

Parinee Crescenzo, "A" Wing, 1102, 11th Floor,
"G" Block, Plot No. C38 & C39,
Behind MCA, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051, India.
Phone : 91-22-6124 0444 / 6124 0428
Fax : 91-22-6124 0438
E-mail : vinati@vinatiorganics.com
Website : www.vinatiorganics.com
CIN : L24116MH1989PLC052224



April 2, 2024

BSE Limited

(Listing Department)
P. J. Towers, 1st Floor,
Dalal Street, Mumbai – 400 001.

Scrip Code: 524200

National Stock Exchange of India Ltd.

Listing Department,
Exchange Plaza, Plot No. C/1, 'G' Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051.

NSE Symbol: VINATIORGA / Series: EQ

Dear Sir/Madam,

Sub: Notice of Postal Ballot - Regulation 30

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Notice of Postal Ballot along with the Explanatory Statement for seeking approval of the Shareholders of the Company through remote e-Voting for the following Special Business as set out in the Notice of Postal Ballot:

- a) Appointment of Dr. Prashant Barve (DIN: 10455836) as an Independent Director of the Company for a period of 5 (Five) consecutive years w.e.f. April 1, 2024 to March 31, 2029;
- b) Continuation of the Directorship of Mr. J.C. Laddha (DIN: 00118527), as a Non-Executive, Independent Director of the Company after he attains the 75 years of age;
- c) Reappointment of Prof. M. Lakshmi Kantam (DIN: 07831607) as a Non-Executive, Independent Director of the Company to hold office for a second term of five consecutive years w.e.f. May 11, 2024 to May 10, 2029.

In compliance with the circulars of the Ministry of Corporate Affairs issued from time to time, the said Notice is being sent electronically only to the Members whose names appear in the Register of Members/ Register of Beneficial Owners and who have already registered their e-mail address with the Depositories/their Depository Participant/the Company's Registrar and Share Transfer Agents Link Intime India Private Limited/the Company as on **Friday, March 22, 2024 (Cut-off date)**.

The Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide remote e-voting facility to the Members of the Company. The remote e-Voting facility will commence from **09:00 a.m. (I.S.T.) on Saturday, April 6, 2024** and shall end at **05:00 p.m. (I.S.T.) on Sunday, May 5, 2024**. The e-Voting module shall be disabled by NSDL for remote e-voting thereafter.

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CIN : L24116MH1989PLC052224



The said Notice of Postal Ballot is also available on the website of the Company at www.vinatiorganics.com and on the website of NSDL at www.evoting.nsdl.com.

We request you to kindly take the same on record and disseminate appropriately.

Thanking you,

Yours faithfully,

For **Vinati Organics Limited**

Milind Wagh
Company Secretary/Compliance Officer

Encl: Annexure



VINATI ORGANICS LIMITED

Regd. Off.: B-12 & B-13/1, MIDC Indl. Area, Mahad - 402 309, Dist. Raigad, Maharashtra, India.

Phone : +91-22-61240444/28, **Fax :** +91-22-61240438

CIN : L24116MH1989PLC052224, **Email :** shares@vinatiorganics.com, **Website :** www.vinatiorganics.com

NOTICE OF POSTAL BALLOT

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that it is proposed to seek the consent of the members ("Members") of Vinati Organics Limited ("Company"), for the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice ("the Notice" or "the Postal Ballot Notice").

In compliance with Regulation, 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company/depository participant(s). The details of the procedure to cast the vote form part of the 'Notes' to this Notice.

The Board has appointed Mr. Vijay Kumar Mishra (Membership No. FCS 5023) (CP No. 4279) Practising Company Secretary, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (Rules), Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of the National Securities Depository Limited ("NSDL") for facilitating e-voting. The Company has made necessary arrangements with Link Intime India Pvt. Ltd., Registrar & Share Transfer Agent ("RTA") to enable the Members to register their e-mail addresses. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Sunday, May 5, 2024. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice. The said results would be intimated to the National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at www.vinatiorganics.com and the website of National Securities Depository Limited at www.evoting.nsdl.com.

The last date of e-voting, i.e. Sunday, May 5, 2024, shall be the date on which the resolution would be deemed to have been passed if approved by the requisite majority.

SPECIAL BUSINESS

1. **Reappointment of Prof. M. Lakshmi Kantam (DIN: 07831607) as an Independent Director for the Second Term.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) and/or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable provisions, and following the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors, Prof. M. Lakshmi Kantam (DIN: 07831607), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from May 11, 2019 upto May 10, 2024 (both days inclusive) and who being eligible for reappointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and is eligible for reappointment, be and is hereby reappointed as a Non-Executive, Independent Director of the Company to hold office for a second term of five consecutive years w.e.f. May 11, 2024 to May 10, 2029, and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

2. **Continuation of Mr. J. C. Laddha (DIN: 00118527) as a Non-Executive Director of the Company.**

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

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, (including any statutory modification(s) and/or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, read with the Rules/ Regulations framed thereunder and following the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors, consent of the Members be and is hereby accorded for the continuation of the directorship of Mr. J. C. Laddha (DIN: 00118527), as a Non-Executive, Independent Director of the Company from the day he attains the age of 75 years i.e., December 12, 2024, till the expiry of his current term till June 12, 2025 on the same terms and conditions as already approved by the Members in 31st Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

3. **Appointment of Dr. Prashant Barve (DIN:10455836) as an Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (**“the Act”**) read with the Rules/ Regulations framed thereunder, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other applicable provisions (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the applicable clauses of the Articles of Association of the Company, and following the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors, Dr. Prashant Barve, (DIN:10455836), who was appointed as an Additional Director and also as an Independent Director of the Company by the Board of Directors with effect from April 1, 2024, and who hold the said office upto the date of the ensuing Annual General Meeting and who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years w. e. f. April 1, 2024 to March 31, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

NOTES:

1. The Explanatory Statements and reasons for the proposed Special Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) form part of the Explanatory Statement forming part of this Notice.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") and whose email address is registered with the Company/depository participant(s), as on Friday, March 22, 2024 ("**Cut-off Date**"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
3. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with the Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
4. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, March 22, 2024, being the Cut-off Date fixed for the purpose.
5. The voting shall commence on Saturday, April 6, 2024, at 9:00 a.m. (IST) and shall end on Sunday, May 5, 2024, at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or any other person authorized by him, on or before Tuesday, May 7, 2024. The Scrutinizer's decision on the validity of the votes cast will be final.
7. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vinatiorganics.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Company and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed viz. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.
8. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternatively, Members may also send their requests to shares@vinatiorganics.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
9. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Sunday, May 5, 2024. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
10. In accordance with the MCA Circulars, Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll-free no. 022 - 48867000 and 022 - 24997000. For those shareholders whose email IDs are not registered with the depositories for procuring user id and passwords and registration of email IDs for e-voting for the resolutions set out in this notice members may follow the steps mentioned in the Notice of the AGM under "**Cast your vote electronically on the NSDL e-voting system**".
11. In the event of any grievance relating to E-voting, the Members / Beneficial Owners may contact the following: Ms. Pallavi Mhatre, Senior Manager, NSDL, at evoting@nsdl.co.in, or call on.: 022 - 4886 7000 and 022 - 2499 7000.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

In conformity with the provisions of Section 102 of the Companies Act, 2013 ('the Act') the following Explanatory Statement sets out all material facts in respect of Items Nos. 1 to 3.

Item No. 1:

Reappointment of Prof. M. Lakshmi Kantam (DIN:07831607) as an Independent Director for the Second Term:

Prof. M. Lakshmi Kantam currently serves as a Non- Executive, Independent Director of the Company and is a member of the Nomination and Remuneration Committee and Stakeholders Relationship Committee. She joined the Board on May 11, 2019. She was appointed as an Independent Director for a term of five consecutive years, which was approved by the Members of the Company through a resolution on July 27, 2019. Her first term is set to conclude on May 10, 2024.

Based on her performance evaluation, skills, vast experience and expertise the Nomination and Remuneration Committee of the Board of Directors has recommended the Reappointment of Prof. M. Lakshmi Kantam as an Independent Director for a second term of five consecutive years, starting from May 11, 2024 and ending on May 10, 2029. The Board acknowledges the benefit and desirability of retaining her services as an Independent Director for the Company's best interests. Therefore, it has proposed to re-appoint Prof. M. Lakshmi Kantam as an Independent Director on the Board for a second term of five consecutive years, exempt from retirement by rotation.

She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from her stating that she meets the criteria of independence as prescribed under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**").

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days from 11.00 a.m. to 1.00 p.m. from the date of dispatch of the notice up to the last date of voting, i.e. Sunday, May 5, 2024.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and Listing Regulations, the appointment of an Independent Director for her second term requires the approval of Members by way of a Special Resolution. Accordingly, the Board recommends the Special Resolution as set out at item no. 1 for approval by the Members.

None of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except for Prof. M. Lakshmi Kantam or his relatives, to the extent of their shareholding, if any in the Company, are in any way concerned or interested, financially or otherwise, in the resolution.

Item Nos. 2:

Continuation of Mr. J. C. Laddha (DIN: 00118527) as a Non-Executive Director of the Company:

Mr. J. C. Laddha is a Non-Executive, Independent Director of the Company and is not liable to retire by rotation.

He is a Chartered Accountant by qualification. Presently he is the Director on the Board of BSL Limited, Lagnam Spintex India Ltd., and Deputy Chairman of Rajasthan Textile Mills Association. Mr. J. C. Laddha has been felicitated with numerous awards for business acumen and leadership skills. Mr. J. C. Laddha will be attaining the age of 75 years on December 12, 2024.

In view of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, for the continuation of Mr. J. C. Laddha as a Non-Executive Director beyond December 12, 2024, consent of the Members would be required by way of a Special Resolution. It is in the interest of the Company to continue to avail his valuable expertise. The Board recommends the Special Resolution as set out at item no. 2 for approval by the Members.

None of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except for Mr. J. C. Laddha or his relatives, to the extent of their shareholding, if any in the Company, are in any way concerned or interested, financially or otherwise, in the resolution.

Item Nos. 3:

Appointment of Dr. Prashant Barve (DIN: 10455836) as an Independent Director:

Pursuant to Section 149, 152, 161 and Schedule IV of the Companies Act, 2013 and rules made thereunder and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors of the Company at their meeting held on February 11, 2024, has appointed Dr. Prashant Barve (DIN: 10455836) as an Additional Director - Independent & Non-Executive Director of the Company with effect from April 1, 2024 for a period of 5 (Five) consecutive years, not liable to retire by rotation, subject to the approval of the shareholders. Dr. Prashant Barve is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and applicable regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations).

Further, the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director also in the opinion of the Board, Dr. Prashant Barve fulfills the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws/regulations for the time being in force, to the extent applicable to the Company. The Board also noted that Dr. Prashant Barve background and experience are aligned to the role and capabilities identified by the Nomination and Remuneration Committee and that he is eligible for appointment as an Independent Director hence the Board was satisfied that the appointment is justified. Accordingly, pursuant to Section 149 and Schedule IV of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or re-enactment thereof), the Board recommends the resolution in relation to the appointment of Dr. Prashant Barve as a Non-Executive, Independent Director of the Company. Dr. Prashant Barve will not be entitled for any remuneration except sitting fees for attending board meetings/committee meetings.

Brief profile of Dr. Prashant Barve as follows:

Dr. Prashant Barve, is a seasoned professional in Pharmaceuticals & Fine Chemicals Technology, holds a degree from the prestigious University Department of Chemical Technology (Mumbai University) with a robust career spanning API manufacturing giants like M/s Duphar Interfran, Themis Pharmaceuticals, and M/s CIPLA, Dr. Prashant Barve garnered expertise in API and Fine & Specialty Chemicals.

Transitioning to the National Chemical Laboratory, under the Council of Scientific and Industrial Research, Dr. Prashant Barve played a pivotal role in Process Development & Engineering. As a key team leader, idea generator, and project contributor, successfully secured intellectual property for processes, led basic engineering development, and facilitated the commissioning of plants.

Currently serving as the founder and director of the innovation center, Dr. Prashant Barve actively oversees critical projects that drive transformative advancements in the industry. His commitment to innovation, strategic vision, and a proven track record of success are evident.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days from 11.00 a.m. to 1.00 p.m. from the date of dispatch of the notice up to the last date of voting, i.e. Sunday, May 5, 2024.

The Board recommends the Special Resolution as set out at item no. 3 for approval by the Members.

None of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except for Dr. Prashant Barve, or his relatives, to the extent of their shareholding, if any in the Company, are in any way concerned or interested, financially or otherwise, in the resolution.

Registered Office:

B-12 & B-13/1, MIDC Industrial Area,
Mahad – 402 309, Dist. Raigad, Maharashtra.
Tel No.: 022-61240444/428, Fax No.: 022-61240438
Email: shares@vinatiorganics.com
Website: www.vinatiorganics.com
CIN: L24116MH1989PLC052224

For and on behalf of the Board of Directors

Sd/-
Milind Wagh
Company Secretary
Membership No. FCS-7125

Mumbai
February 11, 2024

The details of the Director seeking appointment / reappointment , pursuant to Regulation 26 (4) and 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India, are furnished below: -

Name of Director	Prof. M. Lakshmi Kantam	Mr. J. C. Laddha	Dr. Prashant Barve
DIN	07831607	00118527	10455836
Date of birth	04.03.1955	12.12.1949	03.01.1957
Date of first appointment on the Board	11.05.2019	13.06.2020	01.04.2024
Qualifications	B.Sc., M.Sc. & Ph.D.	B.Com, FCA	Ph.D (Tech), M.Sc (Tech)
Profile, Experience and Expertise in specific functional areas	<p>Prof. Mannepalli Lakshmi Kantam has 39 years of experience in the research, design and development of catalysts for innovative green and economical processes for chemical industry. Prof. Mannepalli Lakshmi Kantam served as Director at CSIR-IICT, Hyderabad. Considering her extensive experience in the chemical industry & criteria of an Independent Director, the Board proposed her appointment as an Independent Director.</p>	<p>Mr. J. C. Laddha is a highly esteemed figure in the Indian Textile Industry, dedicating his entire career to the sector. Serving as the Chairman of Sudiva Spinners Private Limited in Bhilwara, Rajasthan since April 1, 2015, Mr. Laddha, a qualified Chartered Accountant, brings invaluable contributions to the textile industry. Renowned for his dynamic business approach, extensive planning, and successful execution, he has played a pivotal role in the growth of the RSWM group, where he previously served as an Executive Director from 1990 to 2015 and as a Director from 2015 to 2018.</p> <p>With an exceptional flair for entrepreneurship, Mr. J. C. Laddha has also held directorial positions in other esteemed companies such as Bhilwara Spinners Ltd., BPL, and BMDL for several years. Currently serving as the Director on the Board of BSL Limited and Lagnam Spintex India Ltd. in Bhilwara, and Deputy Chairman of the Rajasthan Textile Mills Association, he is recognized for his outstanding business acumen and leadership skills, receiving numerous accolades.</p>	<p>Dr. Prashant Barve, is a seasoned professional in Pharmaceuticals & Fine Chemicals Technology, holds a degree from the prestigious University Department of Chemical Technology (Mumbai University). With a robust career spanning API manufacturing giants like M/s Duphar Interfran, Themis Pharmaceuticals, and M/s CIPLA, Dr. Prashant Barve garnered expertise in API and Fine & Specialty Chemicals. Transitioning to the National Chemical Laboratory, under the Council of Scientific and Industrial Research, Dr. Prashant Barve played a pivotal role in Process Development & Engineering. As a key team leader, idea generator, and project contributor, successfully secured intellectual property for processes, led basic engineering development, and facilitated the commissioning of plants.</p> <p>Currently serving as the founder and director of the innovation center, Dr. Prashant Barve actively oversees critical projects that drive transformative advancements in the industry. His commitment to innovation, strategic vision, and a proven track record of success are evident.</p>

Name of Director	Prof. M. Lakshmi Kantam	Mr. J. C. Laddha	Dr. Prashant Barve
Directorships in other Companies (excluding foreign companies)	a. Godavari Biorefineries Limited b. Prasol Chemicals Limited	a. Sudiva Industries Private Limited b. Lagnam Spintex Limited c. Confederation of Indian Textile Industry d. Sudiva Spinners Private Limited e. Rajasthan Textile Industry Association f. Bhilwara Processors Ltd. g. BSL Ltd.	Nil
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	Nil	BSL Ltd. – a. Member of Audit Committee b. Chairman of Nomination and Remuneration Committee Lagnam Spintex Limited – a. Chairman of Audit Committee b. Member of Nomination and Remuneration Committee	Nil
Listed entities from which the Director has resigned from Directorship in the last 3 years	Nil	Nil	Nil
Terms and conditions of Appointment/ Reappointment	Reappointment as Non-Executive, Independent Director	NA	Appointment as Non-Executive, Independent Director
Details of remuneration last drawn (FY 2022-23) (including sitting fees, if any)	₹ 2.50 Lakh	₹ 3.50 Lakh	Nil
Details of remuneration sought to be paid	Nil	Nil	Nil
Number of Meetings of the Board Attended during the Year	4	4	NA
Number of Shares held in the Company	Nil	Nil	Nil
Relationship between Directors inter-se	NA	NA	NA

The profile of all the Directors is available on the Company's website at www.vinatiorganics.com.

How do I vote electronically using the NSDL e-Voting system?





The way to vote electronically on the NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to the NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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.	<ol style="list-style-type: none"> <li data-bbox="557 228 1469 506">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on the Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="557 531 1469 621">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="557 646 1469 953">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="557 978 1469 1031">4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="762 1045 1251 1339" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div data-bbox="762 1108 967 1163">  App Store </div> <div data-bbox="1018 1108 1251 1163">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div data-bbox="807 1184 957 1339">  </div> <div data-bbox="1059 1184 1209 1339">  </div> </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit the CDSL website www.cdslindia.com and click on the login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the voting is in progress as per the information provided by company. On clicking the voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the voting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll-free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mr. Vijay Kumar Mishra at vkmassociates@yahoo.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on the **“Upload Board Resolution / Authority Letter”** displayed under **“e-Voting”** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to shares@viniorgaincs.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digits DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to shares@viniorgaincs.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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