



Ami Organics Limited

CIN. : L24100GJ2007PLCO51093

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

April 27, 2024

To,
The Listing Department,
BSE LIMITED,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai- 400 001

To,
The Listing Department
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No. C-1,
G-Block, Bandra Kurla Complex,
Mumbai -400051

Scrip Code: 543349

NSE Symbol: AMIORG

Subject: Postal Ballot Notice - Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in furtherance to our letter dated April 26, 2024 intimating about the approval of Board of Directors to create, offer, issue and allot up to 7,99,193 equity shares of the company on Preferential basis subject to the approval of Shareholders through postal ballot by way of special resolution, we herewith submit the Postal Ballot Notice together with the Explanatory Statement thereto being issued today i.e. April 27, 2024 to all the Shareholders of the Company.

Please find enclosed herewith a copy of the Postal Ballot Notice along with the Explanatory Statement thereto ('Notice'), dated April 26, 2024, whereby the Company is seeking approval of the Members in respect of Special Business by way of Special Resolution.

In accordance with applicable circulars of Ministry of Corporate Affairs and provisions of Listing Regulations, the aforesaid Postal Ballot Notice is being sent only in electronic form to all the Members, whose names appear in the Register of Members / records of Depositories as on the cut-off date i.e. **Friday, April 19, 2024** and whose email ids are registered. In accordance with relevant MCA Circulars, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope has not been sent to the members and the communication of the assent or dissent of the members will only take place through remote e-voting. The Postal Ballot notice is also available on the website of the Company www.amiorganics.com and on website of Link Intime India Private Limited <https://instavote.linkintime.co.in>.

The Company has engaged the services of Link Intime India Private Limited ("LI IPL"), for providing remote e-voting facility to its members. The remote e-voting period commences on **Sunday, April 28, 2024 at 9:00 a.m. (IST)** and ends on **Monday, May 27, 2024 at 5:00 p.m. (IST)** after which the remote e-voting will be blocked by LI IPL. During this period, members of the Company, holding shares as on the cut-off date i.e. Friday, April 19, 2024, are eligible to cast their votes.



Info@amiorganics.com



www.amiorganics.com



+91 72279 77744 / 75730 15366



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CIN. : L24100GJ2007PLCO51093

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

Company has appointed Mr. Kashyap Shah (F7662) of M/s Kashyap Shah & Co. as the Scrutinizer for scrutinizing the Postal Ballot. The results of the Postal Ballot shall be declared on or before Wednesday, May 29, 2024.

Key information pertaining to the Postal Ballot is as follows:

Particulars	Details
Cut-off date for e-voting	Friday, April 19, 2024
E-voting Start Date and Time	Sunday, April 28, 2024, at 9.00 a.m. (IST)
E-voting End Date and Time	Monday, May 27, 2024, at 5.00 p.m. (IST)
Result of Postal Ballot	On or before Wednesday, May 29, 2024

You are requested to kindly take the above information on record.

Yours faithfully,

For AMI ORGANICS LIMITED

EKTA
KUMARI
SRIVASTAVA

Digitally signed by
EKTA KUMARI
SRIVASTAVA
Date: 2024.04.27
18:26:28 +05'30'



Ekta Kumari Srivastava
Company Secretary & Compliance Officer

Encl : Postal Ballot Notice



AMI ORGANICS LIMITED

Corporate Identity Number: L24100GJ2007PLC051093
Registered Office: Plot No. 440/4, 5 & 6, Road No. 82/A, GIDC Sachin, Surat – 394 230 Gujarat, India
Telephone: +91 72279 77744 / 75730 15366
Email: investorinfo@amiorganics.com Website: www.amiorganics.com

POSTAL BALLOT NOTICE NO. 02/2024-25

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

REMOTE E-VOTING STARTS ON	REMOTE E- VOTING ENDS ON
Sunday, April 28, 2024 AT 9.00 A.M. (IST)	Monday, May 27, 2024 AT 5.00 P.M. (IST)

Dear Member(s),

Notice is hereby given to the Members of Ami Organics Limited (“the **Company**”) pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“the **Act**”) read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time (“**Companies Rules**”) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Company is seeking the consent of its members by way of special resolution for the matter more specifically provided in the appended resolution proposed to be passed through Postal Ballot by way of remote e-voting only (“**remote e-voting**”).

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will take place through the remote e-voting system. The physical Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will therefore not be sent to the members for this Postal Ballot. An Explanatory Statement pursuant to the provisions of Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the Special Resolution setting out the material facts, along with instructions/procedure for Remote E-voting is annexed for your consideration.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Link Intime India Private Limited (“LIPL”) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.amiorganics.com.

The Company has made necessary arrangements with Registrar and Share Transfer Agent, Link Intime India Private Limited (“**RTA**”) to enable the members to register their e-mail address. 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 remote 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 for casting of votes by remote e-voting starting at 9.00 a.m. (IST) on Sunday, April 28, 2024 and not later than 5.00 p.m. (IST) on Monday, May 27, 2024. The remote e-voting facility will be disabled by LIIPL immediately thereafter.

The last date of e-voting, i.e., Monday, May 27, 2024 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. APPROVAL TO CREATE, OFFER, ISSUE AND ALLOT UPTO 7,99,193 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS:

In this regard to consider and, if thought fit, to pass the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited, (**“BSE”**) and the National Stock Exchange of India Limited (**“NSE”**) where the shares of the Company are listed (**“Stock Exchange”**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended including the SEBI (**Issue of Capital and Disclosure Requirements**) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), , the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011, as amended (**“Takeover Regulations”**), the Foreign Exchange Management Act, 1999 as amended, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India (**“RBI”**), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent and approval of the members of the Company be and is hereby accorded to create, issue, offer and allot, from time to time and in one or more tranches on a preferential basis, up to **7,99,193** (Seven Lakhs Ninety Nine thousand One hundred and Ninety Three only) Equity Shares of face value of ₹10/- (Rupees Ten Only) each for cash, at an issue price of ₹ **1,240/-** (Rupees One Thousand Two Hundred and Forty only) per Equity Share including premium of ₹ 1,230/- (One Thousand Two Hundred and Thirty Only) per Equity Share, in accordance with the provisions of Chapter V of SEBI ICDR Regulations (**“Subscription Shares”**), for an aggregate amount of up to ₹ **99,09,99,320** (Ninety Nine Crores Nine Lakhs Ninety Nine Thousand, Three Hundred and Twenty only) to the below mentioned proposed allottees (**“Proposed Allottees”**) for cash consideration by way of preferential issue on a private placement basis (**“Preferential Issue”**) and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of the Act, SEBI ICDR Regulations, or other applicable laws in this regard through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such other documents / writings, on such terms and conditions and in such manner, as the Board may, in its absolute discretion think fit :

Sr. No.	Name of the Proposed Allottee(s)	Category (Promoter and Promoter Group/ Non - promoter)	Maximum No. Of Equity Shares to be allotted
1.	Ashoka India Equity Investment Trust Plc	Non-Promoter Foreign Portfolio Investor (Category-I)	1,54,839
2.	Ashoka Whiteoak Emerging Market Trust Plc	Non-Promoter Foreign Portfolio Investor (Category-I)	14,516
3.	India Acorn Fund Limited	Non-Promoter Foreign Portfolio Investor (Category-I)	85,484
4.	Ashoka WhiteOak ICAV – Ashoka WhiteOak India Opportunities Fund	Non-Promoter Foreign Portfolio Investor (Category-I)	4,03,226
5.	Ashoka WhiteOak ICAV - Ashoka WhiteOak Emerging Markets Equity Fund	Non-Promoter Foreign Portfolio Investor (Category-I)	18,548
6.	White Oak India Select Equity Fund	Non-Promoter Alternative Investment Fund (Category-III)	30,645
7.	White Oak India Equity Fund II	Non-Promoter Alternative Investment Fund (Category-III)	36,290
8.	White Oak India Equity Fund V	Non-Promoter Alternative Investment Fund (Category-III)	38,710
9.	White Oak India Equity Fund VI	Non-Promoter Alternative Investment Fund (Category-III)	16,935
	Total		7,99,193

RESOLVED FURTHER THAT the “Relevant Date”, as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the Proposed Allottees is **April 26, 2024** i.e. being the preceding working day to the date, which is 30 days prior to the last date for remote e-voting for postal ballot (on which date this resolution, if approved by the requisite majority through postal ballot, will be deemed to be passed) i.e. May 27, 2024.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Allottees in the Preferential Issue shall be listed on the Stock Exchanges where the existing Equity Shares are listed, subject to the receipt of necessary permissions and approvals from the Stock Exchanges.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws consent be and is hereby accorded to record the name and details of the Proposed Allottees in form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through letter of offer/ private placement offer letter cum application letter in Form PAS 4 or such other form as prescribed under the Companies Act and SEBI ICDR Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchanges i.e., BSE Limited and NSE within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. The allotment of Subscription Shares by the Company to the Proposed Allottees pursuant to this



resolution shall be made in dematerialised form within a period of 15 (fifteen) days from the date of receipt of approval of the shareholders of the company, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 (fifteen) days shall be counted from the last date of receipt of such approval or permission, as specified under Regulation 170 of the SEBI ICDR Regulations.

- ii. The Subscription Shares so offered, issued and allotted to the Proposed Allottees, are being issued for cash consideration and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution. The Proposed Allottees shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank accounts.
- iii. The Subscription Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations. The Subscription Shares shall be listed on the Stock Exchanges, where the existing equity shares of the Company are listed, subject to receipt of necessary permissions and approvals from the Stock Exchanges.
- iv. The Subscription Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
- v. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- vi. Allotment of Equity Shares under the Preferential Issue shall only be made in dematerialized form;
- vii. The allotment of Equity Shares is proposed to be completed within the time limit prescribed under Chapter V of the SEBI ICDR Regulations;
- viii. The Subscription Shares issued and allotted shall rank *pari passu* with the existing Equity Shares of the Company in all respects and that the Subscription Shares shall be entitled to the dividend declared and/or any other corporate action/benefits, if any, for which the book closure or the record date falls in between.
- ix. The issue and allotment of Equity Shares shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT pending utilization of the Proceeds from the Issue, the Company shall *inter alia* invest the Issue Proceeds in creditworthy instruments, including but not limited to money market instruments like money market mutual funds, deposits in scheduled commercial banks or in short-term debt or long-term debt or such other methods as per applicable law.

RESOLVED FURTHER THAT if any of the Proposed Allottees are found not eligible for the Preferential Issue or approval of any Regulatory Authority, as may be required, is not received, the Company shall not allot any shares to such Proposed Allottees.

RESOLVED FURTHER THAT subject to the approval of members of the Company, the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Companies Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the issue and allotment of Equity Shares made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder.

RESOLVED FURTHER THAT the Board and the Company Secretary be and is hereby jointly and severally authorized on behalf of the Company to do all such acts, deeds, matters and things as the



Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to negotiate, finalize, execute and amend any agreement or document and writings relating to Preferential Issue, (ii) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (iii) making applications to the Stock Exchanges for obtaining In-principle approvals, (iv) listing of shares, (v) filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, (vi) filing of requisite documents with the depositories, (vii) to resolve and settle any questions and difficulties that may arise in the Preferential Issue, (viii) issue and allotment of the Equity Share under the Preferential Issue, and (ix) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the Board or to any one or more Directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board / Committee in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified in all aspects.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the Directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action."

By order of the Board of Directors
For Ami Organics Limited

Sd/-
CS Ekta Kumari Srivastava
Company Secretary & Compliance Officer
Membership No.: ACS 27323

Date: April 26, 2024

Place : Surat

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 setting out all the material facts and reasons in respect of the business set out at Resolution No. 1 in the Postal Ballot Notice dated April 26, 2024 is annexed hereto and forms part of Postal Ballot Notice.
2. In compliance with the provisions of Sections 102, 108 and 110 of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is pleased to provide voting by electronic means ('remote e-voting') facility to the Members, to

enable them to cast their votes electronically. The Company has appointed Link Intime Private Limited ('LIPL') for facilitating remote e-voting facility to its Members, as the authorized e-voting agency. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process, this Notice is being sent only by e-mail to all the members whose e-mail IDs are registered with the Company, Depositories, Depository Participants ('DP'), Registrar and Transfer Agent - Link Intime India Private Limited ('Link Intime') and whose name appear in the register of members/ list of beneficial owners as on close of the working hours on **Friday, April 19, 2024 ('Cut-off Date')**. The physical copy of the Postal Ballot Notice is not being sent to the Members for this Postal Ballot. 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 IDs with the Company or the Depository) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified. Any person who is not a Member as on Cut-off date should treat the Postal Ballot Notice for information purpose only.

3. The Board of Directors of the Company has appointed CS Kashyap Shah (ICSI Membership No. FCS 7662) of M/s. Kashyap Shah & Co., Practicing Company Secretaries, Vadodara as the Scrutinizer for conducting the Postal Ballot voting process through remote e-voting in a fair and transparent manner. The scrutinizer's decision on validity of the Postal Ballot shall be final. The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting by May 27, 2024. The results of the Postal Ballot will also be communicated to the Stock Exchanges. The results along with the Scrutinizer's Report will also be displayed on the Company's website, www.amiorganics.com as well as on the LIPL website <https://instavote.linkintime.co.in>
4. 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 by following the instructions mentioned therein. Shareholders may note that this notice is also available on the Company's website at www.amiorganics.com as well as on LIPL website at <https://instavote.linkintime.co.in>
5. **Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, April 19, 2024 (Cut-Off date).** Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.
6. **The remote e-voting period commences on Sunday, April 28, 2024, at 9:00 A.M. (IST) and ends on Monday, May 27, 2024 at 5:00 P.M (IST) and shall be kept open for 30 days continuously.** During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. Friday, April 19, 2024, may cast their vote by e-voting. The e-voting module shall be disabled after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
7. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Monday, May 27, 2024. Further, the resolution passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.
8. The documents referred to in Explanatory Statement will be available for inspection. Members seeking to inspect the same can send an email to investorinfo@amiorganics.com
9. **Instructions for Members for voting electronically are as under:**

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • 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 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. • 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 • 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 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>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. (i) 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 or joining virtual meeting & voting during the meeting. 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.

	<ul style="list-style-type: none"> • If the user is not registered for Easi/Easiest, the 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. (ii) 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 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, 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</p>	<ul style="list-style-type: none"> • 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. 								
<p>Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:</p>	<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> <ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <p>Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>A. USER ID : Enter your User ID details as given below:</p> <table border="1" data-bbox="581 1335 1377 1541"> <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. PAN: 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. DOB/DOI : Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company</p> <p style="text-align: center;"><i>*Shareholders holding shares in physical form but have not</i></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								

	<p><i>recorded 'C' and 'D', shall provide their Folio number in 'D' above</i> <i>*Shareholders holding shares in NSDL form, shall provide 'D' above</i> <i>Shareholders holding shares in CDSL form, shall provide 'C' or 'D', above.</i></p> <ul style="list-style-type: none"> ➤ Set the password of your choice (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). ➤ Click “confirm” (Your password is now generated). <ol style="list-style-type: none"> 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’
<p>Cast your vote electronically</p>	<ol style="list-style-type: none"> 1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 2. E-voting page will appear. 3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

9.1 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.

9.2 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 or contact on: - Tel: 022 – 4918 6000.

9.3 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.

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 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 CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

9.4 Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholder 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>

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

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholder 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.

9.5 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”.

9.6 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:

- 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 or rnt.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), Aadhar (self-attested scanned copy of Aadhar card) to 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 for procuring User ID and Password for e-voting by providing above mentioned documents.
- d) 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.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE COMPANIES ACT, 2013') IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE POSTAL BALLOT NOTICE DATED APRIL 26, 2024 OF AMI ORGANICS LIMITED

Special Resolution No.1

APPROVAL TO CREATE, OFFER, ISSUE AND ALLOT UPTO 7,99,193 EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS:

The Company proposes to raise funds through the issuance of equity shares by way of preferential allotment on private placement basis. The proceeds from the Issue are proposed to be utilised by the Company towards capital expenditure required for the electrolyte additives and/or allied business Project of the Company and/or its subsidiaries ("Capex") and for general corporate purposes of the Company which interalia includes Preferential Issue expenses. The Board of Directors of Company at its meeting held on April 26, 2024 has approved the fund raising through issuance of equity shares on preferential basis aggregating upto ₹ 99,09,99,320 (Rupees Ninety Nine Crores Nine Lakhs Ninety Nine Thousand Three Hundred and Twenty only) subject to the approval of shareholders, which is in addition to the fund raising proposal of ₹ 500 crores (Rupees Five Hundred Crores) by way of issuance of securities through permissible modes, already approved by the Board at its meeting held on April 12, 2024 for which shareholder's approval through postal ballot & remote evoting process is subsisting till May 14, 2024.

In accordance with applicable provisions of the Companies Act, 2013 (the "Companies Act") read with rules made thereunder along with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the approval of members of the Company by way of special resolution is required to issue equity shares by way of Preferential Issue on private placement basis to certain Qualified Institutions Buyers "Proposed Allottees" for cash consideration, on such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations and other applicable laws.

Company is presently engaged in the manufacturing of pharmaceutical advanced intermediates chemicals and specialty chemicals serving diverse end-use industries including Agrochemicals, Semiconductor, Fine Chemicals, Petrochemicals, among others. The Company's clientele comprises both domestic and multinational entities, operating in national and international markets. The Company is continuously evaluating avenues for market expansion, particularly in emerging applications such as chemicals for energy storage devices. Notably, the Company has successfully developed and commercialized products within the electrolyte additive space, integral to energy storage devices. The Company requires financial resources for technological upgradation / enhancements, procurement of equipment, and the execution of an Expansion Project within the electrolyte additives segment, aimed at augmenting its production capacity. The Company is of the opinion that the expansion initiatives of its electrolyte additives and/or allied business will facilitate diversification of its existing product portfolio.

With an objective of securing capital expenditure essential for its growth and expansion plans in the electrolyte additives and/or allied business Project of the Company and/or its subsidiaries, the Company intends to raise funds through various means, including but not limited to the proposed issuance of equity shares on a preferential basis. To this end, the Company has identified the Proposed Allottees as mentioned in table hereunder, who have expressed interest in investing funds in the Company and have provided their commitment to do so. The Board has duly acknowledged and accepted the Expression of Interest for investment, as communicated via letters dated April 23, 2024, from the Proposed Allottees. In a meeting convened on April 26, 2024, the Board of Directors has approved the issuance of Equity Shares to said identified Proposed Allottees on cash basis by way of preferential issue on private placement basis through issue of private placement offer cum application letter, subject to the receipt of necessary approval of members of the company and any other regulatory approval as may be required to be obtained.

Sr. No	Name of the Proposed Allottees	Category (Promoter and Promoter Group/ Non – promoter)	No of Equity Shares proposed to be issued	Consideration payable (Rs.)
1.	Ashoka India Equity Investment Trust Plc	Non-Promoter Foreign Portfolio Investor (Category-I)	1,54,839	19,20,00,360
2.	Ashoka Whiteoak Emerging Market Trust Plc	Non-Promoter Foreign Portfolio Investor (Category-I)	14,516	1,79,99,840
3.	India Acorn Fund Limited	Non-Promoter Foreign Portfolio Investor (Category-I)	85,484	10,60,00,160
4.	Ashoka WhiteOak ICAV – Ashoka WhiteOak India Opportunities Fund	Non-Promoter Foreign Portfolio Investor (Category-I)	4,03,226	50,00,00,240
5.	Ashoka WhiteOak ICAV - Ashoka WhiteOak Emerging Markets Equity Fund	Non-Promoter Foreign Portfolio Investor (Category-I)	18,548	2,29,99,520
6.	White Oak India Select Equity Fund	Non-Promoter Alternative Investment Fund (Category-III)	30,645	3,79,99,800
7.	White Oak India Equity Fund II	Non-Promoter Alternative Investment Fund (Category-III)	36,290	4,49,99,600
8.	White Oak India Equity Fund V	Non-Promoter Alternative Investment Fund (Category-III)	38,710	4,80,00,400
9.	White Oak India Equity Fund VI	Non-Promoter Alternative Investment Fund (Category-III)	16,935	2,09,99,400
	Total		7,99,193	99,09,99,320

Necessary, information/ disclosures in respect of the proposed Preferential Issue in terms of the Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are provided herein below:

a) Particulars of the offer including date of passing of Board resolution; material terms of issue of securities :

The Board has pursuant to its resolution dated April 26, 2024, accorded its approval for issuance of up to 7,99,193 fully paid-up Equity Shares of face value of ₹ 10/- to Proposed Allottees by way of Preferential Issue on private placement basis through issue of private placement offer cum application letter. The Equity Shares to be allotted in the issue shall rank pari passu in all respects with the existing Equity Shares.

The Board proposes to issue & allot 7,99,193 equity shares of ₹ 10/- each of the Company at a price of ₹ 1,240/- (including premium of ₹ 1,230/-) per share (“**Subscription Shares**”), being a price not less than the floor price as determined in accordance with Chapter V of ICDR Regulations



("Floor Price"). The floor price for the issue of the shares on a preferential basis under the applicable provisions of the ICDR Regulations is ₹ 1,239.09 /- per equity share.

b) Purpose or Objects of the Preferential Issue:

Company proposes to raise an amount aggregating upto ₹ 99,09,99,320 (Rupees Ninety Nine Crores Nine Lakhs Ninety Nine Thousand Three Hundred and Twenty only) through the Preferential Issue. The proceeds of the Preferential issue shall be utilized by the Company for the below purposes.

Particulars	Total estimated amount to be utilized (₹) in FY 2024-25
Capital expenditure required for electrolyte additives and/or allied business of the Company and/or its Subsidiaries *	77,00,00,000
General Corporate Purpose of the Company	22,09,99,320
Total	99,09,99,320

**The form of infusion of the Issue Proceeds, if any, into the Subsidiaries pursuant to the aforementioned object shall be, by way of debt or equity, which shall be decided by our Board before infusion of the Issue Proceeds into our Subsidiaries, after considering certain commercial and financial factors.*

The Proceeds from the Issue shall be utilised in the financial year 2024-25. Pending utilization of the Proceeds from the Issue (*as defined above*), the Company shall *inter alia* invest the Issue Proceeds in creditworthy instruments, including but not limited to money market instruments like money market mutual funds, deposits in scheduled commercial banks or in short-term debt or long-term debt or such other methods as per applicable law.

c) Kinds of securities offered, maximum number of shares to be issued and the price at which the allotment is proposed:

The Company proposes to issue and allot 7,99,193 fully paid up equity shares of ₹ 10/- each of the Company at a price of ₹ 1,240 (including a premium of ₹ 1,230/-) per share, aggregating to ₹ 99,09,99,320/- such share price being not less than the minimum price as on Relevant Date, as determined in accordance with Chapter V of ICDR Regulations ("**Floor Price**"). Please refer to Paragraph (d) below for the basis for calculating the price for the Preferential Issue.

d) Basis or justification on which the price (including premium, if any) has been arrived at along with report of the registered valuer:

The Equity Shares of Company are listed on Stock Exchange i.e. BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (together referred to as the "**Stock Exchanges**"). The Equity Shares are frequently traded in accordance with SEBI ICDR Regulations. For the purpose of computation of the price per Equity Share, NSE being the stock exchange with higher trading volumes for the preceding ten trading days prior to Relevant Date i.e. **April 26, 2024**, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the ICDR Regulations, the Floor Price at which the Subscription Shares shall be issued and allotted is ₹ 1,239.09/- per share, being higher of the following:

- Volume weighted average price of the equity shares of the Company quoted on NSE, during the 90 trading days preceding the Relevant Date, i.e. ₹ 1,124.04 /- per equity share; or
- Volume weighted average price of the equity shares of the Company quoted on NSE, during the 10 trading days preceding the Relevant Date i.e. ₹ 1,239.09/- per equity share: or

- c. Price determined through the valuation report from an independent registered valuer; or

In this regard and in accordance with Regulation 163(3) and other applicable provision of the SEBI ICDR Regulations, the Company has obtained a valuation report from Mr. Hemal Parikh, an Independent Registered Value (Registration No. IBBI No. IBBI/RV/06/2019/11651) having address at 33, Aashna Residency, Lad Society Road, Vastrapur, Ahmedabad - 380015 (“**Valuation Report**”) and the price determined by such independent registered value in the Valuation Report is ₹ 1,239.09/- (Rupees One Thousand Two Hundred Thirty Nine and Nine paise only) per Equity Share.

- d. Floor price determined in accordance with the provisions of the Articles of Association of the Company : The Articles of Association of the Company does not provide for any method for determination of price of the equity shares.

The Company has also obtained a Pricing certificate dated from Mr. Kashyap Shah (FCS Mem No. 7662) of M/s Kashyap Shah & Co., Practising Company Secretaries, Vadodara, certifying compliance with the floor price for the proposed Preferential Issue of the Company, based on the pricing formula prescribed under Chapter V of the SEBI ICDR Regulations.

The pricing of the Subscription Shares to be allotted on preferential basis is ₹ 1,240/- (Rupees One Thousand Two Hundred and Forty only) per share which is not less than the Floor Price determined in accordance with Chapter V of SEBI ICDR Regulations the manner set out above.

- e) **Relevant date with reference to which the price has been arrived at:**

The “Relevant Date” as per SEBI ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as **April 26, 2024** being the preceding working day to the date 30 (thirty) days prior to the date of passing of resolution through Postal Ballot i.e. last date for voting through Remote e-Voting, which is May 27, 2024.

- f) **Principal terms of assets charged as securities:** Not applicable.

- g) **Class or Classes of persons to whom the allotment is proposed to be made and current and post allotment status:**

The Preferential Issue, if approved, is proposed to be made to the following Proposed Allottees :

Sr. No	Name of the Proposed Allottees	Category (Promoter and Promoter Group/ Non – promoter)	No of Equity Shares proposed to be issued	Consideration payable (Rs.)
1.	Ashoka India Equity Investment Trust Plc	Non-Promoter Foreign Portfolio Investor (Category-I)	1,54,839	19,20,00,360
2.	Ashoka Whiteoak Emerging Market Trust Plc	Non-Promoter Foreign Portfolio Investor (Category-I)	14,516	1,79,99,840
3.	India Acorn Fund Limited	Non-Promoter Foreign Portfolio Investor (Category-I)	85,484	10,60,00,160
4.	Ashoka WhiteOak ICAV – Ashoka WhiteOak India Opportunities Fund	Non-Promoter Foreign Portfolio Investor (Category-I)	4,03,226	50,00,00,240
5.	Ashoka WhiteOak ICAV - Ashoka WhiteOak Emerging Markets Equity Fund	Non-Promoter Foreign Portfolio Investor (Category-I)	18,548	2,29,99,520
6.	White Oak India Select Equity Fund	Non-Promoter Alternative	30,645	3,79,99,800

Sr. No	Name of the Proposed Allottees	Category (Promoter and Promoter Group/ Non – promoter)	No of Equity Shares proposed to be issued	Consideration payable (Rs.)
		Investment Fund (Category-III)		
7.	White Oak India Equity Fund II	Non-Promoter Alternative Investment Fund (Category-III)	36,290	4,49,99,600
8.	White Oak India Equity Fund V	Non-Promoter Alternative Investment Fund (Category-III)	38,710	4,80,00,400
9.	White Oak India Equity Fund VI	Non-Promoter Alternative Investment Fund (Category-III)	16,935	2,09,99,400
	Total		7,99,193	99,09,99,320

The Proposed Allottees are neither promoters of the Company as on the date of this notice nor their status will change post preferential allotment of subscription shares.

h) Intention of promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

None of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue. Further, no contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of the objects.

i) Contribution being made by the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

Nil

j) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation:

Not Applicable

k) Timeframe/ proposed time schedule, within which the preferential issue/allotment shall be completed:

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this resolution, provided that where the allotment of the Subscription Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

The Subscription Shares shall be required to be listed on Stock Exchanges, which will require In-principle approval of Stock Exchange, where shares are listed. The allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchange, whichever is later.

l) Name of the proposed allottees and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the

proposed allottees and the percentage of post preferential offer capital that may be held by the proposed allottee:

Sr. No.	Name of the Proposed Allottees	Present Pre issue holding		Proposed issue of Equity Shares	Post Issue Holdings	
		No. of Equity Shares	%		No. of Equity Shares	%
1.	Ashoka India Equity Investment Trust Plc	0	0.0000	1,54,839	1,54,839	0.4109
2.	Ashoka Whiteoak Emerging Market Trust Plc	0	0.0000	14,516	14,516	0.0385
3.	India Acorn Fund Limited	7,999	0.0217	85,484	93,483	0.2481
4.	Ashoka WhiteOak ICAV – Ashoka WhiteOak India Opportunities Fund	0	0.0000	4,03,226	4,03,226	1.0701
5.	Ashoka WhiteOak ICAV - Ashoka WhiteOak Emerging Markets Equity Fund	1800	0.0049	18,548	20,348	0.0540
6.	White Oak India Select Equity Fund	0	0.0000	30,645	30,645	0.0813
7.	White Oak India Equity Fund II	0	0.0000	36,290	36,290	0.0963
8.	White Oak India Equity Fund V	0	0.0000	38,710	38,710	0.1027
9.	White Oak India Equity Fund VI	0	0.0000	16,935	16,935	0.0449

Details of ultimate beneficial owners who ultimately control aforementioned Proposed Allottees

Sr. No.	Name of the Proposed Allottees	Category	Ultimate beneficial owners who ultimately control the Allottees	In absence of ultimate beneficial owner, the name of Senior Managing Officials
1.	Ashoka India Equity Investment Trust Plc	Foreign Portfolio Investor Category I	None	Andrew Watkins, Dr. Jerome Booth, Jamie Skinner and Rita Dhut
2.	Ashoka Whiteoak Emerging Market Trust Plc	Foreign Portfolio Investor Category I	None	Tanit Sau Ying Curry, Howard Graham Pearce and Martin Anthony Farrow Shenfield
3.	India Acorn Fund Limited	Foreign Portfolio Investor Category I	Juan Fadrique Arias Davila Serrat-Valera (100% of management shares)	NA
4.	Ashoka WhiteOak ICAV – Ashoka WhiteOak India Opportunities Fund	Foreign Portfolio Investor Category I	None	Chee Kiang (Francis) Tan, Elizabeth Beazley and Lorcan Murphy

5.	Ashoka WhiteOak ICAV - Ashoka WhiteOak Emerging Markets Equity Fund	Foreign Portfolio Investor Category I	Paul Geddes, Smith & Williamson Nominees	NA
6.	White Oak India Select Equity Fund	Alternative Investment Fund Category III	None	Prashant Khemka
7.	White Oak India Equity Fund II	Alternative Investment Fund Category III	None	Prashant Khemka
8.	White Oak India Equity Fund V	Alternative Investment Fund Category III	None	Prashant Khemka
9.	White Oak India Equity Fund VI	Alternative Investment Fund Category III	None	Prashant Khemka

m) Change in control, if any, in the company that would occur consequent to the preferential offer:

There shall be no change in the Management or control over the Company pursuant to the aforesaid Preferential Issue.

n) Shareholding pattern of the Company before and after the Preferential Issue:

The shareholding pattern of the Company pre and post the preferential allotment, is given below:

Sr. No.	Category	Pre- issue (as on March 31, 2024)		Post- issue	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A.	Promoters / Promoter Group's holding				
1.	Indian				
	Individual	1,47,19,629	39.9116	1,47,19,629	39.0651
	Bodies Corporate	0	0.0000	0	0.0000
	Sub-Total	1,47,19,629	39.9116	1,47,19,629	39.0651
2.	Foreign Promoters	0	0.0000	0	
	Sub-Total (A)	1,47,19,629	39.9116	1,47,19,629	39.0651
B.	Non-Promoters' holding				
1.	Institutional investors	58,19,303	15.7788	66,18,496	17.5651
2.	Non-Institutional investors				
	Private corporate bodies	38,68,101	10.4882	38,68,101	10.2657
	Directors and relatives	3,30,000	0.8948	3,30,000	0.8758
	Indian Public	1,10,67,103	30.0080	1,10,67,103	29.3715
	Other [including Non-resident Indians (NRIs)]	10,76,426	2.9187	10,76,426	2.8568
	Sub-Total (B)	2,21,60,933	60.0884	2,29,60,126	60.9349
C.	Non-Promoter Non-Public Shareholder				
	Custodian / DR holder	0	0.0000	0	0.0000
	Sub-Total (C)	0	0.0000	0	0.0000
	Grand Total	3,68,80,562	100	3,76,79,755	100



o) Lock-in Period:

The proposed allotment of equity shares shall be subject to lock-in as per the requirement of Chapter V of the SEBI ICDR Regulations

p) Undertakings:

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(1) of SEBI ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid.

q) Listing

The Company shall make an application to BSE Limited and National Stock Exchange of India Limited on which the existing equity aforementioned shares are listed, for listing of the aforementioned shares.

The above shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend.

r) Other disclosures:

The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations:

- The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- Neither the Company nor any of its Directors or Promoters have been declared as a wilful defaulter or fraudulent borrower, as defined under SEBI ICDR Regulations.
- Neither the Company nor any of its Directors or Promoters have been declared as a fugitive economic offender as defined under the SEBI ICDR Regulations.
- Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the current financial year 2024-2025.
- Provisions of Regulation 166A of the Chapter V of SEBI ICDR Regulations are not applicable to the Company as the proposed Preferential Issue does not envisage change in control or allotment of more than 5% of the post issue fully diluted share capital of Company to an allottee or to allottees acting in concert.
- The pre-preferential holding of Company's shares by the two Proposed Allottees viz. Ashoka Whiteoak ICAV - Ashoka Whiteoak Emerging Markets Equity Fund and India Acorn Fund Ltd is in dematerialized form and other Proposed Allottees do not have any holding of Company's shares as on Relevant Date.
- Two of the Proposed Allottees viz. Ashoka Whiteoak ICAV - Ashoka Whiteoak Emerging Markets Equity Fund and India Acorn Fund Ltd hold 1800 and 7999 equity shares of the Company respectively, prior to the date of Notice of this Postal Ballot. Lock-in of pre-allotment holding of such Proposed Allottees has been confirmed from the registered Depository vide its confirmation letter dated April 25, 2024.



s) Certificate of a Practicing Company Secretary

As per Regulation 163(2) of the SEBI ICDR Regulations, the Company is required to place a copy of the certificate of a practicing company secretary before the shareholders considering the proposed Preferential Issue, certifying that the issue is being made in accordance with the requirements of SEBI ICDR Regulations. Accordingly, a certificate from Mr. Kashyap Shah (FCS No. 7662) of M/s Kashyap Shah & Co., Practicing Company Secretaries as per the aforesaid requirements has been obtained by the Company. The copy of the said certificate shall be made available for inspection by the members during the voting period and is also hosted on website of the Company which can be accessed at the link: https://www.amiorganics.com/static/uploadfiles/downloads/download_7023.pdf?20240427110225

t) Certificate from an Independent Registered Valuer

Mr. Hemal Parikh, Independent Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/11651 has issued a Valuation Report dated April 26, 2024 incorporating all the prescribed methods of valuation viz. Income approach, Asset Approach and Market approach for the proposed Preferential Issue. The said report has been placed on the website of the Company at the following link : https://www.amiorganics.com/static/uploadfiles/downloads/download_9144.pdf?20240427104651

In accordance with the provisions of Sections 23, 42 and 62 of the Companies Act, read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the members for issue and allotment of the said Equity Shares to the Proposed Allottees is being sought by way of a Special Resolution as set out in the said item of the Notice.

The issue of the equity shares / eligible securities would be within the authorised share capital of the Company.

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

None of the Directors, Key Managerial Personnel and relatives of Directors and/or Key Managerial Personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

Accordingly, the Board recommends the passing of resolution set forth in Item No. 1 for the approval of the Members as Special resolution.

By order of the Board of Directors
For Ami Organics Limited

Sd/-
CS Ekta Kumari Srivastava
Company Secretary & Compliance Officer
Membership No.: ACS 27323

Date: April 26, 2024

Place : Surat