund Managers LLP	The Point, 2nd Floor, 30 <sup>th</sup> Cross Road, Bandra (West), Mumbai 400050	99,502	603/-	59,999,706/-
<b>Total</b>		<b>16,58,374</b>		<b>999,999,522/-</b>

In terms of Section 42 of the Companies Act, 2013 read with Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, issue of Equity Shares is required to be approved by the members of the Company by way of Special Resolution.

The Equity Shares issued pursuant to the aforementioned resolutions shall be subject to lock-in in accordance with applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.



Page 4 of 10

In this connection, the Company furnishes the following information in accordance with Companies (Share Capital and Debentures) Rules, 2014:

**1. Particulars of the offer including date of passing of Board Resolution:**

The Board has pursuant to its resolution dated August 6, 2021, accorded its approval for raising funds by issuing up to 16,58,374 fully paid-up Equity Shares of face value of INR 10 at a price of INR 603 each (including Premium of INR 593), on preferential basis through issue of private placement offer cum application letter. The Equity Shares to be allotted in the issue shall rank in all respects *pari passu* with the existing Equity Shares.

**2. Kinds of securities offered and the price at which security is being offered:**

Equity Shares ranking *pari passu* with the existing Equity Shares are offered at a price of INR 603 (including a premium of INR 593) per Equity Share.

**3. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made:**

Price arrived as per Valuation Report from Registered Valuer, Mr. Rakesh Kumar Tulsyan.

**4. Name and address of valuer who performed valuation:**

**5. The total number of securities to be issued:** 16,58,374 Equity Shares

**6. Amount which the company intends to raise by way of such securities:** INR 99,99,99,522/- (Rupees Ninety-nine Crores Ninety-nine Lakhs Ninety-nine Thousand Five Hundred Twenty-two only)

**7. Relevant date with reference to which the price has been arrived at:** August 6, 2021

**8. The class or classes of persons to whom the allotment is proposed to be made:** Certain identified Potential Investors :

Mr. Rakesh Kumar Tulsyan  
B-4, Vinay Tower,  
Kranti Nagar, Lokhandwala,  
Kandivali East, Mumbai 400101

**9. Material terms of raising such securities:**

Issue and allotment of 16,58,374 Equity Shares at a price of INR 603/- (including a premium of INR 593/-) at cash in one or more tranches.

**10. Proposed date of allotment:**

Within 30 days from the respective dates of receipt of Application Money for each tranche, or such other timeline as prescribed under any applicable laws.

**11. Purposes or objects of offer:**

1. Repayment/prepayment of certain financial facilities availed by our Company;
2. Funding working capital requirements of our Company; and
3. General corporate purposes.



**12. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

The Directors of the Company are not making any contribution either as part of the issue or separately in furtherance of such objects.

**13. Principle terms of assets charged as securities: Not Applicable**

**14. The names of the proposed allottees:**

As mentioned aforesaid in the notice.

**15. The number of persons to whom allotment on private placement have already been made during the year, in terms of number of securities as well as price:**

Nil.

**16. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable**

**17. The change in control, if any, in the company that would occur consequent to the preferential offer:**

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

**18. Intention of promoters, directors or key managerial personnel to subscribe to the offer: Promoters, directors or key managerial personnel of the Company do not intend to subscribe to the issue.**

**19. The pre-issue and post issue shareholding pattern of the company is as follows:**

Sr. No.	Category	Pre- issue		Post- issue	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A.	Promoters' holding				
1.	Indian				
	Individual	14,976,210	47.54	14,976,210	45.17
	Bodies Corporate	Nil	0.00	Nil	0.00
	Sub-Total	14,976,210	47.54	14,976,210	45.17
2.	Foreign Promoters	Nil	0.00	Nil	0.00
	Sub-Total (A)	14,976,210	47.54	14,976,210	45.17
B.	Non-Promoters' holding				
1.	Institutional investors	Nil	NIL	1,658,374	5.00
2.	Non-Institutional investors				
	Private corporate bodies	Nil	Nil	NIL	NIL
	Directors and relatives	1,312,500	4.17	1,312,500	3.96
	Indian Public	15,211,290	48.29	15,211,290	45.87
	Other [including Non-resident Indians	Nil	Nil	Nil	Nil



(NRIs)]				
<b>Sub-Total(B)</b>	<b>16523790</b>	<b>52.46</b>	<b>18182164</b>	<b>54.83</b>
<b>Grand Total</b>	<b>31,500,000</b>	<b>100.00</b>	<b>33,158,374</b>	<b>100.00</b>

The aforesaid Preferential Issue is within the Authorised Share Capital limit of the Company.

Accordingly, the Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item no.1 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice except to the extent of their directorship and shareholding in the Company.

**By Order of the Board**  
**For and on behalf of Ami Organics Limited**

Ekta Kumari

Ekta Kumari Srivastava  
 Company Secretary  
 Mem. No. 27323



Date: 07/08/2021  
 Place: Surat

**Form No. MGT-11**  
**PROXY FORM**

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U24100GJ2007PLC051093

Name of the Company: **AMI ORGANICS LIMITED**

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

Name of the Member(s):
Registered address:
E-mail Id:
Folio No. / Client Id:
DP ID:

I/We \_\_\_\_\_ being member(s) of \_\_\_\_\_ shares of the above-named company, hereby appoint

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on the Sunday, August 08, 2021 at 09.00 A.M. at the registered office of the Company situated at Plot No. 440/4, 5 & 6, Road No. 82/A, GIDC Sachin, Surat – 394 230 Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No**

Sr. No.	Particulars of Resolution	Assent	Dissent
1.	TO APPROVE ISSUE AND OFFER OF 16,58,374 FULLY PAID-UP EQUITY SHARES ON A PREFERENTIAL BASIS IN ONE OR MORE TRANCES		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Signature of Shareholder: \_\_\_\_\_

Affix revenue stamp

Signature of Proxy holder (s): \_\_\_\_\_

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company,

**AMI ORGANICS LIMITED**

**CIN: U24100GJ2007PLC051093**

**Regd. Office: Plot No. 440/4, 5 & 6, Road No. 82/A,**

**GIDC Sachin, Surat, Gujarat 394230 INDIA**

**Ph: +91-0261-2397193 -94-96**

**Email: [info@amiorganics.com](mailto:info@amiorganics.com)**

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

**ATTENDANCE SLIP**

Name of the Member(s):

.....

Registered address:.....

.....

.....

E-mail ID: .....

Folio No/DP ID-Client ID: .....

Number of Shares held: .....

I/We certify that I am a member / proxy of the Company.

**I hereby record my presence at the Extra Ordinary General Meeting of the Company to be held at the Registered office of the Company at Plot No. 440/4, 5 & 6, Road No. 82/A, GIDC Sachin, Surat, Gujarat 394230 at 09:00 A.M. on Sunday, 8<sup>th</sup> day of August, 2021.**

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**Name of the Member / Proxy**

(In Block Letters)

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**Signature of the Member / Proxy**

**Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall.**

## **ROUTE MAP :**

### **Surat Railway Station to AMI ORGANICS LIMITED**

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

Surat, Gujarat 394230 INDIA

