



## VINATI ORGANICS LIMITED

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

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

CIN: L24116MH1989PLC052224, Email: [shares@vinatiorganics.com](mailto:shares@vinatiorganics.com), Website: [www.vinatiorganics.com](http://www.vinatiorganics.com)

### POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 read with Section 108 of the Companies Act, 2013 and read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions including any statutory modification/re-enactment etc. thereon]

E-VOTING STARTS ON	E-VOTING ENDS ON
Monday, January 27, 2025 at 9:00 A.M. (IST)	Tuesday, February 25, 2025 at 5:00 P.M. (IST)

**Dear Member(s),**

**NOTICE** is hereby given that pursuant to the provisions of Sections 110 and 108 of the Companies Act, 2013 (the '**Act**') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, Secretarial Standard-2 on General Meetings (the '**SS-2**'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**SEBI Listing Regulations**') including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and the rules & guidelines prescribed by the Ministry of Corporate Affairs (the '**MCA**') vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09 / 2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs from time to time, Government of India (the '**MCA Circulars**'), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). The consent of the Members ("**Members**") of Vinati Organics Limited ("**Company**"), for the resolutions appended below, to be passed by the Members of the Company (as on the Cut-off Date), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process.

Sr. No.	Description of Resolution	Type of Resolution
1.	To approve the appointment of Mr. Amit Thanawala (DIN: 10864545) as a Director designated as Whole Time Director of the Company.	Special Resolution
2.	To approve the revision in remuneration of Ms. Vinati Saraf Mutreja (DIN: 00079184), Managing Director and CEO of the Company for the period effective from April 1, 2025 to March 31, 2028.	Special Resolution

An Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with the Postal Ballot Notice for your consideration and forms part of this Notice. ("**the Notice**" or "**the Postal Ballot Notice**").

This Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories/ Registrar and Share Transfer Agent ("RTA") and 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 Friday, January 17, 2025 ("**Cut-off date**"). Accordingly, the hard copy of the notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

The Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of the National Securities Depository Limited ("NSDL") for facilitating e-voting. The Company has made necessary arrangements with MUFG Intime India Pvt. Ltd., Registrar & Share Transfer Agent ("RTA") to enable the Members to register their e-mail addresses. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their Assent (FOR) or Dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Tuesday, February 25, 2025. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

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

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

The last date of e-voting, i.e. Tuesday, February 25, 2025, shall be the date on which the resolution would be deemed to have been passed if approved by the requisite majority.

## **SPECIAL BUSINESS**

### **1. Appointment of Mr. Amit Thanawala (DIN: 10864545) as a Director designated as Whole Time Director of the Company.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules framed thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force] and Articles of Association of the Company, Mr. Amit Thanawala (DIN: 10864545), who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 13, 2024 and who will hold office till the approval of Members of the Company at the next General Meeting or within a time period of three months from the date of appointment, whichever is earlier in terms of Section 161 of the Act 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 Director of the Company, be and is hereby appointed as a Director of the Company, who would be liable to retire by rotation, for a period of 5 (Five) years with effect from December 13, 2024.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of the SEBI Listing Regulations as amended from time to time [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the Members be and is hereby accorded to appoint Mr. Amit Thanawala (DIN:10864545) as a Whole Time Director of the Company, to hold office for a period of 5 (Five) consecutive years, with effect from December 13, 2024 to December 12, 2029 (both days inclusive), on such terms and conditions including remuneration as set out under the Explanatory Statement annexed to this Notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to fix, vary, reduce or amend the remuneration and other terms of his appointment from time to time, as it may deem appropriate, expedient or necessary during the tenure of his appointment, within the limits as approved by the Members.

**RESOLVED FURTHER THAT** approval of the shareholders be and is hereby accorded for payment of remuneration as set out in the explanatory statement for any financial year during the tenure of his office (i) notwithstanding inadequacy of profits or loss in the respective financial year; or (ii) even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197(1) of the Companies Act, 2013 and / or the second proviso thereunder.

**RESOLVED FURTHER THAT** subject to necessary permissions/ approvals, the Board of Directors of the Company, be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing any agreement, deeds and such other documents as may be necessary and to delegate all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company as may be required to give effect to the above Resolutions."

2. **Revision in remuneration of Ms. Vinati Saraf Mutreja (DIN: 00079184), Managing Director and CEO of the Company, for the period effective from April 1, 2025 to March 31, 2028.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in partial modification of the Special Resolution passed by the shareholders at their meeting held on September 8, 2023 (34<sup>th</sup> AGM), and in accordance with the provision of Sections 196, 197, 198 read with Schedule V and Companies (Appointment and Remuneration) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Regulation 17(6)(e) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force], the applicable provision of the Articles of Association, approval of the shareholders be and is hereby accorded for increase in the monthly basic salary of Ms. Vinati Saraf Mutreja (DIN: 00079184), Managing Director and CEO of the Company, from the existing salary scale/ range of ₹ 18,00,000/- per month to ₹ 36,00,000/- per month to within the salary scale/ range of ₹ 36,00,000/- per month to ₹ 72,00,000/- per month, along with consequential increment in applicable perquisites and allowances, effective from April 1, 2025 to March 31, 2028.

**PERFORMANCE-LINKED INCENTIVE:**

Ms. Vinati Saraf Mutreja will be entitled to the performance-linked incentive as such percentage of the net profits of the Company computed in the manner laid down under Section 198 of the Act and relevant rules framed thereunder or such amount as the Board of Directors may determine subject to the maximum limits specified in the Act and other applicable regulations. The specific amount payable to her will be based on her performance as evaluated and recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company from time to time.

**TOTAL ANNUAL REMUNERATION :**

The total annual remuneration payable to Ms. Vinati Saraf Mutreja, including her basic salary, performance-linked incentives, and other components, shall remain within the overall limits (i.e. not exceed 5 (Five) per cent of the net profits of the Company) prescribed under Section 197 of the Act, read with the provisions of Schedule V, as amended from time to time.

**RESOLVED FURTHER THAT** that except for the revision in the remuneration as mentioned above, all other terms and conditions of remuneration, as approved earlier by the Members at the 34<sup>th</sup> AGM, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

**RESOLVED FURTHER THAT** approval of the shareholders be and is hereby accorded for payment of remuneration as set out in the explanatory statement for any financial year during the tenure of her office (i) notwithstanding inadequacy of profits or loss in the respective financial year; or (ii) even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197(1) of the Companies Act, 2013 and / or the second proviso thereunder

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and / or expedient in connection therewith or incidental thereto, to give effect to this resolution including but not limited to alter and vary remuneration as it may deem fit within the aforesaid limit.”

**Registered Office:**

B-12 & B-13/1, MIDC Industrial Area,  
Mahad – 402 309, Dist. Raigad, Maharashtra.  
Tel No.: 022-61240444/428, Fax No.: 022-61240438  
Email: [shares@vinatiorganics.com](mailto:shares@vinatiorganics.com)  
Website: [www.vinatiorganics.com](http://www.vinatiorganics.com)  
CIN: L24116MH1989PLC052224  
Mumbai, December 13, 2024

For and on behalf of the Board of Directors

**Milind Wagh**  
Company Secretary  
Membership No. FCS-7125

## NOTES:

1. The Explanatory Statements and reasons for the proposed Special Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) form part of the Explanatory Statement forming part of this Notice.
2. This Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company/depository participant(s), as on Friday, January 17, 2025 ("Cut-off Date"). A person who is not a Member as of the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
3. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Members are required to cast their votes electronically, and no physical copies of the Notice, Postal Ballot Form, or pre-paid business reply envelope will be sent for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
4. The voting shall commence on **Monday, January 27, 2025, at 9:00 a.m. (IST) and shall end on Tuesday, February 25, 2025, 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 or through physical ballot form. The remote e-voting module shall be disabled by NSDL for voting thereafter. Any physical ballot forms received after the voting period shall be treated as invalid.
5. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or any other person authorized by him, on or before Thursday, February 27, 2025. The Scrutinizer's decision on the validity of the votes cast will be final.
6. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.vinatiorganics.com](http://www.vinatiorganics.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Company and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed viz. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') and be made available on their respective websites viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).
7. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternatively, Members may also send their requests to [shares@vinatiorganics.com](mailto:shares@vinatiorganics.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
8. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Tuesday, February 25, 2025. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
9. In accordance with the MCA Circulars, Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll-free no. 022 - 48867000 and 022 - 24997000. For those shareholders whose email IDs are not registered with the depositories for procuring user id and passwords and registration of email IDs for e-voting for the resolutions set out in this notice members may follow the steps mentioned in the Notice of the AGM under "**Cast your vote electronically on the NSDL e-voting system**".
10. In the event of any grievance relating to E-voting, the Members / Beneficial Owners may contact the following: Ms. Pallavi Mhatre, Senior Manager, NSDL, at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), or call on.: 022 - 4886 7000 and 022 - 2499 7000.

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





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

### Step 1: Access to the NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on the Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the Company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store         </div> <div style="text-align: center;">  Google Play         </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit the CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on the login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> </ol>

Type of shareholders	Login Method
	<p>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, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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

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

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

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

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

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

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

4. Your User ID details are given below:

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

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

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

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

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

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

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [vkassociates@yahoo.com](mailto:vkassociates@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on the "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or send a request to Pallavi Mhatre, Senior Manager, NSDL, 4<sup>th</sup> Floor, A wing, Trade World, Kamala Mills Compound, Lower Parel, Mumbai – 400013, Contact details: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), or call on.: 022 – 4886 7000 and 022 – 2499 7000.

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

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



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

In conformity with the provisions of Section 102 of the Companies Act, 2013 ('the Act') the following Explanatory Statement sets out all material facts in respect of Item Nos. 1 and 2.

### **Item No. 1:**

#### **Appointment of Mr. Amit Thanawala (DIN: 10864545) as a Director designated as Whole Time Director of the Company.**

The Nomination & Remuneration Committee ('NRC') of the Board of Directors of the Company, at their meeting held on December 13, 2024, appointed Mr. Amit Thanawala, (DIN: 10864545) as an Additional Director designated as Whole Time Director of the Company with effect from December 13, 2024 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act').

Rationale for the appointment of Mr. Amit Thanawala:

Mr. Amit became a part of Vinati Organics Limited ('the Company' / 'VOL') on November 11, 2002. He holds a Bachelor's degree in Engineering (B.E.) specializing in Polymers, along with an MBA in Marketing Management, which has equipped him with a unique blend of technical and managerial skills.

With an extensive career spanning more than 33 years, Mr. Amit Thanawala has made significant contributions to the growth and development of the chemical sector. Before joining VOL, he held key positions at renowned organizations such as Kanoria Petroproducts Ltd. and Amon-ra Impex Pvt. Ltd. During his journey, he gained valuable insights into various aspects of the chemical business, including product development, market strategy, and operations management. His vast industry knowledge and experience have played a crucial role in enhancing the strategic direction and operational excellence and, contributing to VOL strong position in the speciality chemicals market. Currently, he is serving as Chief Operational Officer (COO) of Vinati Organics Limited.

Based on the recommendation of the NRC, the Board of Directors of the Company has considered the background, knowledge, experience and past performance of Mr. Amit Thanawala and decided that it would be in the best interest of the Company to appoint him on the Board as an Executive Director designated as the Whole Time Director as he possesses requisite expertise and qualifications for appointment as a Director of the Company and as required in the context of the Company's business and sector it operates in. In view of the same, the Board of Directors at their meeting held on December 13, 2024, appointed Mr. Amit Thanawala as a Whole Time Director of the Company for a period of 5 (Five) years, commencing from December 13, 2024 till December 12, 2029, subject to the approval of the Members of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Amit Thanawala for the office of Director of the Company. Mr. Amit Thanawala has conveyed his consent to act as a Director of the Company and has also confirmed that he is not disqualified from being appointed as such in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of any order passed by SEBI or any such authority. The Company has also received other necessary disclosures from Mr. Amit Thanawala. Accordingly, it is proposed to appoint Mr. Amit Thanawala as a Whole Time Director of the Company.

The draft agreement between the Company and Mr. Amit Thanawala (DIN:10864545), inter-alia, contains the following terms and conditions:

- a) Basic Salary: ₹ 4,56,200/- (Rupees Four Lakhs Fifty-Six Thousand Two Hundred Only) per month, in the scale/ range of ₹ 4,56,200/- per month to ₹ 8,10,000/- per month, with such increment as may be decided by the Board on recommendation of the Nomination and Remuneration Committee, from time to time.
- b) Allowances and Perquisites: In addition to the basic salary, Mr. Amit Thanawala shall be entitled to:
  - i. Allowances as per the rules of the Company including personnel allowance, house rent allowance, project allowance, leave travel allowance and other allowances, with an authority to the Board of Directors to determine any revision from time to time;
  - ii. Perquisites as per the rules of the Company including personal accident and medical insurance, telecommunication facilities, etc. Perquisites shall be valued as per Income Tax Rules, wherever applicable or else at actual cost;
  - iii. Company's contribution to provident fund, any superannuation fund/annuity fund, gratuity and leave encashment as per the rules of the Company. The Company's contribution to provident fund and gratuity (payable at a rate not exceeding half a month's salary for each completed year of service) and encashment of accumulated leaves at the end of his tenure, shall not be included in the computation of the ceiling on remuneration payable.

c) Other Terms and Conditions:

- i. Reimbursement of travel expenses and mobile expenses incurred in the course of business of the Company.
- ii. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- iii. Mr. Amit Thanawala, term of appointment shall be liable to retire by rotation.

If in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the remuneration to the Director in accordance with the provisions of Section 197 read with Schedule V of the Act and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

Further, pursuant to Section 197(1) of the Act, the total managerial remuneration payable by a public company to its directors, including the Managing Director, Whole Time Director and Manager, in any financial year shall not exceed eleven percent of the net profits of the company for that financial year, computed as per Section 198 of the Act. However, as per the first proviso to Section 197(1), the company may, in a general meeting, authorize payment of remuneration exceeding eleven percent of the net profits, subject to the provisions of Schedule V to the Act. Hence, in the event of inadequacy of profits or losses during the respective financial year, such remuneration shall be paid in accordance with the provisions of Schedule V to the Act.

The Board has also considered the parameters given under Section 200 of the Act and the rules made thereunder read with Schedule V to the Act for recommending the above appointment and remuneration.

Your Board of Directors recommends the Resolution at Item No. 1 for approval by the Members by way of Special Resolutions.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days from 11.00 a.m. to 1.00 p.m. from the date of dispatch of the notice up to the last date of voting, i.e. Tuesday, February 25, 2025.

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

Except Mr. Amit Thanawala and his relatives to the extent of their shareholding interest, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise in the respective Resolutions set out at Item No. 1 of this Postal Ballot Notice.

**Item No. 2:**

**Revision in remuneration of Ms. Vinati Saraf Mutreja (DIN: 00079184), Managing Director and CEO of the Company, for the period effective from April 1, 2025 to March 31, 2028.**

The Members of the Company in the 34<sup>th</sup> Annual General Meeting held on September 8, 2023, approved the appointment and determined the remuneration of Ms. Vinati Saraf Mutreja (DIN: 00079184) as Managing Director & CEO of the Company for a period from October 27, 2023 to March 31, 2028. Present terms and conditions of her appointment, including remuneration, were duly approved by the Shareholders during the aforesaid meeting. Her fixed basic salary was sanctioned within the range of ₹18,00,000/- per month to ₹ 36,00,000/- per month, with increments as determined by the Nomination and Remuneration Committee and the Board of Directors ("Board"). She currently receives a fixed monthly basic salary of ₹ 36,00,000/- per month and is eligible for performance-linked incentives as decided by the Nomination and Remuneration Committee and the Board, subject to a maximum of 1% of the Company's financial performance for each financial year or a part thereof.

Rationale for the revision in remuneration of Ms. Vinati Saraf Mutreja:

Ms. Vinati Saraf Mutreja, with extensive experience in the Company's managerial team, has been a driving force behind its remarkable growth and development. Serving as the Managing Director & CEO, she oversees critical functions including Marketing, Finance, and Operations, and has consistently demonstrated exceptional leadership. Ms. Vinati Saraf Mutreja has played a transformative role in boosting morale, fostering a culture of excellence, and prioritizing the delivery of superior value to stakeholders. Her unwavering dedication and forward-thinking approach have been instrumental in shaping the Company's success story and positioning it for a better future.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC') of the Company and after taking into consideration the Company's performance, Industry trend, appointee's qualification, experience, past performance & remuneration, etc., the Board of Directors at their meeting held on December 13, 2024, has considered and approved the revision in the salary of Ms. Vinati Saraf Mutreja

within the salary scale/ range of ₹ 36,00,000/- (Rupees Thirty-Six Lakh) per month to ₹ 72,00,000/- (Rupees Seventy-Two Lakh) per month, effective from April 1, 2025 to March 31, 2028.

The revised remuneration payable to Ms. Vinati Saraf Mutreja for the period effective from April 1, 2025 to March 31, 2028 requires the approval of the Members of the Company in the General Meeting. The remuneration payable to Ms. Vinati Saraf Mutreja for the aforementioned period complies with the applicable Sections of the Companies Act, 2013 ('the Act') and the conditions specified in Schedule V of the Act. This approval shall also be deemed the approval under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Accordingly, Shareholders' approval is being sought for the revision in the remuneration of Ms. Vinati Saraf Mutreja, as per the applicable provisions of the Act and SEBI Listing Regulations.

In the event of loss or inadequacy of profits in any financial year during the tenure of appointment, Ms. Vinati Saraf Mutreja shall be paid remuneration by way of salary, benefits, perquisites and allowances as detailed in the resolution. However, the total remuneration payable to Ms. Vinati Saraf Mutreja, including her basic salary, performance-linked incentives, and other components, shall remain within the overall limits (i.e. not exceed five per cent of the net profits of the company) prescribed under Section 197 of the Companies Act, 2013, read with the provisions of Schedule V, as amended from time to time.

Further, pursuant to Section 197(1) of the Act, the total managerial remuneration payable by a public company to its directors, including the managing director, whole-time director, and manager, in any financial year shall not exceed eleven percent of the net profits of the company for that financial year, computed as per Section 198 of the Act. However, as per the first proviso to Section 197(1), the company may, in a general meeting, authorize payment of remuneration exceeding eleven percent of the net profits, subject to the provisions of Schedule V to the Act. Hence, in the event of inadequacy of profits or losses during the respective financial year, such remuneration shall be paid in accordance with the provisions of Schedule V to the Act.

The Board has also considered the parameters given under Section 200 of the Act and the rules made thereunder read with Schedule V to the Act for recommending the above revision in remuneration.

The terms of remuneration of Ms. Vinati Saraf Mutreja are pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time.

Your Board of Directors recommends the Resolution at Item No. 2 for approval by the Members by way of Special Resolutions.

Details as required under the Secretarial Standard on General Meeting (SS-2) with respect to revision in remuneration are given below this notice.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days from 11.00 a.m. to 1.00 p.m. from the date of dispatch of the notice up to the last date of voting, i.e. Tuesday, February 25, 2025.

Ms. Vinati Saraf Mutreja is interested in the resolution set out in Item No. 2 of the Notice. Mr. Vinod Saraf, Executive Chairman and Ms. Viral Saraf Mittal, Director being relatives may be deemed to be interested in the aforesaid resolution. The other relatives of Ms. Vinati Saraf Mutreja may also be deemed to be interested in the aforesaid resolutions, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

**Registered Office:**

B-12 & B-13/1, MIDC Industrial Area,  
Mahad – 402 309, Dist. Raigad, Maharashtra.  
Tel No.: 022-61240444/428, Fax No.: 022-61240438  
Email: [shares@vinatiorganics.com](mailto:shares@vinatiorganics.com)  
Website: [www.vinatiorganics.com](http://www.vinatiorganics.com)  
CIN: L24116MH1989PLC052224  
Mumbai, December 13, 2024

For and on behalf of the Board of Directors

**Milind Wagh**  
Company Secretary  
Membership No. FCS-7125

**Details of directors seeking appointment and/or whose remuneration is being considered, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are as follows:**

<b>Name of Director</b>	<b>Mr. Amit Thanawala</b>	<b>Ms. Vinati Saraf Mutreja</b>
Category / Designation	Whole Time Director	Managing Director & CEO
DIN	10864545	00079184
Date of birth	13.02.1970	03.05.1984
Date of first appointment on the Board	December 13, 2024	May 20, 2006
Qualifications	Bachelor's degree in Engineering (B.E.) specializing in Polymers, along with an MBA in Marketing Management	Bachelor's of Science in Economics (Finance) from The Wharton School and Bachelor's in Applied Science from the School of Engineering (University of Pennsylvania)
Profile, Experience and Expertise in specific functional areas	<p>Mr. Amit Thanawala became a part of Vinati Organics Limited on November 11, 2002. He holds a Bachelor's degree in Engineering (B.E.) specializing in Polymers, along with an MBA in Marketing Management, which has equipped him with a unique blend of technical and managerial skills.</p> <p>With an extensive career spanning more than 33 years, Mr. Thanawala has made significant contributions to the growth and development of the chemical sector. Before joining Vinati Organics Limited, he held key positions at renowned organizations such as Kanaria Petroproducts Ltd. and Amon-ra Impex Pvt. Ltd. During his tenure at these companies, he gained valuable insights into various aspects of the chemical business, including product development, market strategy, and operations management. His vast industry knowledge and experience have played a crucial role in enhancing the strategic direction and operational excellence of Vinati Organics Limited, contributing to the company's strong position in the speciality chemicals market. Currently, he is serving as Chief Operational Officer (COO) of the Vinati Organics Limited.</p>	<p>Ms. Vinati Saraf Mutreja became a part of Vinati Organics Limited (VOL) in 2006. With extensive experience in the managerial team at VOL, she plays a pivotal role in leading the Marketing, Finance, and Operations functions of the Company. Her remarkable achievements have gained recognition globally, as she was honored with a place on the World Economic Forum's Young Global Leader list. Additionally, she has been featured on Forbes Asia's Power Businesswomen list, further solidifying her position as a prominent figure in the business world.</p>
Directorships in other Companies (excluding foreign companies)	Nil	<ol style="list-style-type: none"> <li>a. Viral Alkalis Limited.</li> <li>b. Suchir Chemicals Private Limited.</li> <li>c. Nishit Pharma Chem Private Limited.</li> <li>d. Veeral Organics Private Limited.</li> <li>e. Illuminati Trading Pvt. Ltd.</li> <li>f. Evolute Trading Pvt. Ltd.</li> <li>g. Course5 Intelligence Ltd.</li> <li>h. Alphagrep Finvest Pvt. Ltd.</li> </ol>

<b>Name of Director</b>	<b>Mr. Amit Thanawala</b>	<b>Ms. Vinati Saraf Mutreja</b>
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	Nil	Nil
Listed entities from which the Director has resigned from Directorship in the last 3 years	Nil	Nil
Terms and conditions of Appointment/ Re-appointment	Please refer to the Notice Resolutions read with the Explanatory Statement forming a part of this Notice.	As Per the Agreement.
Details of remuneration last drawn (FY 2023-24) (including sitting fees, if any)	₹ 109.49 Lakhs.	₹ 235.23 Lakhs
Details of remuneration sought to be paid	As per the Agreement and/or Resolutions.	As per the Agreement and/or Resolutions.
Number of Meetings of the Board Attended during the Financial Year	NA	3
Number of Shares held in the Company as at date of Notice	460	12,10,620
Relationship between Directors inter-se	None	Relatives and/or Promoters