

# NOTICE

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

**NOTICE** is hereby given that the Sixteenth (16th) Annual General Meeting of members of **AMI ORGANICS LIMITED** (“the Company”) will be held on Monday, September 25, 2023 at 11.30 A.M. Indian Standard Time (IST) through Video conferencing (“VC”/ Other Audio Visual Means (“OAVM”), 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:

- Adoption of the Audited Standalone and Consolidated Financial Statements of the Company together with the schedules and notes attached thereto for the financial year ended on 31st March, 2023 along with the reports of the Board of Directors and Auditors thereon.**

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

“**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements including Balance Sheet as at March 31, 2023 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.”

- Declaration of Final Dividend for the financial year 2022-23:**

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

“**RESOLVED THAT** Final Dividend at the rate of 30% i.e Rs. 3/- (Rupees Three) per equity share of the face value of Rs. 10 (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 2023.”

- Re-appointment of Mr. Virendra Nath Mishra, who retires by rotation and being eligible, offers himself for re-appointment :**

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

“**RESOLVED THAT** Mr. Virendra Nath Mishra (DIN: 07815490), Whole Time Director of the Company, who

retires by rotation at this Annual General Meeting in accordance with section 152(6) 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 :

- Ratification of remuneration of Cost Auditors for financial year 2023-24:**

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

“**RESOLVED THAT** 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 Vallabhbbhai 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 the cost records of Company for the FY. 2023-24.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its Committees thereof), be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications as required by such authorities, for the purpose of giving effect to this Resolution and for matters connected therewith, or incidental thereto.”

- Reappointment of M/s Maheshwari & Co., as Statutory Auditors of Company for a second term of five consecutive years:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended, and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for re-appointment of M/s. Maheshwari & Co., Chartered Accountants (ICAI Firm Registration Number: FRN 105834W ) as the Statutory Auditors of the

Company for second term of five consecutive years, who shall hold office from the conclusion of the 16th Annual General Meeting till the conclusion of the 21st Annual General Meeting of the Company to be held in the year 2028, on such remuneration plus applicable taxes, out-of-pocket expenses, travelling and living expenses, as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**6. Approval of payment of remuneration to Mr. Nareshkumar Ramjibhai Patel (DIN:00906232), Executive Chairman & Managing Director:**

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

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the nomination and remuneration policy of company and pursuant to recommendation of the Nomination & Remuneration Committee (“NRC”) and the Board of Directors, approval of the Members of the Company be and is hereby accorded, for payment of remuneration, to Mr. Nareshkumar Ramjibhai Patel (DIN: 00906232) Executive Chairman & Managing Director of the Company (*re-appointed at the 14th Annual General Meeting of the Company held on May 15, 2021 for a tenure of 5 years w.e.f May 1, 2021 and approval of remuneration under Schedule V for a period of three years w.e.f May 1, 2021 till April 30, 2024*) on the terms and conditions approved by the Board as set out in the Explanatory Statement, during the remaining period i.e from May 1, 2024 till April 30, 2026, of his present tenure, and that such remuneration shall not exceed 5% (five percent) per annum of the net profits of Company calculated as per Section 198 of the Act, being the limit of remuneration specified to any one Managing Director or Whole Time Director or Manager under Section 197 of the Act, and if there are more than one such Director overall remuneration shall not exceed ten per cent. of the net profits to all such Directors taken together;

**RESOLVED FURTHER THAT** so long as Mr. Nareshkumar R. Patel functions as the Executive Chairman & Managing Director of the Company, and draws the remuneration as

mentioned above, he will not be entitled to any fees for attending the meetings of the Board of Directors or any Committee thereof.

**RESOLVED FURTHER THAT** the tenure of Mr. Nareshkumar R. Patel, Executive Chairman & Managing Director of the Company for a period of five years w.e.f. May 1, 2021 till April 30, 2026, as appointed by the members at the 14th Annual General Meeting held on May 15, 2021, shall remain unchanged and all other terms and conditions of appointment of Mr. Nareshkumar R. Patel, as approved earlier by the members at the 14th Annual General Meeting and which are not dealt with in this resolution, shall remain unaltered.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to vary and / or revise the remuneration of Mr. Nareshkumar R. Patel within limits permissible under the Companies Act 2013, and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**7. Approval of payment of remuneration to Mr. Chetankumar Chhaganlal Vaghasia (DIN:01375540), Whole Time Director:**

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

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the nomination and remuneration policy of company, and pursuant to recommendation of the Nomination & Remuneration Committee (“NRC”) and the Board of Directors, approval of the Members of the Company be and is hereby accorded, for payment of remuneration, to Mr. Chetankumar Chhaganlal Vaghasia (DIN:01375540) Whole Time Director of the Company, (*re-appointed at the 14th Annual General Meeting of the Company held on May 15, 2021 for a tenure of 5 years w.e.f May 1, 2021 and approval of remuneration under Schedule V for a period of three years w.e.f May 1, 2021 till April 30, 2024*) on the terms and conditions approved by the Board as set out in the Explanatory Statement, during the remaining period i.e from May 1, 2024 till April 30, 2026, of his present tenure, and that such remuneration shall not exceed 5% (five percent) per annum of the net profits of Company calculated as per Section 198 of the Act, being the limit of remuneration specified to any one Managing

Director or Whole Time Director or Manager under Section 197 of the Act, and if there are more than one such Director overall remuneration shall not exceed ten per cent. of the net profits to all such Directors taken together;

**RESOLVED FURTHER THAT** so long as Mr. Chetankumar C. Vaghasia functions as the Whole Time Director of the Company, and draws the remuneration as mentioned above, he will not be entitled to any fees for attending the meetings of the Board of Directors or any Committee thereof.

**RESOLVED FURTHER THAT** the tenure of Mr. Chetankumar C. Vaghasia, Whole Time Director of the Company for a period of five years w.e.f. May 1, 2021 till April 30, 2026, as appointed by the members at the 14th Annual General Meeting held on May 15, 2021, shall remain unchanged and all other terms and conditions of appointment of Mr. Chetankumar C. Vaghasia, as approved earlier by the members at the 14th Annual General Meeting and which are not dealt with in this resolution, shall remain unaltered.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to vary and / or revise the remuneration of Mr. Chetankumar C. Vaghasia within limits permissible under the Companies Act 2013, and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**8. Approval of the payment of remuneration to Mr. Virendra Nath Mishra (DIN 07815490), Whole Time Director :**

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

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (“**the Act**”) rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the nomination & remuneration policy of Company and recommendation of the Nomination & Remuneration Committee (“**NRC**”) and the Board of Directors, approval of the Members of the Company be and is hereby accorded, for payment of remuneration, to Mr. Virendra Nath Mishra (DIN: 07815490) Whole Time Director of the Company (appointed at the 14th Annual General Meeting of the Company held on May 15, 2021 for a tenure of 5 years w.e.f April 1, 2021 and approval of remuneration under Schedule V for a period of three years w.e.f April 1, 2021 till March

31, 2024) on the terms and conditions approved by the Board as set out in the Explanatory Statement, during the remaining period i.e from April 1, 2024 till March 31, 2026, of his present tenure, and that such remuneration shall not exceed 5% (five percent) per annum of the net profits of Company calculated as per Section 198 of the Act , being the limit of remuneration specified to any one Managing Director or Whole Time Director or Manager under Section 197 of the Act, and if there are more than one such Director overall remuneration shall not exceed ten per cent. of the net profits to all such Directors taken together;

**RESOLVED FURTHER THAT** so long as Mr. Virendra Nath Mishra functions as the Whole Time Director of the Company, and draws the remuneration as mentioned above, he will not be entitled to any fees for attending the meetings of the Board of Directors or any Committee thereof.

**RESOLVED FURTHER THAT** the tenure of Mr. Virendra Nath Mishra, Whole Time Director of the Company for a period of five years w.e.f. April 1, 2021 till March 31, 2026, as appointed by the members at the 14th Annual General Meeting held on May 15, 2021, shall remain unchanged and all other terms and conditions of appointment of Mr. Virendra Nath Mishra, as approved earlier by the members at the 14th Annual General Meeting and which are not dealt with in this resolution, shall remain unaltered.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) be and is hereby authorised to vary and / or revise the remuneration of Mr. Virendra Nath Mishra within limits permissible under the Companies Act 2013, and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Sd/-

**Ekta Kumari Srivastava**  
Company Secretary

Date : August 25, 2023  
Place: Surat

**Registered Office :**

Plot No. 440/4, 5 & 6, Road No. 82/A , GIDC, Sachin  
Surat -394230 Gujarat, INDIA  
CIN : L24100GJ2007PLC051093  
Tel : + 91 7573015366  
Email : investorinfo@amiorganics.com  
Website : www.amiorganics.com

## NOTES :

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 8, to be transacted at the Sixteenth Annual General Meeting (“AGM”) of the Company and forms part of this Notice convening the 16th 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. Pursuant to General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No.20/2020 dated May 5, 2020, No. 02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, No. 2/2022 dated May 5, 2022 and No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as ‘MCA Circulars’), the Company is convening the 16th Annual General Meeting (AGM) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 (SEBI Circulars) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)
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 16th 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 16th AGM.
4. In terms of the MCA Circulars and relevant circulars issued by the Securities and Exchange Board of India, the Notice of the 16th AGM and Annual Report for the financial year ended March 31, 2023 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 2022-23 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. The AGM Notice is also available on the e-voting website of Link Intime India Private Limited (“Link Intime”) (agency for providing the Remote e-Voting facility) i.e. <https://instavote.linkintime.co.in>
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 16th AGM and facility for those members participating in the 16th AGM to cast vote through e-Voting system. For this purpose, Linkin Time India Private Limited (LIPL) 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 [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
7. Members may join the 16th 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 16th AGM and the Company may close the window for joining the VC/OAVM facility 30 minutes after the scheduled time to start the 16th AGM.
8. Members may note that the VC/ OAVM facility provided by LIPL, 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 16th AGM without any restriction on account of first-come-first-served basis.
9. Attendance of the members participating in the 16th 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/ remuneration 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. Linkin Time 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, September 19, 2023 to Monday, September 25, 2023 (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, September 18, 2023. 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 Friday, September 22, 2022 from 9:00 A.M. (IST) and ends on Sunday, September 24, 2023 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 Monday, September 25 2023 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 16th 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 Friday, September 22, 2023 at 09:00 A.M. IST and end on Sunday, September 24, 2023 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., September 18, 2023, 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 16th AGM for information purpose only.
- The details of the process and manner for remote e-Voting are explained herein below:

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>a. Existing IDeAS user can visit the e-Services website of NSDL viz... <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</p> <p>b. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</p>

Type of shareholders	Login Method								
Individual Shareholders holding securities in demat mode with CDSL	<p>a. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>b. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>c. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option</p> <p>d. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>								
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. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.								
Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below	<p>Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <p>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -</p> <p>A. <b>USER ID</b> : Enter your User ID details as given below:</p> <table border="1"> <thead> <tr> <th>Manner of Holding Shares</th> <th>User ID</th> </tr> </thead> <tbody> <tr> <td>For members who hold shares in demat account with CDSL</td> <td>16 digit Beneficiary ID</td> </tr> <tr> <td>For members who hold shares in demat account with NSDL</td> <td>8 Character DP ID followed by 8 Digit Client ID</td> </tr> <tr> <td>For members who hold shares in physical form</td> <td>Event No. + Folio number registered with he Company</td> </tr> </tbody> </table> <p>B. <b>PAN</b>: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. <b>DOB/DOI</b> : Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p>	Manner of Holding Shares	User ID	For members who hold shares in demat account with CDSL	16 digit Beneficiary ID	For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID	For members who hold shares in physical form	Event No. + Folio number registered with he Company
Manner of Holding Shares	User ID								
For members who hold shares in demat account with CDSL	16 digit Beneficiary ID								
For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID								
For members who hold shares in physical form	Event No. + Folio number registered with he Company								

Type of shareholders	Login Method
	<p>D. <b>Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company</p> <p><i>*Shareholders holding shares in <b>physical form</b> but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</i></p> <p><i>*Shareholders holding shares in <b>NSDL form</b>, shall provide 'D' above Shareholders holding shares in CDSL form, shall provide 'C' or 'D', above.</i></p> <ul style="list-style-type: none"> <li>• Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li>• Click “confirm” (Your password is now generated).</li> </ul> <p>2. Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab.</p> <p>Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’</p>
Cast your vote electronically	<ol style="list-style-type: none"> <li>1. After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</li> <li>2. E-voting page will appear.</li> <li>3. Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘<b>View Resolution</b>’ file link).</li> <li>4. After selecting the desired option i.e. Favour / Against, click on ‘<b>Submit</b>’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘<b>No</b>’ and accordingly modify your vote.</li> </ol>

#### Guidelines for Institutional shareholders:

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

#### Individual Shareholders holding securities in Physical mode e-voting service Provider is LINKINTIME has forgotten the password:

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

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

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

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

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

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

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a

request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: – Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

**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 : 022 – 4886 7000 and 022 – 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions (‘FAQs’) and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in> , under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: – Tel: 022 –4918 6000

Aadhar (self-attested scanned copy of Aadhar card) to [investorinfo@amiorganics.com](mailto:investorinfo@amiorganics.com). If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in demat mode.

- c) Alternatively, members may send a request to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) for procuring User ID and Password for e-voting by providing above mentioned documents.

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

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility

- a) In case shares are held in physical mode please provide folio no., name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar card) by e-mail to [investorinfo@amiorganics.com](mailto:investorinfo@amiorganics.com) or rnt. [helpdesk@linkintime.co.in](mailto:helpdesk@linkintime.co.in)
- b) In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card),

**Process and manner for attending the Annual General Meeting through InstaMeet:**

Shareholders also have an option to click on the URL provided to attend the meeting. Please read the instructions carefully and participate in the meeting. For any support, shareholders may also call the RTA on the dedicated number provided in the instructions.

1. **Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.**

DP ID / Client ID or Beneficiary ID or Folio No	Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
PAN	Enter your 10–digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable)
Mobile No	Enter your mobile number
Email ID	Enter your email id, as recorded with your DP/Company.

2. Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

- Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 16th 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 Chairman suitably.
- Members, who would like to express their view/ ask questions during the 16th AGM with regard to the financial statements or any other matter to be placed at the 16th 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 16th AGM, depending upon the availability of time.
- 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.
- The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 16th AGM.

Institutional Investors who are members of the Company, are encouraged to attend and vote in the 16th AGM through VC/ OAVM facility.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.**

**Instructions for Shareholders / Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

- On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- Enter your 16–digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
- After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 16th AGM.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175

**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 September 18, 2023.
  - b. Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of the 16th AGM by email and holds shares as on the cut-off date i.e., September 18, 2023, may obtain the User ID and password by sending a request to the email address at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) However, if you are already registered with NSDL/CDSL 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 [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
  - c. During the 16th AGM, the Chairman shall, after response to the questions raised by the members in advance or as a speaker at the 16th AGM, formally propose to the members participating through VC/ OAVM facility to vote on the resolutions as set out in the Notice of the 16th 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 16th AGM.
  - d. Mr. Kashyap Shah of M/s. Kashyap Shah & Co. has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and casting of vote through the e-Voting system during the meeting in a fair and transparent manner.
  - e. The Scrutinizer shall after the conclusion of e-Voting at the 16th 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.
  - f. 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 LIPL at <https://instavote.linkintime.co.in/> 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.
14. Electronic copy of the Annual Report for the financial year ended March 31, 2023 along with the Notice of the 16th 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.
  15. Pursuant to the MCA's Circular, the Company has 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.
  16. 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 2023, 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.

17. 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.
18. 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.
19. 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
20. 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.
21. 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.
22. A separate email communication shall be 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 September 18, 2023 to enable the Company to determine the appropriate TDS/ withholding tax rate, as may be applicable.
23. Documents referred to in the accompanying Notice of the 16th 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 16th AGM. During the 16th AGM, Members may access the scanned copy of these documents, upon Log-in to LIPL e-Voting system at <https://instavote.linkintime.co.in/>.

## 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 13, 2023. The Board considered and approved the proposal to appoint M/s Chirag Vallabhnbhai Vekariya & Co., as Cost Auditor of the Company for the FY. 2023-24 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 Audit Committee, the Board of Directors of the Company proposes the re-appointment of M/s Maheshwari & Co. as the Statutory Auditors of the Company for second term of five consecutive years.

M/s. Maheshwari & Co., Chartered Accountants (ICAI Firm Registration Number: FRN 105834W), ("the Audit Firm"), were appointed as Statutory Auditors of the Company at the 11th Annual General Meeting ('AGM') held on May 26, 2018 to hold office for a period of five years from the conclusion of the 11th AGM till the conclusion of the 16th AGM of Company. The present term of the Statutory Auditors shall get completed on the conclusion of the ensuing 16th AGM of the Company scheduled to be held on September 25, 2023. M/s. Maheshwari & Co have confirmed that they are eligible for the proposed re-appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company and its subsidiary according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

The Audit committee and Board of Directors have evaluated the proposal of re-appointment of Statutory Auditors and after considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, quality of reports among others, it was found that M/s. Maheshwari & Co. is suited and eligible for reappointment. Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. Maheshwari & Co, Chartered Accountants, having registration No. FRN 105834W, as the Statutory Auditors of the Company for the second and final term of five consecutive years, who

shall hold office from the conclusion of the 16th AGM till the conclusion of the 21st AGM of the Company. The Board of Directors have approved a remuneration of Rs. 15 (Fifteen) Lakhs for conducting the audit of financial results and financial statements of Company for the financial year 2022-23, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals. The remuneration proposed to be paid to the Statutory Auditors during their second and final term would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may during the tenure of appointment, alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

### Brief Profile of Statutory Auditors:

M/s. Maheshwari & Co., duly established under the Indian Chartered Accountants Act 1949, is a multi-disciplinary audit firm catering to various clients in diverse sectors, providing Audit and allied services since 1969. It has Head Office in Mumbai and has 5 branch offices in Surat, Ahmedabad, Jaipur, Indore, Hyderabad and New Delhi. The Audit Firm is registered with the Institute of Chartered Accountants of India (ICAI) and holds Peer Review certificate issued by ICAI. M/s. Maheshwari & Co. have given their consent for their re-appointment as Statutory Auditors of the Company and have confirmed that their re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. Maheshwari & Co. have confirmed that they are eligible for the proposed re-appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder.

Accordingly, the Board recommends the resolution set out at Item No. 5 of the Notice for approval by the Members by way of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

### Item No. 6, 7 & 8

Pursuant to Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole Time Director, and its Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act. However, the total managerial remuneration to one Managing Director / Whole Time Director should not exceed 5% of the net profits of the company and to all such executive Directors shall not exceed 10% of the net profits of the Company for that financial year.

Based on the nomination & remuneration policy and recommendation of Nomination and Remuneration

Committee and the Board, the members of Company at its 14th Annual General Meeting held on May 15, 2021, reappointed Mr. Nareshkumar R. Patel (DIN: 00906232) as the Executive Chairman and Managing Director of Company and Mr. Chetankumar C. Vaghasia, (DIN 01375540 ) as Whole Time Director for a period of 5 (five) years effective from May 1, 2021 till April 30, 2026 and Mr. Virendra Nath Mishra (DIN 07815490) as Whole Time Director for a period of 5 (five) years effective from April 1, 2021 till March 31, 2026 and approved the payment of remuneration to them vide Special Resolution No. 4, 5 & 6 respectively passed at the 14th AGM. However, since the Company's profit were inadequate for managerial remuneration, the remuneration of Managing Director and Whole Time Directors were approved in accordance with the provisions of Schedule V of the Companies Act, 2013, for a period of three years, starting from May 1, 2021 till April 30, 2024 for Mr. Nareshkumar R. Patel and Mr. Chetankumar C. Vaghasia; and from April 1, 2021 till March 31, 2024 for Mr. Virendra Nath Mishra.

Therefore, it is now proposed to seek members' approval for the remuneration payable to Mr. Nareshkumar R. Patel, Managing Director, and Mr. Chetankumar C. Vaghasia, Whole Time Director for the remaining tenure of two years starting from May 1, 2024 till the end of their current tenure i.e. April 30, 2026 and for Mr. Virendra Nath Mishra, Whole Time Director, for a period of another two years starting from April 1, 2024 till the end of his current tenure i.e. March 31, 2026, in terms of the applicable provisions of the Act. Provided however that the overall managerial remuneration payable to all the Executive Directors shall remain within the limit of 10% of net profits prescribed under Section 197 of the Companies Act and remuneration payable to any one of the Managing Director / Whole Time Director shall not exceed the limit of 5% of the net profits calculated under section 167 of the Act.

Further, pursuant to the provision of Regulation 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the fees or compensation payable to Executive Directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if the annual remuneration payable to such Executive Director exceeds Rs. 5 Crore or 2.5% of the net profits of the Company, whichever is higher; or where there is more than one such Director, the aggregate annual remuneration to such directors exceeds 5% of the net profits of the Company. The proposed special resolutions, being approved in respect of resolutions set out at Item No. 6, 7 & 8 of this Notice would also be in compliance with the requirements of SEBI Listing Regulation.

The Company has not committed any default in repayment of any of its debt (including public deposits) or debentures or

interest payable thereon for a continuous period of thirty days in the preceding financial year. In case of your Company, the overall managerial remuneration paid /payable to all Executive Directors is within the statutory limits of 10% of Net Profit of the Company and remuneration payable to Managing Director and Whole Time Directors individually is also within the limits of 5% of Net Profit of the Company during the financial year ending FY 2022-23. Company is hopeful that the aforementioned managerial remuneration shall also remain within the limits prescribed under section 197 of the Companies Act, 2013 for the remaining tenure of the managerial persons.

The Managing Director Mr. Nareshkumar R. Patel and his relatives are interested or concerned, financially or otherwise in the Special Resolutions set out at Item No. 6 of the accompanying Notice. Mr. Chetankumar C. Vaghasia, Whole Time Director and his relatives are interested or concerned, financially or otherwise in the Special Resolutions set out at item No 7 of the accompanying notice and Mr. Virendra Nath Mishra, Whole Time Director and his relatives are interested or concerned, financially or otherwise in the Special Resolutions set out at item No 8 of the accompanying Notice. Except above, no other Key Managerial Personnel of the Company including their relatives are interested or concerned, financially or otherwise, in the Special Resolutions set out at Item Nos. 6, 7 & 8 of the accompanying Notice.

#### i. Information about the Directors:

##### Background Details:

Mr. Nareshkumar R. Patel and Mr. Chetankumar C. Vaghasia are founder promoters of the Company since inception. They have been associated with the management of the Company since inception & have been holding the position of Managing Director and Whole Time Director since long. Both of them have vast experience in chemical and bulk drugs industries. Mr. Virendra Nath Mishra has also been associated with the Company since incorporation. He has been Production head and later designated as Director -Operations and Whole Time Director of the Company.

- ii. Past Remuneration: During the FY 2022-23 Mr. Nareshkumar R. Patel has been paid a gross remuneration aggregating to Rs. 46.86 million, Mr. Chetankumar C. Vaghasia has been paid Rs. 46.2 million and Mr. Virendra Nath Mishra has been paid a remuneration aggregating to Rs. 13.2 million (exclusive of TDS deduction) as per the below salary structure. Mr. Nareshkumar R. Patel, Mr. Chetankumar C. Vaghasia and Mr. Virendra Nath Mishra being a Director in the Wholly owned subsidiary Company, Ami Organics Electrolytes Private Limited have not derived any remuneration from the wholly owned subsidiary company.

**Present salary structure:**

Sr. No.	Description	Nareshkumar Patel Monthly (Rs.)	Chetankumar Vaghasia Monthly (Rs.)	Virendra Nath Mishra Monthly (Rs.)
1	Basic	21,47,750	21,17,500	6,05,000
2	House Rent Allowance	6,44,325	6,35,250	1,81,500
3	Reimbursement of expenditure like Vehicle, Fuel & Maintenance, Books, Telephone /Internet etc.	29,500	29,500	29,500
4	Other Personal Allowances	10,83,425	10,67,750	2,11,400
5	PF Contribution	-	-	72600
	<b>Grand Total</b>	<b>39,05,000</b>	<b>38,50,000</b>	<b>11,00,000</b>

**iv. Remuneration Proposed –**

**Mr. Nareshkumar R. Patel** – The remuneration proposed to Mr. Nareshkumar R. Patel is as under :

(a) By way of Salary, perquisites and allowances, aggregating to Rs. 41,00,000/- (Forty one lakhs only) per month with authority to the Board of Directors to revise the salary from time to time.

(b) Annual Performance Bonus or Incentives upon availability of net profits based upon the audited / unaudited financial statements of the Company during the year or half year. and as may be decided by the Board from time to time, upon recommendation by Nomination & Remuneration Committee on an yearly / half yearly review of the performance appraisal of Mr. Nareshkumar R. Patel, subject to a ceiling of one month of gross salary last drawn.

Provided however that the total remuneration payable to Mr. Nareshkumar R. Patel including salary, perquisites, allowances, performance bonus / incentives etc. shall be subject to the overall limit of 5% individually and 10 % of net profits of the Company, as per Section 197 of the Act, for all Managing Director and Whole Time Directors taken together.

(c) In addition to above mentioned remuneration, Mr. Nareshkumar R. Patel shall be entitled to the following perquisites and allowances, which shall not be included in computation of said ceiling limit for the remuneration:

- Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
- Gratuity payable as per the rules of the Company.
- Leave encashment at the end of the tenure.
- The provision for use of Company's car with driver for official use.

(v) Reimbursement of all reasonable expenses including travelling, business & entertainment expenses incurred bonafide in connection with business of the Company.

**Mr. Chetankumar C. Vaghasia** - The remuneration proposed to Mr. Chetankumar C. Vaghasia is under

(a) By way of Salary, perquisites and allowances, aggregating to Rs. 40,43,000 (Forty Lakhs and forty three thousand only) per month with authority to the Board of Directors to revise the salary from time to time.

(b) Annual Performance Bonus or Incentives upon availability of net profits based upon the audited / unaudited financial statements of the Company during the year or half year. and as may be decided by the Board from time to time, upon recommendation by Nomination & Remuneration Committee on an yearly / half yearly review of the performance appraisal of Mr. Chetankumar C. Vaghasia, subject to a ceiling of one month of gross salary last drawn.

Provided however that the total remuneration payable to Mr. Chetankumar C. Vaghasia including salary, perquisites, allowances, performance bonus / incentives etc. shall be subject to the overall limit of 5% individually and 10 % of net profits of the Company, as per Section 197 of the Act, for all Managing Director and Whole Time Directors taken together.

(c) In addition to above mentioned remuneration, Mr. Chetankumar C. Vaghasia shall be entitled to the following perquisites and allowances, which shall not be included in computation of said ceiling limit for the remuneration:

- Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
- Gratuity payable as per the rules of the Company.
- Leave encashment at the end of the tenure.

- (iv) The provision for use of Company's car with driver for official use.
- (v) Reimbursement of all reasonable expenses including travelling, business & entertainment expenses incurred bonafide in connection with business of the Company

**Mr. Virendra Nath Mishra** – The remuneration proposed to Mr. Virendra Nath Mishra is as under

- (a) By way of Salary, perquisites and allowances aggregating to Rs. 11,55,000/- (Eleven Lakhs and fifty five thousand only) per month with authority to the Board of Directors to revise the salary from time to time.
- (b) Annual Performance Bonus or Incentives upon availability of net profits based upon the audited / unaudited financial statements of the Company during the year or half year. and as may be decided by the Board from time to time, upon recommendation by Nomination & Remuneration Committee on a yearly / half yearly review of the performance appraisal of Mr. Virendra Nath Mishra subject to a ceiling of one month of salary last drawn.

Provided however that the total remuneration payable to Mr. Virendra Nath Mishra including salary, perquisites, allowances, performance bonus / incentives etc. shall be subject to the overall limit of 5% individually and 10 % of net profits of the Company, as per Section 197 of the Act, for all Managing Director and Whole Time Directors taken together.

- (c) In addition to above mentioned remuneration, Mr. Virendra Nath Mishra shall be entitled to the following perquisites and allowances, which shall not be included in computation of said ceiling limit for the remuneration:

- (i) Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
- (ii) Gratuity payable as per the rules of the Company.
- (iii) Leave encashment at the end of the tenure.
- (iv) The provision for use of Company's car with driver for official use.
- (v) Reimbursement of all reasonable expenses including travelling, business & entertainment expenses incurred bonafide in connection with business of the Company.

Accordingly, the Board recommends the Special Resolution as set out in Item 6, 7 & 8 for approval of the Members.

Mr. Nareshkumar R. Patel, Mr. Chetankumar C. Vaghasia and Mr. Virendra Nath Mishra are interested in the resolution set out at Item No. 6, 7 & 8 respectively. The relatives of Mr. Nareshkumar R. Patel, Mr. Chetankumar C. Vaghasia and Mr. Virendra Nath Mishra may be deemed to be interested in the resolution set out at Item No. 6, 7 & 8 respectively of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

## ANNEXURE I

### DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT / REGULARISATION / REMUNERATION AT THE 16TH AGM

Name of the Director	Mr Nareshkumar R. Patel	Mr. Chetankumar C. Vaghasia	Mr. Virendra Nath Mishra
DIN	00906232	01375540	07815490
Date of Birth and Age	September 20, 1974 Age 47 years	April 11, 1974 Age 47 years	January 11, 1971 Age 52 years
Date of Appointment	June 12, 2007	June 12, 2007	Associated with the Company since 2004 and as Director of Company since March 3, 2021.
Qualifications	Bachelor of Engineering (Chemical)	Diploma in Man-Made Textile Processing.	Master of Science (Chemistry)
Experience and Expertise	Mr. Nareshkumar R. Patel is the Promoter Director designated as Executive Chairman and Managing Director of Ami Organics Limited. He has been associated with the Company since its inception and has extensive experience in the global generic pharma business. He is responsible for handling the Chemical Engineering Research & Development, Marketing, Secretarial & Legal, Finance and Product Implementation divisions of the Company. He has an experience of more than 21 years in the chemical & pharma industry. As a specialist in Strategic Business Planning, he has hands on experience in corporate leadership, managing multi technology cross functional teams, developing Research & Development strategies and building new model for growth for the company.	Mr. Chetankumar C. Vaghasia has around 21 years of experience in the Speciality 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. Virendra Nath Mishra has vast knowledge and expertise in heading the production & operations of chemical company. He has an experience of more than 29 years in the chemical industry. At present he handles the implementation of strategic business decisions like acquisitions, project planning Inventory control, Cost Control, Pilot Plant, development of Company. He is instrumental in managing the day to day affairs of the Company.
Brief Resume	Mr. Nareshkumar R. Patel is the Executive Chairman & Managing Director of Ami Organics Ltd. He alongwith co promoters founded the company in 2004. Over the past 20 years, he has nurtured Ami Organics to emerge as one of the leading advanced intermediate manufacturing company in India, having applications, in pharmaceutical & speciality chemicals. He holds Bachelor of Engineering (Chemical) from the Gujarat University.	Mr. Chetankumar Vaghasia 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 21 years of experience in the speciality chemicals manufacturing sector.	Virendra Nath Mishra is the Whole-Time Director of the Company. He holds a Bachelor of Science degree from the Veer Bahadur Singh Purvanchal University, Jaunpur and holds a Master of Science (Chemistry) degree from the Poorvanchal University, Jaunpur. He was initially appointed as production manager in the Company and has been associated with the Company since 2005. He was subsequently appointed as the Director - Operation in the Company from April 2018. Presently he holds the position of Whole Time Director of Company.

<b>Name of the Director</b>	<b>Mr Nareshkumar R. Patel</b>	<b>Mr. Chetankumar C. Vaghasia</b>	<b>Mr. Virendra Nath Mishra</b>
Number of Board Meetings attended during the year	8 out of 8	7 out of 8	7 out of 8
List of Directorship of other Board	Ami Procure Private Limited Ami Organics Electrolytes Private Limited	Ami Procure Private Limited Ami Organics Electrolytes Private Limited	Ami Organics Electrolytes Private Limited
List of Membership / Chairmanship of Committees of other Board	<b>At Ami Organics Ltd.</b> Chairman – 1. IPO Committee 2. Risk Management Committee Member : 1. CSR Committee 2. Stakeholders Relationship Committee	<b>At Ami Organics Ltd.</b> Member of 1. Risk Management Committee 2. CSR Committee 3. Stakeholders Relationship Committee 4. IPO Committee	<b>At Ami Organics Ltd.</b> Member – IPO Committee
Listed entities from which the person has resigned in the past 3 years	NIL	NIL	NIL
Shareholding in Ami Organics Limited	40,03,710 Equity Shares	30,97,500 Equity Shares	3,30,000 Equity Shares
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.	Not related to any Directors, Manager or other KMP of the Company.
Terms and Conditions of re-appointment	NA	NA	Re appointment on rotation
Details of remuneration last drawn (FY 2022-23)	Rs. 46.8 Million during FY 2022-23	Rs. 46.2 Million during FY 2022-23	Rs 13.2 Million during FY 2022-23
Details of remuneration sought to be paid	Subject to the approval of the members at the ensuing AGM monthly remuneration to be paid is 4.1 Million	Subject to the approval of the members at the ensuing AGM monthly remuneration to be paid is 4.04 Million per month.	Subject to the approval of the members at the ensuing AGM monthly remuneration to be paid is 1.15 Million per month.
Justification for choosing the appointee for appointment as Independent Directors	NA	NA	NA