

Ref: MOL/2022-23/38
July 29, 2022

To National Stock Exchange of India Limited "Exchange Plaza", Bandra-Kurla Complex, Bandra (East), Mumbai 400 051 SYMBOL:- MOL	BSE Limited Floor- 25, P J Tower, Dalal Street, Mumbai 400 001 Scrip Code:- 543331
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Dear Sir,

Sub: Postal Ballot Notice

This is with reference to our communication dated July 22, 2022 w.r.t. the appointment of Independent Directors on the Board of the Company.

In this regard and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of Postal Ballot with Explanatory Statement dated July 22, 2022 ('Notice') seeking approval of the Members for the Resolutions as mentioned in the said Notice.

The Notice is being sent electronically to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email address is registered with the Company / Depositories as on Friday, July 22, 2022 (Cut-off date).

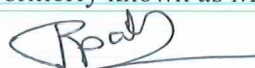
The voting period will commence on Saturday, July 30, 2022 at 9:00 A.M. and will end on Sunday, August 28, 2022 at 05:00 P.M. The aforesaid copy of Postal Ballot Notice is also available on the website of the Company at www.meghmani.com.

You are requested to kindly take the same on your record.

Thanking you,

Yours faithfully,

For, Meghmani Organics Limited
(Formerly known as Meghmani Organochem Limited)


Jayesh Patel
Company Secretary
ICSI Mem. No: A14898



Encl.: As Above



MEGHMANI ORGANICS LIMITED

(Formerly known as Meghmani Organochem Limited)

CIN No.: L24299GJ2019PLC110321

Registered Office : 'Meghmani House', Behind Safal Profitaire, Corporate Road, Prahladnagar, Ahmedabad-380015

E-Mail: ir@meghmani.com; Website: www.meghmani.com

POSTAL BALLOT NOTICE

NOTICE TO MEMBERS PURSUANT TO PROVISIONS OF SECTION 110 OF COMPANIES ACT, 2013

E-VOTING STARTS ON	E-VOTING ENDS ON
Saturday, July 30, 2022 09:00 a.m.	Sunday, August 28, 2022 upto 05:00 p.m.

Dear Members,

Notice is hereby given pursuant to Section 108 and 110 and other applicable provisions of the Companies Act, 2013 as amended, (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Rules"), (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") and the relaxations and clarifications issued by Ministry of Corporate Affairs ("MCA") vide latest General Circular Nos. 2/2022 dated May 5, 2022 read with earlier circulars issued in this regard ("MCA Circulars") and latest Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with earlier circular issued in this regard by the Securities and Exchange Board of India ("SEBI Circulars") allowing Companies to hold General meeting/conducting postal ballot process through e-voting, that the Resolutions appended below are proposed to be passed by way of Postal Ballot only through electronic means ("Remote e-voting"). Further, pursuant to Regulation 17(IC) of the Securities Exchange Board of India (SEBI) (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders shall be obtained through the process of Postal Ballot and draft of the proposed Resolutions together with the Explanatory Statement setting out the material facts and reasons for the Resolutions is being sent to you for your consideration.

The Company has engaged Central Depository Services Limited ("CDSL") as the agency to provide e-voting facility. Members desiring to exercise their vote through the e-voting process are requested to read carefully 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 for casting of votes by e-voting not later than 5.00 p.m. (IST) on Sunday, August 28, 2022. The e-voting facility will be disabled by CDSL immediately thereafter. The Scrutinizer, after completion of

the scrutiny, will submit his report to the Chairman of the Company or any person authorized by him. The result of the voting by Postal Ballot will be declared in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 on or before August 30, 2022 at the Registered Office of the Company. The results of Postal Ballot will be posted on the Company's website www.meghmani.com and will be communicated to BSE Limited (www.bseindia.com), National Stock Exchange of India Limited (www.nseindia.com) and CDSL (<https://www.evotingindia.com>) for publishing on their respective websites.

The Company seeks approval of the Members, for the following businesses:

SPECIAL BUSINESS:

ITEM NO. 1: APPOINTMENT OF DIRECTOR

To appoint Dr. Varesh Sinha (DIN: 03259880) as an Independent Director and in this regard to consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Varesh Sinha (DIN: 03259880), who was appointed as an Additional Director and designated as Independent Director by the Board of Directors w.e.f. July 22, 2022 and who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years with effect from July 22, 2022 till July 21, 2027."

"RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

ITEM NO. 2: APPOINTMENT OF DIRECTOR

To appoint Mr. Shalin Mehta (DIN: 09679732) as an Independent Director and in this regard to consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shalin Mehta (DIN: 09679732), who was appointed as an Additional Director and designated as Independent Director by the Board of Directors w.e.f. July 22, 2022 and who has submitted a declaration under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years with effect from July 22, 2022 till July 21, 2027.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Company Secretary of the Company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Registered Office:

Meghmani House,
B/H Safal Profitaire,
Prahlad Nagar,
Ahmedabad 380 015

Place: Ahmedabad

Date: July 22, 2022

By order of the Board of Directors
For, Meghmani Organics Limited
(Formerly known as Meghmani Organochem Limited)

Jayesh Patel

Company Secretary
ICSI Mem. No.: A14898



NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice'). The relevant details of the person(s) seeking appointment as a Director required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also annexed to the Notice.
2. In terms of the requirements provided vide the MCA Circulars and SEBI Circulars, the Company is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Link Intime India Private Limited, the Company's Registrar and Transfer Agent ('RTA') as on Friday, July 22, 2022 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, July 22, 2022.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.

4. The physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 13 of this Notice.
6. The remote e-voting shall commence on July 30, 2022 at 9.00 a.m. (IST) and shall end on August 28, 2022 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 CDSL for voting thereafter.
7. The Company has appointed C N K Khandwala & Associates, Chartered Accountant, Ahmedabad as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before, August 30, 2022. The Scrutinizer's decision on the validity of votes cast will be final.

8. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.meghmani.com and on the website of CDSL www.evotingindia.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange India Limited at www.nseindia.com.
9. 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 darshit@cnkkhandwala.com with a copy marked to helpdesk.evoting@cdslindia.com Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) can also upload their Board Resolution / Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
10. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for e-voting i.e. August 28, 2022.
11. Members may download the Notice from the Company's website at www.meghmani.com or from CDSL's website at www.evotingindia.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
12. The vote in this Postal Ballot cannot be exercised through proxy.

13. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on July 30, 2022 09:00 a.m. and ends on August 28, 2022 05:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholder's resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

STEP 1: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered

	Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

STEP 2: ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

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

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Meghmani Organics Limited on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as

desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; Jayesh.patel@meghmani.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. **1800 22 55 33**.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. **1800 22 55 33**.



ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 102 OF THE COMPANIES ACT, 2013 AND EXPLANATION ABOUT REASONS FOR PASSING OF THE RESOLUTIONS AS REQUIRED UNDER RULE 22(1) OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

ITEM NO. 1

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 22, 2022 appointed Dr. Varesh Sinha (DIN: 03259880) as an Additional Director in the category of Non-Executive Independent Director of the Company. Considering the skills, integrity, expertise and experience possessed by Dr. Varesh Sinha, the Board was of the opinion that the association of Dr. Varesh Sinha would be beneficial to the Company and it is desirable to appoint him as an Independent Director on the Board of the Company. Accordingly, the Board decided to recommend to the Members of the Company for their approval, for the appointment of Dr. Varesh Sinha as an Independent Director for a term of five (5) consecutive years with effect from July 22, 2022.

In accordance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, pursuant to Regulation 17(1C) read with 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of shareholders by way of Special resolution for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a declaration from Dr. Varesh Sinha to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. As required under Regulation 25(8) of Listing Regulations, Dr. Varesh Sinha has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective of independent judgement and without any external influence.

Dr. Varesh Sinha has given consent to act as Director of the Company and has provided a declaration that he is not disqualified to be appointed as a Director of the Company.

In the opinion of the Board, Dr. Varesh Sinha fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Dr. Varesh Sinha does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions is annexed to this Notice.

A copy of the draft letter of appointment of Dr. Varesh Sinha setting out the terms and conditions of his appointment is available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly, financially or otherwise, concerned or interested in this Special Resolution set out under Item No. 1.

The Board recommend the Special Resolution set out at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

ITEM NO. 2

Upon recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on July 22, 2022 appointed Mr. Shalin Mehta (DIN: 09679732) as an Additional Director in the category of Non-Executive Independent Director of the Company. Considering the skills, integrity, expertise and experience possessed by Mr. Shalin Mehta, the Board was of the opinion that the association of Mr. Shalin Mehta would be beneficial to the Company and it is desirable to appoint him as an Independent Director on the Board of the Company. Accordingly, the Board decided to recommend to the Members of the Company for their approval, the appointment of Mr. Shalin Mehta as an Independent Director for a term of five (5) consecutive years with effect from July 22, 2022.

In accordance with the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further, pursuant to Regulation 17(1C) read with 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of shareholders by way of Special resolution for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a declaration from Mr. Shalin Mehta to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. As required under Regulation 25(8) of Listing Regulations, Mr. Shalin Mehta has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

Mr. Shalin Mehta has given consent to act as Director of the Company and has provided a declaration that he is not disqualified to be appointed as a Director of the Company.

In the opinion of the Board, Mr. Shalin Mehta fulfils the conditions specified in the Act and Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Mr. Shalin Mehta does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The additional information as required under the provisions of Regulation 36(3) of the Listing Regulations and other applicable provisions is annexed to this Notice.

A copy of the draft letter of appointment of Mr. Shalin Mehta setting out the terms and conditions of his appointment is available for inspection by the Members of the Company without any fee at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly, financially or otherwise, concerned or interested in this Special Resolution set out under Item No. 2.

The Board recommend the Special Resolution set out at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

Registered Office:

Meghmani House,
B/H Safal Profitaire,
Prahlad Nagar,
Ahmedabad 380 015

By order of the Board of Directors
For, Meghmani Organics Limited
(Formerly known as Meghmani Organochem Limited)

Jayesh Patel

Place: Ahmedabad
Date: July 22, 2022

Company Secretary
ICSI Mem. No.: A14898



INFORMATION REQUIRED PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING (SS-2), IN RESPECT OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT THROUGH POSTAL BALLOT

Name of Director	Dr. Varesh Sinha		
DIN	03259880		
Date of Birth	April 6, 1954		
Age	68 years		
Brief Resume covering Expertise in specific functional areas and Experience	<p>Dr. Varesh Sinha is a Master in Science (Mathematical Statistics) from Lucknow University and Doctor of Philosophy (Ph.D.) in Statistics.</p> <p>He joined the Indian Administrative Service in 1977 and retired in 2014. During this period, he held various eminent positions i.e. Collector of Jamnagar, Managing Director in various Gujarat Government companies including Gujarat Agro Industries Corporation Limited, Additional Chief Secretary and Chief Secretary – Government of Gujarat chairmanship of Gujarat State Fertilizers & Chemicals Limited, Gujarat Narmada Valley Fertilizers & Chemicals Limited, Gujarat Alkalies & Chemicals Limited, Gujarat State Petroleum Corporation Limited, Sardar Sarovar Narmada Nigam Limited and Gujarat Gas Limited. After the superannuation, he served as State Election Commissioner from 2014 to 2019.</p>		
Qualifications	M.Sc. (Mathematical Statistics) from Lucknow University and Ph.D. (Statistics)		
The Skills and capabilities required for the role and manner in which the proposed person meets such requirements	<p>The Board of Directors of the Company has identified the core skills/expertise and competencies required in the context of the Company's business which are enclosed herewith as Annexure-A.</p> <p>Dr. Varesh Sinha meets with various requirements in strategy planning, Governance and compliance in legal.</p>		
Directorships held in Companies	Nil	Shareholdings in the Company	Nil
Membership / Chairmanship of Committees of Public Companies	Nil	Names of listed entities from where resigned as a Director, in past three years	Nil
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company.		
Remuneration received from the Company in the Financial Year 2021-22.	Not applicable		
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	As per draft letter of appointment available for inspection by the Members at the Registered Office of the Company.		
Date of first appointment on the Board	July 22, 2022		
The number of Meetings of the Board attended during the Financial Year 2021-22/during the tenure of their appointment	Not applicable		

Name of Director	Mr. Shalin Mehta		
DIN	09679732		
Date of Birth	September 27, 1971		
Age	50 years		
Brief Resume covering Expertise in specific functional areas and Experience	<p>Mr. Shalin Mehta has a Bachelor of Commerce (Accountancy and Mathematics) from H. L. College of Commerce and Bachelor of Law from L. A. Shah Law College, Gujarat University and Master in Law from Columbia University, Columbia Law School, New York, USA.</p> <p>Mr. Shalin Mehta is practicing as an Advocate since 2003. He is designated as Senior Advocate by High Court of Gujarat unanimously in June 2012. He is Senior Standing Counsel for High Court of Gujarat, Gujarat State Road Transport Corporation, Gujarat Housing Board and Airport Authority of India.</p> <p>He is also visiting faculty of law in Nirma University, Ahmedabad.</p>		
Qualifications	B.Com. (Accountancy and Mathematics) from H. L. College of Commerce, LL.B. from L. A. Shah Law College, Gujarat University and LL.M. from Columbia University, Columbia Law School, New York, USA.		
The Skills and capabilities required for the role and manner in which the proposed person meets such requirements	<p>The Board of Directors of the Company has identified the core skills/expertise and competencies required in the context of the Company's business which are enclosed herewith as Annexure-A.</p> <p>Mr. Shalin Mehta meets with various requirements in the Governance and experience in legal.</p>		
Directorships held in Companies	Nil	Shareholdings in the Company	Nil
Membership / Chairmanship of Committees of Public Companies	Nil	Names of listed entities from where resigned as a Director, in past three years	Nil
Disclosure of relationships between directors inter-se.	Not related to any of the Directors or Key Managerial Personnel of the Company.		
Remuneration received from the Company in the Financial Year 2021-22.	Not applicable		
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	As per draft letter of appointment available for inspection by the Members at the Registered Office of the Company.		
Date of first appointment on the Board	July 22, 2022		
The number of Meetings of the Board attended during the Financial Year 2021-22/during the tenure of their appointment	Not applicable		



Annexure-A

The Board of Directors of the Company has identified the core skills / expertise and competencies required in the context of the Company's business, which are as under:

Industry knowledge and experience	Industry knowledge in Pigment, agrochemicals & chemical
Technical, Production, Sales and Marketing	Experience in production, sales and marketing management based on understanding of Pigment and Agrochemicals industry
Sourcing of raw materials	Effective sourcing of raw materials and minimum inventory level
Leadership	Leadership skills to manage the organization, including but not limited to strategy planning and motivate human resource capital
Corporate Finance & Banking operations	Extensive experience of managing banking, finance, taxation, forex and risk mitigation
Governance, Compliance & Legal	Experience in legal, governance, compliance & liaison with government

